

NOVA  
SCOTIA



ASSOCIATION OF  
ARCHITECTS

**Schedule “E”**

**Position Descriptions and  
Terms of Reference**

Reviewed and Revised Periodically by Council

Bylaw 22.1

## MESSAGE FROM THE PRESIDENT

While President, Spyro Trifos made the initial commitment to the Membership of the NSAA to undertake a full Organizational Review. The Organizational Review was conducted by a third-party consultant who was tasked to assess the NSAA's capacity to tackle the 2015 Strategic Plan. It was an enlightening document viewed through the lenses of regulatory responsibilities, our governing legislation and regulations, accountability, and good governance. It also provided a comparison with other CALA jurisdictions and various NS provincial regulators.

With the Organizational Review completed, the next challenge was what to do next. The third-party consultant was engaged to provide an Implementation Plan which included next steps. At last year's AGM, and within the 2019/2020 Annual Report, a report was made to the Members on the progress to date.

New Councillors Sarah Prodor and Stephen Terauds volunteered to co-chair the 2020/2021 Organizational Review Implementation Task Force. Within the pages of this document reside the various Terms of References for most of the Committees, including the Board of Registration and the majority of the volunteer positions which have been approved by Council. The exceptions are the Terms of Reference for the Governance Committee and the position descriptions for the President and Vice-President. While we are all familiar with Terms of References and position descriptions, the adoption and implementation of a Council Charter is considered transformational and an important foundational piece for transparency and the accountability of the Members of Council. These individual documents are all living documents that will be reviewed annually and revised when warranted.

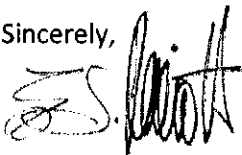
This document represents an important milestone as it is the culmination of this phase of the NSAA's organizational transformation. It is being released to the membership and put in the public realm to communicate transparently where the NSAA was in 2018, the recommendations and steps suggested for regulatory good governance, and the hard work by our committed volunteers. These documents are landmark documents, however the NSAA acknowledges that our work is not complete as we tackle the next phase.

I wish to personally recognize and thank the members of the Organizational Review Task Force for their commitment and dedicated work over the past few years:

- Julia Weir
- Mike Cook
- Troy Scott
- Iliah Lorenz-Luca
- Therese LeBlanc
- Chris Young
- George Cotaras
- Spyro Trifos
- Margo Dauphinee  
(Ex-Officio)

I also want to thank all the volunteers at the Board of Registration and Committee levels for their review, debates, and edits to bring forth these customized Terms of References and Position Descriptions.

Sincerely,



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**NOVA SCOTIA ASSOCIATION OF ARCHITECTS  
CHARTER OF THE COUNCIL OF THE ASSOCIATION**

This Charter prescribes the role of the Council (the “Council”) of the Nova Scotia Association of Architects (the “NSAA”). This Charter is subject to the provisions of the Architects Act (Nova Scotia) and Regulations, the NSAA’s By-Laws (together they are the “Foundation Documents”), and to applicable laws.

**1. ROLE**

The NSAA is a legislatively established professional regulatory body that regulates the profession of architecture in the public interest within the Province of Nova Scotia. The Council is responsible for the stewardship of the NSAA.

The mandate of the Council is to oversee the business and affairs of the NSAA with a view to evaluate, on an ongoing basis, whether the NSAA's resources are being managed in a manner consistent with the Foundation Documents, ethical considerations, and the public interest. The NSAA relies upon its elected and appointed members to represent the NSAA in various public forums. The Council aspires to maintain the confidence of the public, the government, and the architectural profession in the NSAA’s ability to fulfill its statutory responsibilities.

**2. COMPOSITION**

2.1 Number. The composition of Council is prescribed in Section 4(2) of the Architects Act.

2.2 Criteria for Council Membership. Council Members must have an appropriate mix of skills, knowledge, and experience in business, the architectural profession, and an understanding of the regulatory role of the NSAA. Council Members selected should be able to commit the requisite time for all the Council's business.

2.3 Fiduciary duty and duty of care. See also Section 6 Council Code of Conduct. Council Members are expected to:

- a. Demonstrate high ethical standards and integrity in their personal and professional dealings;
- b. Act honestly and in good faith with a view to the best interests of the NSAA;
- c. Devote sufficient time to the affairs of the NSAA and exercise care and diligence; and
- d. In fulfilling their responsibilities as Council Members and/or committee members, individuals are expected to:
  - i. Provide independent judgment on a broad range of issues,
  - ii. Understand the key objectives and responsibilities of the NSAA,
  - iii. Raise questions and issues to facilitate active and effective participation in the deliberations of the Council and of each committee, and
  - iv. Review the materials provided by staff in advance of the Council and committee meetings.

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- 2.4 Selection. Nominations for positions on Council are conducted in accordance with the By-laws of the NSAA.
- 2.5 Chair. The President of the NSAA is the Chair of Council. In the absence or incapacity of the President, the Vice President is the Chair of Council.
- 2.6 Remuneration. Members of the Council and the Chair are volunteers and do not receive remuneration for their services. Expenses may be reimbursed based on the NSAA's expense reimbursement policies as the Council may determine from time to time.

### **3. RESPONSIBILITIES**

The Council establishes overall policies for the NSAA, governs, controls and administers the affairs of the NSAA, may exercise powers vested in it by the Foundation Documents, and retains plenary power for those functions not specifically delegated by it to its committees or to staff.

Without limiting the generality of the foregoing, the Council shall:

- 3.1 With respect to the NSAA's regulatory functions
- a. Oversee the NSAA's regulatory work to ensure the NSAA, its staff and its regulatory committees carry out their regulatory work with a primary focus on the public interest;
  - b. Regularly receive written reports from all regulatory committees regarding their work, including, but not limited to, statistics on volume, a description of how the public interest is advanced and a discussion on timeliness of regulatory decision making; and
  - c. Consider how best to fulfill and improve the NSAA's regulatory work.
- 3.2 With respect to strategic planning
- a. Oversee the strategic planning process and review, monitor and approve, at least annually, the NSAA's long-term strategy, taking into account, among other matters, its legal obligations and risks;
  - b. Approve and monitor the implementation of the NSAA's annual business plan; and
  - c. Advise staff on strategic issues.
- 3.3 With respect to human resources and performance assessment
- a. Select the Executive Director;
  - b. Approve the staffing positions and recommendations;
  - c. Develop, and review on an annual basis, the job description for the Executive Director;
  - d. Monitor and assess the performance of the Executive Director; and
  - e. Approve the compensation of the Executive Director, taking into consideration Council expectations and fixed goals and objectives.

3.4 With respect to financial matters and other internal controls

- a. Monitor the integrity and quality of the NSAA's financial statements and the appropriateness of their disclosure;
- b. Review the general content of, and the Finance and Risk Committee's report on, the financial aspects of the NSAA's Annual Report, and any other document required or intended to be disclosed or filed by the NSAA before public disclosure or filing with regulatory authorities;
- c. Approve operating and capital budgets, and subject to any transaction approval policies adopted by the Council, any transaction out of the ordinary course of business;
- d. Oversee the NSAA's current systems to identify business risks and the implementation of processes to manage these risks;
- e. Monitor the NSAA's internal control and information management systems, including financial and others as appropriate; and
- f. Monitor the NSAA's compliance with applicable legal and regulatory requirements.

3.5 With respect to corporate governance matters

- a. Take reasonable measures to satisfy itself as to the integrity of the Executive Director and as to the creation of a culture of integrity throughout the NSAA;
- b. Review, on a regular basis, corporate governance structures and procedures;
- c. Review and accept the Terms of Reference of Committees and regularly receive reports from them about their work;
- d. Adopt and review, on a regular basis, the NSAA's Council Code of Conduct, policies, and procedures applicable to the Council and employees;
- e. Monitor compliance with the Council Code of Conduct through regular reporting from staff;
- f. Oversee development and implementation of annual orientation programs for new Council Members and new members of committees;
- g. Determine and monitor the Council succession planning process; and
- h. Conduct an annual assessment of Council's effectiveness.

3.6 With respect to member engagement

- a. Oversee development and implementation of a member engagement strategy to ensure appropriate and effective communication and consultation with members;
- b. Adhere to values of transparency, objectivity, impartiality, and fairness in the NSAA's actions, to engender respect for the NSAA and governability of its members;
- c. Promote members' understanding of the mission and legislative mandate of the NSAA to protect the public interest; and
- d. Encourage the NSAA's members who are willing and capable to volunteer for the range of administrative and regulatory committees required by the NSAA, and to participate in governance.

#### **4. MEETINGS**

Meeting procedures are specified in the NSAA's By-laws.

Information and materials that are important to the Council's understanding of the agenda items and related topics are distributed in advance of meetings. Staff will deliver information on the business, operations, and finances of the NSAA to the Council on an "as required basis" and at the direction of the President.

The Recording Secretary for the Meetings of Council is the Executive Assistant.

At each meeting of the Council, the agenda will allow, if required, for Council Members to meet *in camera* at the discretion of the Chair. If an *in camera* session is held, the Secretary/Treasurer is the Recording Secretary.

The Council may invite any of the NSAA's employees, officers, advisors, or consultants, or any other person to attend meetings of the Council to assist in the discussion and examination of the matters under consideration by the Council. The scope and role of regular invitees or "Observers" must be clarified in a Position Description accepted by Council. Those invited to attend meetings of Council assume obligations of Council Members with respect to Council Charter Section 6, Council Code of Conduct; Council Charter Section 7, Confidentiality and Non-Disclosure; and Council Charter Section 8, Conflict of Interest. Invitees are not to participate or observe *in-camera* meetings without express and special invitation by the Chair.

#### **5. COUNCIL COMMITTEES**

The Council may establish and delegate to committees of the Council any duties or responsibilities of the Council which the Council is not prohibited by law from delegating. However, the committees of the Council have the authority to make recommendations to the Council but not to bind the NSAA, except to the extent such authority has been specifically delegated to such committee by the Council. The roles and responsibilities of each committee are described in their respective terms of reference. The Council may appoint *ad hoc* committees when deemed appropriate.

#### **6. COUNCIL CODE OF CONDUCT**

Council Members are required to acknowledge that the Council Code of Conduct inclusive of appendices has been reviewed, understood, and agreed to (see Appendix A).

Council Members acknowledge that the Council speaks with a united voice. Council Members who abstain or vote against a motion must adhere to and support the decision of the majority.

#### **7. CONFIDENTIALITY AND NON-DISCLOSURE**

7.1 Guidelines. Council Members are subject to, must be familiar with, and must follow and comply with the Council Code of Conduct: Confidentiality and Non-Disclosure Agreement (Council Charter Appendix A: Council Code of Conduct, Part A.5.).

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- 7.2 **Obligations.** Council Members must keep confidential all discussions and information obtained in those discussions respecting circumstances involving identified individuals, sensitive NSAA negotiations or deliberations, legal issues, information related to the NSAA's finances, and any other information related to matters that have been or will be discussed *in camera*.
- a. Council Members must take particular care when handling material marked as being 'privileged' communication, such as legal advice to the NSAA, Council, or the President or Executive Director. Questions about confidentiality and privilege should be directed to the Council President and/or Executive Director as appropriate.
  - b. Upon the end of their term, the Council Member must return to the NSAA or destroy any confidential materials including council meeting packages remaining in their possession.
    - i. The duty of confidentiality applies during and after the term.

- 7.3 **Exceptions.** This confidentiality obligation does not apply to the extent that disclosure:
- a. Is required under the NSAA's Canons of Ethics;
  - b. Is required for the obvious and proper processing of the matter under discussion;
  - c. Is explicitly authorized by Council; or
  - d. Is otherwise required by law.

- 7.4 **Protection of confidential information.** Council Members must take all reasonable steps to ensure confidential and/or privileged material in their possession, or to which they may have access, is safeguarded. Council Members must promptly notify the President if they believe the material has been lost or otherwise compromised.

## **8. CONFLICT OF INTEREST**

- 8.1 **Guidelines.** Council Members are subject to, must be familiar with, and must follow and comply with the NSAA's Conflict of Interest Guidelines (Council Charter Appendix A: Council Code of Conduct, Part A.4.).
- a. The purpose of the Guidelines is to make Council Members, members of Committees of Council, and Observers, aware of situations that may create an apparent or actual conflict of interest, and identify how to address conflicts.

- 8.2 **Duty.** Council Members have a duty to uphold the integrity of the Council's activities and decision-making processes, which includes setting aside personal self-interest and performing duties in a manner that promotes public confidence and trust in the integrity and impartiality of the Council.

## **9. CONSEQUENCES OF NON-COMPLIANCE**

- 9.1 **Meetings.** Make reasonable efforts to attend all Council and committee meetings. Council Members who miss more than three meetings without acceptable reasons



and/or advance notice may be removed from Council.

9.2 Compliance.

- a. Council Members are encouraged and expected to assist their Council colleagues in understanding and complying with the Council Code of Conduct.
  - i. Minor concerns should normally be addressed by direct, respectful communication between Council Members, or by raising concerns with the President for resolution.
  - ii. In the event a concern relates to the President, the issue should be directed to the Vice-President.
- b. In the event of a more serious breach or ongoing non-compliance with the norms established in the Council Code of Conduct or other Foundation Document, Council should use a progressive approach to non-compliance. This progressive approach starts with a written warning, then a formal censure, then ultimately suspension from Council meetings.
- c. The President shall have the authority to call a person to order, name the person in breach, identify the nature of the breach, as a warning.
- d. The President shall have the authority to call for a vote of censure to be passed by a two-thirds majority of Council Members present at the meeting in which the call for censure is made.
- e. If there is a continuing pattern of behavior or conduct by a person who has not responded to warnings or censure, the President may call on Council to establish a review panel of three persons who do not sit on Council and who are members of the Complaints and/or Discipline Committees to investigate the matter and prepare a report on the named person's conduct.
  - i. This review panel must include at least one licensed architect member in good standing.
  - ii. This review panel must be comprised of persons who are members of the Complaints and/or Discipline Committees and who have received the mandatory training required by those committees.
  - iii. The panel's report may include recommendations as to censure or other dispensation of the matter.
  - iv. The person who is the subject of the panel's report shall have an opportunity to make a written reply to the report, both of which shall be tabled at a Council meeting.
  - v. At the Council meeting at which the report and the subject's written reply are tabled, Council shall decide on the disposition of the matter by a two-thirds majority vote of Council Members present at that meeting.

9.3 Complaints. Council Members may be subject to a complaint based on breaches of the Council Code of Conduct.

**10. ADVISORS**

10.1 Purpose. The Council may engage and compensate outside advisors at the expense of the NSAA to assist the Council in the performance of its duties.

10.2 Authorization. Any Council Member who wishes to engage a non-staff advisor to assist on matters involving the Council Member’s responsibilities as a Council Member at the expense of the NSAA should review the request with, and obtain the authorization of, the Council.

**11. COUNCIL INTERACTION WITH THIRD PARTIES**

If a third party approaches a Council Member on a matter of interest to the NSAA, the Council Member should bring the matter to the attention of the President who shall determine whether this matter should be reviewed with staff or should more appropriately be dealt with by the Council *in camera*.

**12. COMMUNICATION WITH THE COUNCIL**

NSAA members and other constituencies may communicate with the Council and individual Council Members by contacting any one of the President, the Vice President, the Registrar, or the Executive Director.

**13. REVIEW OF THE CHARTER**

The Council shall review this Charter on an annual basis and make changes, as considered appropriate from time to time. The Council shall notify membership of substantive changes to the Charter after they have been made.

**14. ACKNOWLEDGEMENT AND SIGNATURE**

I confirm that I have read, understand, and agree to uphold the Charter of the Council of the NSAA.

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Signature

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Date

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Print Name

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NSAA Council Member

## **COUNCIL CHARTER APPENDIX A: COUNCIL CODE OF CONDUCT**

### **A.1. APPLICATION**

Where this Council Code of Conduct refers to “Council Members” or “members,” it is understood to apply to “Council Members, Observers, and/or members of Committees of Council, except where the Act and Regulations take precedence, as they may for members of the Board of Registration.”

### **A.2. RELATIONSHIP WITH THE NSAA’S CANONS OF ETHICS.**

This Council Code of Conduct is complementary to the NSAA’s Canons of Ethics. The Council Code of Conduct defines behavioural expectations and standards for Council Members and members of Committees of Council including Regulatory Committees as mentioned in the Architects Act, Regulations, and Bylaws. The Canons of Ethics focuses primarily on relations between architects and their clients; amongst themselves and other members of the NSAA and duties owed to the public. If there is a relevant conflict or inconsistency between a provision of the Council Code of Conduct and a provision of the Canons of Ethics, the Canons of Ethics prevails.

### **A.3. ATTITUDES, BEHAVIORS AND ACTIONS**

- A.3.1 Council Members have a fiduciary duty in relation to the NSAA and its public interest mandate at all times. This overarching concept requires Council Members to act honestly and in good faith; avoid and address conflicts of interest; maintain the confidentiality of information they acquire by virtue of being a member of Council; and serve the NSAA selflessly and loyally.
- A.3.2 Council Members agree to undertake and attend any required training, orientation, or professional development that relates to their fiduciary obligations, or to their role as governing council of a professional regulatory body.
- A.3.3 While performing a quasi-judicial function, Council Members must act impartially and without bias or discrimination
- A.3.4 Council Members must:
  - a. Abide by the NSAA’s policies governing Council Members’ behaviors, practices, decisions, and actions;
  - b. Behave in an honest and ethical manner, and in the best interests of the NSAA and the public it serves;

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- c. Refrain from using inappropriate language or taking inappropriate actions that could compromise the professional image, credibility or integrity of Council Members, Observers, the architectural profession, or the NSAA;
- d. Demonstrate an open mind and prudent judgement in all matters under discussion and encourage and permit full discussion of all points of view;
- e. Be prepared and well-informed on matters coming before Council, notably by reviewing in advance and being prepared to discuss meeting and planning session materials;
- f. Review and become familiar with NSAA, Council, and or relevant committee policy documents and principles;
- g. Wherever practical, seek clarification on questions related to meeting and/or planning session materials prior to the Council or committee meeting, to maximize the value of collective meeting times;
- h. Not make personal use of NSAA property, including facilities, equipment, materials, and supplies, unless such use is generally available to NSAA members;
- i. Not exercise authority or influence over NSAA staff, unless expressly authorized by the Council, and then only through the NSAA's President;
- j. Give focus to matters of governance, including policy, strategy, and oversight of the NSAA, rather than day-to-day organizational matters within the purview of the Executive Director and other staff;
- k. Refrain from trying to influence other Council Members outside of Council meetings that might have the effect of creating factions and limiting free and open discussion;
- l. Ensure they are and remain a member in good standing with the NSAA, unless not applicable (i.e. public representative member of Council per Section 4(2)(e) of the Act);
- m. Participate in, and contribute to, building and maintaining a healthy, productive, and effective functioning Council and/or committee, including expressing opinions in a clear and respectful manner;
- n. Not speak or make representation on behalf of the NSAA (including on behalf of Council) or accept or undertake any obligations unless with the authority from Council or the Chair to do so; and
- o. Not obtain a personal benefit from, or take personal advantage of, information obtained in their capacity unless that information is generally available to NSAA members and other registrants.

#### **A.4. CONFLICT OF INTEREST GUIDELINES**

It is important to note that apparent conflicts of interest are normal occurrences in governance, particularly when accomplished, active professionals and other volunteers are engaged. Identifying a conflict of interest should not be seen negatively. It is the avoidance of actual conflicts of interest, the identification of apparent conflicts, and the proper handling of any kind of conflict of interest, that helps maintain good governance and the profession's and public's faith in self-regulation of the architectural profession.

- A.4.1. Scope of Conflict of Interest. As a general statement, a conflict of interest arises when a personal interest is sufficiently connected with a public or professional duty that it is in actual conflict, or results in a reasonable perception on the part of a well-informed, reasonable person, that the personal interest may influence the exercise of a public or professional responsibility. Council Members must avoid any situations where their personal or private interests may conflict with the interests of the NSAA. Conflicts – actual or apparent – can also arise for Council Members who may serve on two or more organizations that may have adverse interests.
- A.4.2. Apparent Conflict. Council Members are in an apparent conflict of interest if a well-informed person could reasonably perceive that the Council Member's opportunity for personal advantage or benefit could influence the way the Council or Committee carries out their functions on behalf of the NSAA, including how that Council Member may make a decision or cast a vote. Apparent conflicts of interest are sometimes referred to as 'perceived' or 'potential' conflicts of interest.
- A.4.3. Actual Conflict. Council Members are in an actual conflict of interest if the Council Member uses the opportunity for personal advantage or benefit to influence the way the Council Member carries out their functions on behalf of the NSAA.
- A.4.4. Interpretation. For the purposes of "A.4.2 Apparent Conflict" and "A.4.3 Actual Conflict," a personal advantage or benefit includes a direct personal advantage or benefit to the Council Member or an indirect personal advantage or benefit to the Council Member arising out of their relationship with a relative, close friend or business associate.
- A.4.5. Examples of Prohibited Activities. The following are examples of activities that would be conflicts of interest:
  - a. Council Members using their position to influence a decision of the NSAA to enter a business relationship that would provide the Council Member with a personal advantage or benefit.
  - b. Council Members entering a business relationship with the NSAA, including employment with NSAA, unless the opportunity to enter that relationship has first been made available generally to NSAA members with the required skills to

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- provide that service in the intended location.
- c. Council Members obtaining a personal benefit or advantage from a business relationship between NSAA and a third party unless that benefit or advantage is available generally to NSAA members.

A.4.6. Gifts. Council Members must not accept or offer a gift if that gift could be reasonably construed as being offered for the purpose of obtaining preferential treatment. For purposes of this provision, a gift means any gift, entertainment, hospitality, or benefit of sufficient value that a reasonable businessperson would consider it to be beyond the normal exchange of customary courtesy.

To provide clarity and practical guidance, the following examples of gift-giving are either not of “sufficient value” to be restricted by this policy, or are considered as the “normal exchange of customary courtesy”:

- a. Gifts or personal benefit received incidentally as part of protocol or social obligations related to holding council office/representing the NSAA;
- b. Gifts or personal benefits of a nominal value of less than \$25; and
- c. Gifts provided as part of the normal exchange between friends, co-workers, and family.

A.4.7. Outside Representation.

- a. Council Members must not represent or appear on behalf of an outside special interest group or person at a meeting of the NSAA Council, its committees, task forces, or similar bodies of which the individual is a member unless the outside group is the Royal Architectural Association of Canada, the American Association of Architects or a similar advocacy body related to the architectural profession, and the Council Member declares such representation.
- b. Nothing in this provision is intended to preclude a Council Member from appearing on behalf of an NSAA committee, task force or similar body at a meeting of the NSAA Council, its committees, task forces or similar bodies, when requested to appear.

A.4.8. Disclosure and Resolution of a Conflict of Interest.

- a. Disclosure at Meeting
  - i. If a matter arising at a meeting of Council or Council committee, or at a meeting of an organizational committee attended by a Council Member places the Council Member in an apparent or actual conflict of interest, the Council Member must promptly:
    1. Declare the apparent or actual conflict of interest, and
    2. Disclose the general nature of the apparent or actual conflict of interest,

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Subsequently:

3. The disclosure must be entered in any minutes of that meeting,
  4. Consideration must be given by Council as to management of the matter, and, depending on the nature of the conflict of interest,
  5. Council may determine that the member should physically leave the relevant portion of any meeting, discussion, and vote at which that matter is at issue and must not attempt in any way to influence the outcome of that matter.
- ii. In every case in which an actual conflict of interest is identified, the conflicted Council Member must take no role in relation to the matter at the meeting or at any other time while the actual conflict exists.
  - iii. An actual conflict of interest may also trigger investigation by Council and consequences as outlined in Council meeting rules and, in relation to architects and other registrants, may constitute a disciplinary violation.
- b. Disclosure in a Non-Meeting Context
- i. If an apparent or actual conflict of interest is identified outside of a meeting as described in Section 4.8.a.i, the Council Member identifying the conflict must promptly notify the Council President, in writing, or the Vice-President in the event the President is the conflicted member.
  - ii. In determining how to proceed with an apparent or actual conflict of interest in such circumstances, the Council President (or Vice-President, if the President is the Council Member in apparent or actual conflict) must bring the matter to the next Council meeting for consideration using the sequence of events in 3.1 above (identification, minuting, council discussion and decision). In the event the matter is considered by the President or Vice-President to be too urgent to await a Council meeting, the e-meeting process provided for in the By-laws, may be invoked.
  - iii. Council must decide and convey it in writing to the Council Member identifying the conflict and any other Council Members affected by the issue. The determinations available under this paragraph are as follows:
    1. That the disclosure be recorded as an information item in the next Council meeting minutes;
    2. That the Council Member in apparent or actual conflict of interest not participate in any Council discussions related to the conflict, or attempt to influence the outcome of the matter; and
    3. In the event of an actual conflict of interest, whether to trigger an investigation by Council, and in relation to architects and other registrants, whether the matter merits referral to the NSAA professional conduct process.

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- c. **Conflict of Interest Advice**
  - i. Conflict of interest scenarios can be complicated or unclear, and Council Members may require advice to determine whether a conflict of interest has arisen or may arise, before making disclosure as required in these Guidelines. Council Members unsure of their obligations under these Guidelines should contact the President or Vice- president, in writing, for assistance.

**A.4.9. Exceptions.**

- a. Council Members will not be considered to be in an actual conflict of interest if:
  - i. The personal advantage or benefit to the Council Member was merely incidental to their function as a Council Member;
  - ii. The Council Member was only one individual in a broad class of individuals who would have the opportunity to enjoy a similar personal advantage or benefit; or
  - iii. The personal advantage or benefit to the Council Member is trivial or insignificant.
- b. The Council representative from the School of Architecture of Dalhousie University is not in an apparent or actual conflict of interest merely by virtue of that appointment and office, nor by advising Council on matters relevant to the School.



**A.5. CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT**

**Whereas:**

- A. The NSAA is committed to ensuring compliance with applicable privacy and freedom of information legislation, including the need to balance privacy and transparency expectations; and
- B. Council and Committee members and Observers are recipients of private confidential and sensitive information in the course of their work with the NSAA.

**Therefore, I confirm my understanding of and acknowledge that:**

- 1. I have a duty and obligation under the NSAA's *Council Code of Conduct*, Council and Committee meeting rules and policies, and my fiduciary duty to the NSAA to respect and uphold confidentiality and privacy obligations;
- 2. Privacy and confidentiality protection is important to the NSAA, its members, and the public interest, and I will familiarize myself and at all times comply with privacy, confidentiality and disclosure obligations; and
- 3. Transparency and information-sharing are also vital aspects of a professional regulator's role, and I agree to seek advice and information from the NSAA with respect to any concerns that may appear to conflict with my confidentiality and non-disclosure obligations.

Signature	Date
Print Name	NSAA Council Member, Committee Member, Observer, or Other (indicate as applicable)

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS (NSAA)  
BOARD OF REGISTRATION TERMS OF REFERENCE**

**1. MANDATE**

The Board of Registration is appointed by Council in accordance with the Act and the Regulations to examine applications and the qualifications of applicants for membership in the NSAA, and perform the services specified in the Act and the Regulations or that Council requires consistent with the Act or Regulations. Pursuant to the governing legislation, and in a transparent, objective, impartial, and fair manner, the Board of Registration's mandate is to assess, in the public's interest, if architects meet the requirements for licensure and license renewal and architectural firms meet the requirements to hold a corporate permit to cover their practice of architecture.

**2. ACCOUNTABILITY**

The Board of Registration is appointed by Council and provides recommendations to Council through the Registrar.

Per the 2018 NSAA AGM, Part 2, the legal interpretation regarding Section 19 and 26 of the Architects Act, Regulations 3 (7); 11 (1) (c) and Regulation 12 (1) (d) along with Bylaw 9.1 is that these sections of the Governing Documents place the licensing role in the hands of the Board of Registration, and it is up to the Board of Registration to determine its needs.

**3. MEMBERSHIP**

- 3.1. Number and Composition. The Board of Registration consists of a minimum of nine members of the NSAA, appointed by Council, including:
- a. The Registrar, who acts as Chair and is elected by Council pursuant to Section 7 of the Act;
  - b. The Deputy Registrar, recommended by the Board of Registration for approval by Council;
  - c. The Intern Architect Liaison, who is a newly licensed architect with a maximum of three years' post-licensure experience at the start of their term, and who is recommended by the Intern Architect Sub-Committee and recommended by the Board of Registration for approval by Council.

The Board of Registration may meet in panels of two members appointed by the Board of Registration to exercise any power, duty, or function of the Board of Registration.

- 3.2. Term of appointment. Board of Registration members are appointed by Council for a term of two years minimum, commencing on the date of their appointment and may be reappointed for a further term(s) based on the recommendation of the Board of Registration.

3.3. Criteria for Membership. Members must be licensed architects. At least one member must have three years or less of post-licensure experience.

#### 4. **MEETINGS**

4.1. Frequency. Once a month.

4.2. Quorum. A quorum for any meeting of the Board of Registration is five members of the Board of Registration present in person, by phone, or by video conferencing.

4.3. NSAA Staff. Staff members attending meetings are non-voting participants.

4.4. Recording Secretary and Minutes. The Executive Director or the Executive Director's Proxy attends all meetings and is Recording Secretary for the Board of Registration.

#### 5. **RESPONSIBILITIES**

5.1. Mandatory responsibilities. The mandatory responsibilities of the Board of Registration are set out in Section 3 of the Regulations as follows:

- a. Examines all applications and the qualifications of all applicants for membership;
- b. Examines and interviews applicants in the manner and to the extent that the Board of Registration considers necessary;
- c. Recommends to Council, with appropriate explanation, the admission or rejection of an application for membership; and
- d. Performs any other services specified in the Act or Regulations, or that the Council requires consistent with the Act or Regulations.

5.2. Additional responsibilities. The Board of Registration:

- a. Follows the national Internship in Architecture Program protocols and develops, implements, and oversees procedures for the review of Canadian Experience Record Books (CERBs);
- b. Develops, implements, reviews and revises, as warranted, the IAP Appendix B for the NSAA;
- c. Establishes, conducts, and oversees procedures for Intern Architect pre-licensure interviews
- d. Following the national Committee for the Examination for Architects in Canada protocols, develops, implements, and oversees procedures for conducting the examinations;
- e. Acts as a resource to the President and staff;
- f. Carries out the registration and licensing of architects and other registrants

in accordance with applicable legislation, Council-approved policy, and such agreements with external stakeholders and partners as established and approved by Council, with the assistance of staff;

- g. Provides advice to staff on issues and questions brought forward by staff;
- h. Reviews and coordinates the work of committees and representatives reporting to the Board of Registration;
- i. Recommends development of policies and prepares policies for Council's review prior to adoption;
- j. Identifies initiatives and strategies that would assist in licensing;
- k. Advises Council on appropriate standards required for admission to membership of NSAA;
- l. Reviews licensing procedures and assist staff in implementing the licensing requirements of governing legislation and Council policies; and
- m. Develops and oversees a relationship with the Intern Architect members of the NSAA to assist in their processes to become licensed, through the Intern Architect Liaison.

## **6. REPORTING**

- 6.1. Through the Registrar, The Board of Registration provides reports to Council on register amendments.
- 6.2. Through the Registrar, the Board of Registration informs Council and advises the Executive Director on organizational matters related to the interpretation of registration requests for situations and applications requiring review.
- 6.3. The Board of Registration will establish an annual work plan and meeting schedule to define its intended activities, areas of focus, and anticipated frequency/number of meetings for the year, to be shared with Council.

## **7. DELIVERABLES**

- 7.1. Annual work plan and meeting schedule
- 7.2. Regular reports to Council through the Registrar
- 7.3. Completion of specific assignments from Council
- 7.4. Review and approval of Canadian Experience Review Books (CERBs)
- 7.5. Review and approval of applications
- 7.6. Recommendations to Council on abnormal and rejected applications for membership or corporate permits
- 7.7. Advice and direction to staff on issues and questions brought by staff
- 7.8. Review and co-ordination of the work of panels, committees and representatives reporting to the Board of Registration

- 7.9. Recommendations regarding development of policies and, as requested by Council, preparation of policies for Council's review
- 7.10. Identification of initiatives and strategies that would assist NSAA in registration and licensing

## **8. RESOURCES**

The Executive Director attends meetings and is an informational resource to the Board of Registration. The Registration and Program Officer provides support including all administrative duties to the Board of Registration. The Registration and Program Officer will attend all meetings of the Board of Registration but will not be a voting member. The Registrar may, at the Board of Registration's discretion, invite guests to attend meetings as resources. The Board of Registration has the authority, with consent of the Executive Director, to retain professional advisors as the Board of Registration deems necessary to carry out its duties.

## **9. TERMS OF REFERENCE REVIEW**

The Board will review its Terms of Reference annually at the first meeting of the Board of Registration in the respective fiscal year-end and report its findings to the Governance Committee. The Governance Committee will review the Board of Registration's findings and recommend proposed changes to Council for approval. The Terms of Reference may also be revised by a change in the Architects Act or by Council upon recommendation of the Executive Director.

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS (NSAA)  
COMPLAINTS COMMITTEE TERMS OF REFERENCE**

**1. MANDATE**

The NSAA Complaints Committee is appointed by Council in accordance with the Act and the Regulations and is the independent investigative committee of the NSAA. The purpose of the Complaints Committee is to address complaints regarding the conduct of a member of the NSAA, as brought to the NSAA by a member of the NSAA or by a non-member.

Part 4 of the Architects Regulations made under Section 11 of the Architects Act (the Regulations) applies to the appointment and procedures of the Complaints Committee. Where there is inconsistency between this Terms of Reference and the Regulations, the Regulations shall govern.

**2. ACCOUNTABILITY**

The Complaints Committee is accountable to the public in accordance with the Act.

**3. COMMITTEE MEMBERSHIP**

- 3.1 Number and Composition. The Complaints Committee shall be comprised of a minimum of eight members appointed by Council, consisting of: a minimum of five members of the NSAA including Licensed, Retired, and Intern Architect members, and a minimum of three non-members.
- a. From the Complaints Committee members, Council shall appoint a Chair and a Vice-Chair for a three-year term, or as required.
  - b. Complaints Panels must include a minimum of two Complaints Committee members who have taken the mandatory training.
- 3.2 Mandatory training. All Complaints Committee members must participate in training on enforcement including, but not limited to, the complaints process and investigative best practices. Each Complaints Committee member must take this training a minimum of once per term and as determined appropriate by a Complaints Panel or the Complaints Committee. The training may be in-person or online and be prepared by the NSAA's regulatory lawyer, or other sources as authorized by Council.
- 3.3 Term of appointment. Complaints Committee members are appointed for terms of three years and are eligible for reappointment based on the recommendation of the Complaints Committee through the Committee's Chair. Members are to be appointed in staggered terms so that at the end of each year there is at least one new term appointment or reappointment.

- 3.4 Criteria for Committee Membership: NSAA Members. To be eligible for appointment to the Complaints Committee, appointees who are members must:
- a. Be active members of the NSAA in good standing, as defined in the NSAA’s By-Laws, for practicing, retired, and Intern Architect members;
  - b. Be able to undertake the required time commitment;
  - c. Be knowledgeable of applicable legislation, standards of architectural professional practice and standards of conduct;
  - d. Be able to make objective decisions based on written and verbal information.
  - e. Not be members of Council or employee of the NSAA;
  - f. Be knowledgeable or willing to become knowledgeable of privacy legislation; and
  - g. Agree to be bound by NSAA governance and conduct regulations and policies as implemented by Council from time to time (i.e. Council Charter).
- 3.5 Criteria for Committee Membership - Non-Members: To be eligible for appointment to the Complaints Committee, appointees who are not NSAA members must:
- a. Be able to undertake the required time commitment;
  - b. Understand the role of self-regulating professions;
  - c. Be willing to become knowledgeable of applicable legislation, standards of architectural professional practice and standards of conduct;
  - d. Be able to make objective decisions based on written and verbal information.
  - e. Not be current or former members of the NSAA nor current or former employees of a member of the NSAA;
  - f. Be knowledgeable or willing to become knowledgeable of privacy legislation; and
  - g. Agree to be bound by NSAA governance and conduct regulations and policies as implemented by Council from time to time (i.e. Council Charter).

#### **4. MEETINGS**

The Complaints Committee sets its own procedures for the conduct of its meetings, subject to the Regulations and the Rules of Natural Justice, which can be summarized as the right to be heard, the right to adjudicators free from bias, and the right to reasons for decisions.<sup>1</sup>

##### **4.1. Frequency.**

- a. The Complaints Committee shall meet at least once per year to support the proper functioning and preparedness of the Complaints Committee and review this Terms of Reference.

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<sup>1</sup> The Canadian Medical Protective Association (CMPA) published “Understanding your right – The rules of natural justice,” November 2018, which provides information that may be useful in considering the relevance of natural justice, or procedural fairness, with respect to licensed professionals and complaints, hearings, and discipline, related to regulatory functions: <https://www.cmpa-acpm.ca/en/advice-publications/browse-articles/2018/understanding-your-rights-the-rules-of-natural-justice>

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Nova Scotia Association of Architects: TERMS OF REFERENCE, COMPLAINTS COMMITTEE

Recommended to Council by the Organizational Review Implementation Task Force: September 9, 2021

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b. The Chair of the Complaints Committee sets the number and the time of additional meetings to reflect workload from time to time.

4.2. Attendance. Where practical, members are encouraged to attend meetings in person. Members of the Complaints Committee may participate in a meeting electronically, by means of telephone, or other communication facility. A member participating in a meeting by such means is deemed for all purposes to be present at that meeting.

4.3. Recording Secretary and Minutes. The Executive Director or the Executive Director's proxy attends all meetings and is Recording Secretary for the Complaints Committee. Minutes of a Complaints Committee meeting will be provided to the Complaints Committee at least seven days in advance of the next regularly scheduled Complaints Committee meeting. Once approved, the minutes will be included in the consent agenda of the next Council meeting for information, subject to the Complaints Committee's procedures related to privacy and confidentiality. Minutes will also be taken during meetings of the Complaints Panel.

## **5. RESPONSIBILITIES**

The primary responsibility of the Complaints Committee is to receive and investigate complaints and make determinations with respect to complaints in accordance with Sections 37 to 41 of the Architects Act.

## **6. REPORTING**

The Complaints Committee will establish an annual work plan and meeting schedule to define the Complaints Committee's intended activities, areas of focus, and anticipated frequency/number of meetings for the year to be shared with Council.

The Chair of the Complaints Committee will provide oral or written reports of its proceedings at the Council meeting following each meeting of the Complaints Committee. If there is no action item or crucial information, written reports from the Complaints Committee may be included in the consent agenda without an oral report.

The Complaints Committee provides an annual written report of its work to the Annual General Meeting of NSAA.

## **7. DELIVERABLES**

- 7.1 Annual Work Plan and Meeting Schedule
- 7.2 Decisions or referrals to Discipline Committee
- 7.3 Reports to Council
- 7.4 Annual report to Annual General Meeting



## **8. RESOURCES**

The Executive Director or the Executive Director's proxy is an advisor to the Complaints Committee, providing governance and administrative support. The Complaints Chair may, at the Complaints Chair's discretion, invite guests to attend meetings as resources. The Complaints Committee has the authority, with consent of the Executive Director, to retain professional advisors as the Complaints Committee deems necessary, including legal counsel separate from the NSAA's regulatory lawyer, to carry out its duties.

## **9. CONFIDENTIALITY**

Every member of the Complaints Committee shall preserve confidentiality with respect to all information that comes to their knowledge in the course of their duties and shall not communicate any information to any other person.

## **10. TERMS OF REFERENCE REVIEW**

The Complaints Committee will review its Terms of Reference annually at the first meeting of the Complaints Committee in the respective fiscal year-end and report its findings to the Governance Committee. The Governance Committee will review the Complaints Committee's findings and recommend proposed changes to Council for approval. The Terms of Reference may also be revised by a change in the Architects Act or by Council upon recommendation of the Executive Director.

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS (NSAA)  
DISCIPLINE COMMITTEE TERMS OF REFERENCE**

**1. MANDATE**

The NSAA Discipline Committee is appointed by Council in accordance with the Act and the Regulations to hear and determine matters referred to it by the Complaints Committee in accordance with the Act and Regulations and to perform such other duties as are assigned to it by Council.

Part 4 of the Regulations applies to the appointment and procedures of the Discipline Committee. Where there is inconsistency between this Terms of Reference and the Regulations, the Regulations shall govern.

**2. ACCOUNTABILITY**

The Discipline Committee is established by the NSAA's Council (Council) and is accountable to the public in accordance with the Act.

**3. COMMITTEE MEMBERSHIP**

3.1 Number and Composition. The Discipline Committee shall be comprised of a minimum of four members of the NSAA and a minimum of two non-members

c. From the Discipline Committee members, Council shall appoint a Chair and a Vice-Chair for a three-year term, or as required.

d. Discipline Panels must consist of a majority of Discipline Committee members who have taken the mandatory training.

3.2 Mandatory training. All Discipline Committee members must participate in training on enforcement including, but not limited to, the complaints process and investigative best practices. Each Discipline Committee member must take this training at least once during each term served. The training may be in-person or online and be prepared by the NSAA's regulatory lawyer, or other sources as authorized by Council.

3.3 Term of appointment. Discipline Committee members are appointed for terms of three years and are eligible for reappointment based on the recommendation of the Discipline Committee through the Discipline Committee's Chair. Members are to be appointed in staggered terms so that at the end of each year there is at least one new term appointment or reappointment.

10.1 Criteria for Committee Membership: NSAA Members. To be eligible for appointment to the Discipline Committee, appointees who are members must:

h. Be active members of the NSAA in good standing, as defined in the NSAA's By-Laws, for practicing, retired, and Intern Architect members;

- i. Be able to undertake the required time commitment;
- j. Be knowledgeable of applicable legislation, standards of architectural professional practice and standards of conduct;
- k. Be able to make objective decisions based on written and verbal information.
- l. Not be members of Council or employees of the NSAA;
- m. Be knowledgeable or willing to become knowledgeable of privacy legislation; and
- n. Agree to be bound by NSAA governance and conduct regulations and policies as implemented by Council from time to time (i.e. Council Charter).

10.2 Criteria for Committee Membership - Non-Members: To be eligible for appointment to the Committee, appointees who are not NSAA members must:

- h. Be able to undertake the required time commitment;
- i. Understand the role of self-regulating professions;
- j. Be willing to become knowledgeable of applicable legislation, standards of architectural professional practice and standards of conduct;
- k. Be able to make objective decisions based on written and verbal information.
- l. Not be current or former members of the NSAA nor current or former employees of a member of NSAA;
- m. Be knowledgeable or willing to become knowledgeable of privacy legislation; and
- n. Agree to be bound by NSAA governance and conduct regulations and policies as implemented by Council from time to time (i.e. Council Charter).

#### 4. MEETINGS

The Discipline Committee sets its own procedures for the conduct of its meetings, subject to the Regulations and the Rules of Natural Justice, which can be summarized as the right to be heard, the right to adjudicators free from bias, and the right to reasons for decisions.<sup>2</sup>

##### 4.1. Frequency.

- a. The Discipline Committee shall meet at least once per year to support the proper functioning and preparedness of the Discipline Committee and review this Terms of Reference.
- b. The Chair of the Discipline Committee sets the number and the time of additional meetings to reflect workload from time to time.

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<sup>2</sup> The Canadian Medical Protective Association (CMPA) published “Understanding your right – The rules of natural justice,” November 2018, which provides information that may be useful in considering the relevance of natural justice, or procedural fairness, with respect to licensed professionals and complaints, hearings, and discipline, related to regulatory functions: <https://www.cmpa-acpm.ca/en/advice-publications/browse-articles/2018/understanding-your-rights-the-rules-of-natural-justice>

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Nova Scotia Association of Architects: TERMS OF REFERENCE, DISCIPLINE COMMITTEE

Recommended to Council by the Organizational Review Implementation Task Force: September 9, 2021

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- 4.2. Attendance. Where practical, members are encouraged to attend meetings in person. Members of the Discipline Committee may participate in a meeting electronically, by means of telephone, or other communication facility. A member participating in a meeting by such means is deemed for all purposes to be present at that meeting.
- 4.3. NSAA Staff. Staff members attending meetings or panels are non-voting participants.
- 4.4. Recording Secretary and Minutes. The Executive Director or the Executive Director's proxy attends all meetings and is Recording Secretary for the Discipline Committee. Minutes of a Discipline Committee meeting will be provided to the Discipline Committee at least seven days in advance of the next regularly scheduled Discipline Committee meeting. Once approved, the minutes will be included in the consent agenda of the next Council meeting for information, subject to the Discipline Committee's procedures related to privacy and confidentiality. Minutes will also be taken during meetings of the Discipline Panel.

## **5. RESPONSIBILITIES**

The primary responsibilities of the Discipline Committee are to conduct hearings of matters referred by the Complaints Committee and make determinations in accordance with Sections 42 to 29 of the Architects Act.

## **6. REPORTING**

The Discipline Committee will establish a work plan and meeting schedule to define its intended activities, areas of focus, and anticipated frequency/number of meetings for the year, to be shared with Council.

The Chair of the Discipline Committee will provide oral or written reports of its proceedings at the Council meeting following each meeting of the Discipline Committee. If there is no action item or crucial information, written reports from the Discipline Committee may be included in the consent agenda without an oral report.

The Discipline Committee provides an annual written report of its work to the Annual General Meeting of NSAA.

## **7. DELIVERABLES**

- 7.1. Annual Work Plan and Meeting Schedule
- 7.2. Decisions
- 7.3. Reports to Council
- 7.4. Annual report to Annual General Meeting

## **8. RESOURCES**

The Executive Director or the Executive Director's proxy is an advisor to the Discipline Committee, providing governance and administrative support. The Discipline Chair may, at the Discipline Chair's discretion, invite guests to attend meetings as resources. The Discipline Committee has the authority, with consent of the Executive Director, to retain professional advisors as the Discipline Committee deems necessary, including legal counsel separate from the NSAA's regulatory lawyer, to carry out its duties.

## **9. CONFIDENTIALITY**

Every member of the Discipline Committee shall preserve confidentiality with respect to all information that comes to their knowledge in the course of their duties and shall not communicate any information to any other person.

## **10. TERMS OF REFERENCE REVIEW**

The Discipline Committee will review its Terms of Reference annually at the first meeting of the Discipline Committee in the respective fiscal year-end and report its findings to the Governance Committee. The Governance Committee will review the Discipline Committee's findings and recommend proposed changes to Council for approval. The Terms of Reference may also be revised by a change in the Architects Act or by Council upon recommendation of the Executive Director.

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS (NSAA)  
LICENSING APPEAL COMMITTEE TERMS OF REFERENCE**

**1. MANDATE**

The Licensing Appeal Committee (the “LAC”) is appointed by Council in accordance with the Act and the Regulations to hear appeals of decisions to deny licenses or corporate permits rendered by the Board of Registration of the NSAA. The LAC renders a final decision and is an independent committee of the NSAA.

Sections 15 to 17 of the Regulations apply to the appointment and procedures of the LAC. Where there is any inconsistency between these terms of reference and the Regulations, the Regulations shall govern.

**2. ACCOUNTABILITY**

The LAC is established by the Council and is accountable to the public in accordance with the Architects Act.

**3. COMMITTEE MEMBERSHIP**

- 3.1 Number and Composition. The LAC consists of three members of the NSAA, appointed by Council, of whom:
- a. Two are members of the NSAA; and
  - b. One person who is not a member of the NSAA.

From the LAC members, Council shall appoint a LAC Chair for a three-year term or as required.

- 3.2 Mandatory Training. All members must take mandatory training including but not limited to aspects of hearing and evaluating evidence and conducting hearings. This training must be taken minimum once per term and as determined appropriate by the LAC. The training may be in-person or online and come from Fair Registration Practice Office webinars or seminars, from the NSAA’s regulatory lawyer, or other sources as determined to be appropriate by the LAC.

- 3.3 Term of appointment. LAC members are appointed for terms of three years and are eligible for reappointment based on the recommendation of the LAC through the Committee’s Chair. LAC members are to be appointed in staggered terms so that at the end of each year there is at least one new term appointment or reappointment.

- 3.4 Criteria for Committee Membership: NSAA Members. To be eligible for appointment to the LAC, appointees who are members must:
- a. Be active members of the NSAA in good standing, as defined in the association By-Laws, for practicing members;
  - b. Be able to undertake the required time commitment;
  - c. Be knowledgeable of applicable legislation, standards of architectural professional practice and standards of conduct;
  - d. Be able to make objective decisions based on written and verbal information;
  - e. Not be members of Council or employees of the NSAA;
  - f. Be knowledgeable of or be willing to become knowledgeable of privacy legislation; and
  - g. Agree to be bound by NSAA governance and conduct regulations and policies as implemented by Council from time to time (i.e. Council Charter).
- 3.5 Criteria for Committee Membership - Non-Members: To be eligible for appointment to the LAC, appointees who are not NSAA members must:
- a. Be able to undertake the required time commitment;
  - b. Understand the role of self-regulating professions;
  - c. Be willing to become knowledgeable of applicable legislation, standards of architectural professional practice and standards of conduct;
  - d. Be able to make objective decisions based on written and verbal information;
  - e. Not be current or former members of the NSAA nor current or former employees of a member of NSAA;
  - f. Be knowledgeable of or willing to become knowledgeable of privacy legislation; and
  - g. Agree to be bound by NSAA governance and conduct regulations and policies as implemented by Council from time to time (i.e. Council Charter).

#### **4. MEETINGS**

The LAC conducts two types of meetings, each of which has its own processes and procedures. The meetings and hearings of the LAC may employ any meeting formats and procedures as outlined in the bylaws.

- 4.1 Committee Meetings. The LAC meets as required to fulfil its mandate and responsibilities, with at least two mandatory meetings:
- a. The first mandatory meeting is to be an orientation meeting held immediately after the first meeting of the newly elected NSAA Council.
  - b. The second mandatory meeting is held a minimum 60 days prior to the AGM to finalize the LAC's annual report.
- 4.2 Hearings. Procedures for hearing appeals to the Licensing Appeal Committee are set out in Sections 16 and 17 of the Regulations. The LAC may set additional rules of procedures that

are consistent with the Regulations, or the Rules of Natural Justice, which can be summarized as the right to be heard, the right to adjudicators free from bias, and the right to reasons for decisions.<sup>3</sup>

4.3 NSAA Staff. Staff members attending meetings or hearings are non-voting participants.

4.4 Recording Secretary and Minutes. The Executive Director or the Executive Director's proxy attends all meetings and is Recording Secretary for the LAC.

## 5. RESPONSIBILITIES

The primary responsibilities of the Licensing Appeals Committee are to conduct hearings, make determinations, and provide decision in writing on matters brought before it in accordance with Parts 16 and 17 of the Regulations.

## 6. REPORTING

The LAC reports to the Council and the Board of Registration through its Chair. The LAC will provide an annual written report of its work to the Annual General Meeting of NSAA.

6.1 To Council. The LAC will establish an annual work plan and meeting schedule to define its intended activities, areas of focus, and anticipated frequency/number of meetings to be shared with Council. The Chair of the LAC will provide oral or written reports of its proceedings to Council at least annually, or as required by Council following each meeting of the LAC, including decisions on individual cases. If there is no action item or crucial information, written reports from the LAC may be included in the consent agenda without an oral report.

6.2 To the Board of Registration. Written decisions rendered during hearings will be provided to the Board of Registration.

## 7. DELIVERABLES

7.1 Annual Work Plan and Meeting Schedule

7.2 Decisions on Appeals

7.3 Reports to Council

7.4 Annual report to Annual General Meeting

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<sup>3</sup> The Canadian Medical Protective Association (CMPA) published "Understanding your rights – The rules of natural justice," November 2018, which provides information that may be useful in considering the relevance of natural justice, or procedural fairness, with respect to licensed professionals and complaints, hearings, and discipline, related to regulatory functions: <https://www.cmpa-acpm.ca/en/advice-publications/browse-articles/2018/understanding-your-rights-the-rules-of-natural-justice>



## **8. RESOURCES**

The Executive Director or Executive Director's Proxy will attend all meetings of the LAC as an advisor, providing governance and administrative support to the LAC, including guiding the administration of hearings. The LAC Chair may, at the LAC Chair's discretion, invite guests to attend meetings as resources. The LAC has the authority, with consent of the Executive Director, to retain professional advisors, including access to legal counsel separate from the NSAA's regulatory lawyer, as the LAC deems necessary to carry out its duties.

## **9. CONFIDENTIALITY**

Every member of the LAC shall preserve confidentiality with respect to all information that comes to their knowledge in the course of their duties and shall not communicate any information to any other person.

## **10. TERMS OF REFERENCE REVIEW**

The LAC will review its Terms of Reference annually at the first mandatory meeting of the LAC and report in the respective fiscal year-end its findings to the Governance Committee. The Governance Committee will review the LAC's findings and recommend any proposed changes to Council for approval.

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS  
FINANCE & RISK COMMITTEE TERMS OF REFERENCE**

**1. PURPOSE**

The Finance & Risk Committee is a standing committee of Council. The purpose of the Finance & Risk Committee is to assist Council in its oversight of the NSAA's financial and regulatory health. The Finance & Risk Committee will:

- 1.1. Establish, review, and provide oversight of a policy framework concerning financial matters, including those associated with the acquisition and disposition of capital assets;
- 1.2. Provide oversight and advice on long-term financial planning, including activities directed to financial risk assessment and risk management;
- 1.3. Provide oversight and advice on operating and capital budget planning and expenditures, including attention to both immediate and long-term financial health;
- 1.4. Provide oversight and advice on operating and capital financing, including debt management;
- 1.5. Provide oversight and advice on the establishment, operations, and management of NSAA investments, which may include third-party investment service provider(s);
- 1.6. Provide advice to Council on areas of regulatory risk;
- 1.7. Draft policies to lessen regulatory risk;
- 1.8. Monitor the financial reporting process for transparency and integrity;
- 1.9. Monitor the effectiveness of NSAA's internal control and risk management environment;
- 1.10. Review the independent audit process, including recommending the appointment and assessing the performance of the external auditor; and
- 1.11. Implement and monitor the NSAA enterprise and regulatory risk management framework.

**2. ACCOUNTABILITY**

The Finance & Risk Committee is established by Council and is accountable to Council through the Chair of the Committee.

**3. MEMBERSHIP**

- 3.1. Number and Composition: The Finance & Risk Committee shall be comprised of five members appointed by Council, consisting of three members of Council and two members or non-members of the NSAA. Finance & Risk Committee members are expected to participate in a committee orientation regarding the work of the Finance &

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Nova Scotia Association of Architects: TERMS OF REFERENCE, FINANCE & RISK COMMITTEE  
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Risk Committee and, if warranted, to attend training to enhance financial literacy and best practices in risk management.

- 3.2. **Term of appointment:** Finance & Risk Committee members are appointed for terms of two years commencing on the date of the first meeting of Council after the Annual General Meeting. Members may be reappointed. Finance & Risk Committee members are to be appointed in staggered terms so that at the end of each year there is at least one new term appointment or reappointment.
- 3.3. **Chair:** The Chair is a member of Council, preferably the NSAA Secretary-Treasurer
- 3.4. **Criteria for Committee Membership:** To be eligible for appointment to the Finance & Risk Committee, appointees must be financially literate. "Financially literate" means the ability to read and understand a balance sheet, income statement and cash flow statement in accordance with Canadian generally accepted accounting principles. This means members shall have the ability to analyze and understand a full set of financial statements, including the notes attached thereto.

#### **4. MEETINGS**

- 4.1. **Frequency.**
  - a. The Finance & Risk Committee will meet at least four times per year.
  - b. Beyond the required meeting schedule developed annually, additional meetings may be called by the Chair.
- 4.2. **Attendance.**
  - a. Where practical, members are encouraged to attend meetings in person. Members of the Finance & Risk Committee may participate in a meeting electronically, by means of telephone, or other communication facility. A member participating in a meeting by such means is deemed for all purposes to be present at that meeting.
  - b. If a Finance & Risk Committee member is not able to participate in a meeting, that member can speak to the Finance & Risk Committee Chair in advance of the meeting so that the Finance & Risk Committee Chair can share the member's perspective at the meeting. That member may also submit written comments or documentation to the Finance & Risk Committee Chair and the Executive Director in advance of the meeting.
- 4.3. **Quorum.** A majority of three members form a quorum.
- 4.4. **Joint Sessions.** The Finance & Risk Committee may meet in joint session with other committees.
- 4.5. **NSAA Staff.** Staff members attending meetings are non-voting participants.

- 4.6. Recording Secretary and Minutes. The NSAA Executive Assistant attends all meetings and is recording secretary for the Finance & Risk Committee. Minutes of a Finance & Risk Committee meeting will be provided to the Finance & Risk Committee at least seven days in advance of the next regularly scheduled Finance & Risk Committee meeting. Once approved, the minutes will be included in the consent agenda of the next Council meeting for information.

## 5. RESPONSIBILITIES

The specific responsibilities of the Finance & Risk Committee include:

### 5.1. Financial Policy Framework

- a. Review and recommend to Council financial policies and strategies, including policies pertaining to budget development, borrowing, capital debt, the acquisition and disposition of capital assets, acquisition and disposition of real property, investment policies, and the identification and management of financial risks.
- b. Preparing and periodically reviewing policies to protect and preserve internally restricted funds
- c. Preparing and periodically reviewing policies regarding appropriate types of insurance coverage and information technology security.

### 5.2. Financial Oversight

- a. Submit to Council on a timely basis, reports to keep it properly informed of NSAA's financial situation and provide the information needed for decision-making.
- b. Prepare for Council financial reports on each area of activity and include actual-to-budget variance and year-to-date data and reflect events to date and known factors which may influence either revenue or expense components.
- c. Review and approve quarterly and annual financial statements prior to those statements being distributed to Council.
- d. Present quarterly and annual financial statements to Council for information.
- e. Review long-range financial plans for stability and consistency with strategic directions for the organization.
- f. Approve annual Finance report and presentation for the Annual General Meeting.

### 5.3. Budget Planning and Expenditure Review

- a. Prepare and submit to Council for approval the annual operating budget that includes revenue and expenditure details and fees charged and capital budget. Recommendations will be in the context of multi-year financial goals and related plans and will be directed to enhancing NSAA's long-term financial health.
- b. Review the budget development policy, including process and guidelines for NSAA, and make recommendations to Council for revisions as required.
- c. Review and make recommendations to Council concerning the acquisition or disposition of capital assets.

#### 5.4. Audit

- a. Review and recommend approval of the annual audited financial statements to Council. The review should include discussion with staff and the external auditors regarding:
  - i. accounting principles and practices,
  - ii. adequacy of disclosure,
  - iii. significant administration estimates and judgements,
  - iv. overall effectiveness of the internal control framework, including the efficiency and effectiveness of operations, and
  - v. safeguarding of assets and integrity of financial transactions and steps taken by staff to minimize significant exposures.
- b. Recommend to the Annual General Meeting the appointment of an external auditor and recommend the auditor's compensation.
- c. Review and assess the independence of the external auditor on an annual basis
- d. Carry out the duties as the audit committee for the association, including
  - i. Review and approve the scope of the annual audit and approach for the upcoming financial statement audit and other mandated audits;
  - ii. Oversee the work of the external auditor, including the resolution of any disagreements between management and the external auditor;
  - iii. Meet privately with the external auditors to discuss any matters that the Finance & Risk Committee or the external auditors believe should be discussed privately;
  - iv. Pre-approve all non-audit services and other audit services to be provided to NSAA by the external auditor;
  - v. Review all reports submitted by the external auditor; and
  - vi. Issue a tender for audit services every 3 to 4 years.

#### 5.5. Investment Oversight

- a. Advise and make recommendations to Council on investment matters related to NSAA funds, which may include services of third-party investment service provider(s).
- b. Receive and assess reports from investment advisors and recommend changes to investment strategies from time to time.

#### 5.6. Regulatory Risk

- a. Establish, implement, and review regulatory risk assessment
- b. Prepare and recommend risk reduction policies for Council's approval
- c. Review risk assessment and policies annually
- d. Monitor effectiveness of risk reduction policy implementation

- 5.7. Other Duties: Perform other activities reasonably consistent with the Finance & Risk Committee's purpose, other rules and regulations, and/or governing laws, as the Finance & Risk Committee or Council deems necessary or appropriate.

## **6. REPORTING**

The Finance & Risk Committee will establish and provide to Council an annual work plan and meeting schedule to define its intended activities, areas of focus, and anticipated frequency/number of meetings.

The Finance & Risk Committee Chair provides written reports to Council via Finance & Risk Committee minutes. If there is no action item or crucial information, written reports from the Finance & Risk Committee will be included in Council's consent agenda.

The Finance & Risk Committee provides an annual written report of its work to the Annual General Meeting of NSAA.

## **7. DELIVERABLES**

- 7.1. Annual Work Plan and Meeting Schedule
- 7.2. Annual Operating and Capital Budget
- 7.3. Annual Audited Financial Statements
- 7.4. Treasurer's Report and Presentation for Annual General Meeting

## **8. RESOURCES**

The Executive Director will attend all meetings of the Finance & Risk Committee but will not be a voting member. The Finance & Risk Committee Chair may, at the Finance & Risk Committee Chair's discretion, invite guests to attend meetings as resources. The Finance & Risk Committee has the authority, with consent of the Council of NSAA, to retain professional advisors as the Finance & Risk Committee deems necessary to carry out its duties.

## **9. TERMS OF REFERENCE REVIEW**

The Finance & Risk Committee will review its Terms of Reference annually at the first meeting of the Finance & Risk Committee in the respective fiscal year and report its findings to the Governance Committee. The Governance Committee will review the Finance & Risk Committee's findings and make recommendations concerning proposed changes to Council.

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS (NSAA)  
GOVERNANCE COMMITTEE TERMS OF REFERENCE**

**1. PURPOSE**

The Governance Committee is a standing committee of Council, whose purpose is to oversee and enhance NSAA governance through development of recommendations in relation to Council policies, procedures, membership, committee structure and decision making, based on best practices and consistent with NSAA's governing documents, policies, principles, and strategic plan. The Governance Committee is also responsible for the oversight of recruitment, hiring, and evaluation of the Executive Director.

**2. ACCOUNTABILITY**

The Governance Committee is established by the Council and is accountable to Council through the Chair of the Governance Committee.

**3. MEMBERSHIP**

3.1. Number and Composition. The Governance Committee shall be comprised of five members appointed by Council, consisting of:

- a. President
- b. Vice President
- c. A public representative member of Council
- d. Two individuals, one of whom is a member of the profession

3.2. Term of appointment. Appointments are for two-year term, commencing on the date of the first meeting of the Council after the annual general meeting. Members may be reappointed

3.3. Chair. The Chair is the President or preferably the Vice President of Council.

**4. MEETINGS**

4.1. Frequency.

- a. The Governance Committee will meet at least three times per year.
- b. Beyond the required meeting schedule developed annually, additional meetings may be called by the Chair.

4.2. Attendance.

- a. Where practical, members are encouraged to attend meetings in person. Members of the Governance Committee may participate in a meeting electronically, by means of telephone, or other communication facility. A member participating in a meeting

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- by such means is deemed for all purposes to be present at that meeting.
- b. If a Governance Committee member is not able to participate in a meeting, that member can speak to the Governance Committee Chair in advance of the meeting so that the Governance Committee Chair can share the member's perspective at the meeting. That member may also submit written comments or documentation to the Governance Committee Chair and Executive Director in advance of the meeting.
- 4.3. Quorum. A majority of three members form a quorum.
- 4.4. Joint Sessions. The Governance Committee may meet in joint session with other committees.
- 4.5. NSAA Staff. Staff members attending meetings are non-voting participants.
- 4.6. Recording Secretary and Minutes. The NSAA Executive Director or Executive Director's Proxy attends all meetings and is recording secretary for the Governance Committee with the exceptions as determined by the Governance Committee Chair. On these occasions, the Governance Committee Chair will be the recording secretary. Minutes of a Governance Committee meeting will be provided to the Governance Committee at least seven days in advance of the next regularly scheduled Governance Committee meeting.

## **5. RESPONSIBILITIES**

Responsibilities of the Governance Committee include:

- 5.1. Governance.
- a. Assess the membership needs of Council with respect to the skills, experience, and potential to bring a diverse viewpoint and background to Council, and recommend appropriate candidate qualifications;
  - b. Develop, implement, and update from time to time as appropriate, orientation for members of Council with respect to their roles as fiduciaries and their responsibility to be knowledgeable about the context in which they make decisions;
  - c. Provide educational opportunities to help members of Council become current and/or maintain currency with respect to matters related to their responsibilities on Council;
  - d. Assist with the planning and execution of the annual general meeting;
  - e. Recommend a committee structure and oversee committee appointments and the development, review and potential revision of terms of references to support alignment of the work of the committees, task forces, and other working groups with NSAA purposes and Council's priorities;
  - f. Conduct regular self-evaluation of Council and committee performance against Council-defined principles, and best practices in governance of regulatory

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- organizations to enable the continuous improvement of Council;
- g. Review NSAA governance policies regularly and provide recommendations as appropriate to Council; and
- h. Review work plans for committees, task forces, and other working groups

5.2. Selection and Evaluation of the NSAA Executive Director.

- a. Provide advice to Council on recruitment, evaluation and compensation of the Executive Director;
- b. Provide advise to Council on salary benchmarking and other matters related to staff as a whole, and provide oversight of policies related to staff;
- c. Oversee annual review of the Executive Director's performance and compensation; and
- d. Evaluate policies in place related to human resource matters and make related recommendations to Council as appropriate.

5.3. Nominating.

- a. Advise Council on the formation in fulfilling its responsibilities pursuant to the NSAA's bylaws regarding the nominations and elections and work with the Nominating Committee to develop and implement effective processes in the public interest.

**6. REPORTING**

The Governance Committee will establish and provide to Council an annual work plan and meeting schedule to define its intended activities, areas of focus, and anticipated frequency/number of meetings.

The Governance Committee Chair provides written reports to Council as required.

The Governance Committee provides an annual written report of its work for the Annual General Meeting of NSAA.

**7. DELIVERABLES**

- 7.1. Annual Work Plan and Meeting Schedule
- 7.2. Annual Executive Director Performance Review and Annual Objectives for the Executive Director
- 7.3. Written Reports to Council
- 7.4. Annual Report

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## **8. RESOURCES**

The Executive Director or the Executive Director's proxy is an advisor to the Governance Committee, providing governance and administrative support. The Governance Committee Chair may, at the Chair's discretion, invite guests to attend meetings as resources. The Governance Committee has the authority, with consent of the Council of NSAA, to retain professional advisors as the Governance Committee deems necessary to carry out its duties.

## **9. CONFIDENTIALITY**

The Work of the Governance Committee is confidential unless otherwise determined by Council.

## **10. TERMS OF REFERENCE REVIEW**

The Governance Committee will review its Terms of Reference annually at the first meeting of the Governance Committee and make recommendations concerning proposed changes to Council for approval.

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS (NSAA)  
MEMBER ENGAGEMENT AND COMMUNICATION COMMITTEE  
TERMS OF REFERENCE**

**1. PURPOSE**

The Member Engagement and Communications Committee (the “MECC”) is a standing committee of Council. The purpose of the MECC is to oversee member engagement and communication programs consistent with the Associations’ governing documents, policies, principles, and strategic plan.

The MECC may establish Sub-Committees to focus on the MECC’s areas of interest and responsibility, such as:

- 1.1. Practice
- 1.2. Education
- 1.3. Annual Events
- 1.4. Awards and Recognition
- 1.5. Communications
- 1.6. Intern Architects

**2. ACCOUNTABILITY**

The MECC is established by Council and is accountable to Council through the Chair of the Committee. Sub-Committees are accountable to the MECC through the Chairs of each Sub-Committee.

**3. MEMBERSHIP**

**3.1. The Committee**

- a. Number and Composition: The MECC is comprised of the Chair, who is a member of Council, and a representative of each of the MECC’s Sub-Committees.
- b. Term of appointment: MECC members are appointed by Council for terms of three years commencing on the date of the first meeting of Council after the Annual General Meeting. Members are eligible for reappointment by Council based on the recommendation of the MECC Chair. Members are to be appointed in staggered terms so that at the end of each year there is at least one (1) new term appointment or re-appointment.
- c. Chair: The Chair is a member of Council.
- d. Criteria for Membership: MECC members should represent diverse skills and experience that are compatible with the responsibilities of the Sub-Committee to which they are appointed.

### 3.2. The Sub-Committees

- a. Number and Composition: Sub-Committees are comprised of an unlimited number of persons.
- b. Term of appointment: Sub-Committee members are appointed by Council for terms of three years commencing on the date of the first meeting of Council after the Annual General Meeting. Members are eligible for reappointment by Council based on the recommendation of the MECC Chair. Members are to be appointed in staggered terms so that at the end of each year there is at least one (1) new term appointment or re-appointment.
- c. Chair: Sub-Committee Chairs are appointed by the MECC.
- d. Criteria for Membership: The majority of members in each Sub-Committee shall be NSAA members. Public members may be invited to participate on a Sub-Committee at the recommendation of the Chair of the MECC.

## 4. **MEETINGS**

4.1. NSAA Staff. Staff members attending meetings of the MECC or a Sub-Committee are non-voting participants.

### 4.2. The Committee

- a. The MECC shall meet at least three times per year.
- b. Meetings may employ any meeting format and procedure as outlined in the Bylaws. The first mandatory meeting shall be an orientation session held immediately after the first meeting of the new NSAA Council. A second mandatory meeting to finalize the MECC's Annual Report is to be held a minimum of 60 days prior to the AGM.
- c. Beyond the required meeting schedule developed annually, additional meetings may be called by the Chair.
- d. Where practical, members are encouraged to attend meetings in person. Members of the MECC may participate in a meeting electronically, by means of telephone, or other communication facility. A member participating in a meeting by such means is deemed for all purposes to be present at that meeting.
- e. If a MECC member is not able to participate in a meeting, that member can speak to the MECC Chair in advance of the meeting so that the MECC Chair can share the member's perspective at the meeting. That member may also submit written comments or documentation to the MECC Chair and the Executive Director in advance of the meeting.
- f. Recording Secretary and Minutes: The NSAA's Executive Assistant attends all meetings and is Recording Secretary for the Committee. Minutes of a MECC meeting will be provided to the MECC at least seven days in advance of the next regularly scheduled MECC meeting. Once approved, the minutes will be included in the consent agenda of the next Council meeting for information.

### 4.3. The Sub-Committees

- a. Sub-Committees shall meet as required to carry out the responsibilities of that sub-committee.

- b. Except for the Intern Architect Sub Committee in which a quorum shall be three Intern Architects, a majority of the NSAA members of the other sub-committees shall form a quorum.
- c. The sub-committees may meet in joint session with one or more other Council Committees.
- d. Recording Secretary: A Sub-Committee member selected by the Sub-Committee is the recording secretary and prepares and issues minutes to the Sub-Committee for review and approval. Minutes are to be provided to NSAA Staff and the Chair of the MECC after approval. The Executive Director or the Executive Director's proxy is responsible for the collection and compilation of meeting minutes. These minutes are to be provided to the Sub-Committee at least seven days in advance of the next scheduled meeting. Once approved, the minutes will be included in the consent agenda of the next Council meeting for information.

## 5. RESPONSIBILITIES

The responsibilities of the MECC include advice and recommendations to Council with respect to issues related to practice, education, annual events, awards and recognition, communications, and Intern Architects as developed and recommended by the MECC and its Sub-Committees:

- 5.1. Practice: The responsibilities of the Practice Sub-Committee include but are not limited to:
  - a. Review and respond to practice queries from NSAA members and the Public, including, but not limited to, queries related to the compliance of Requests for Proposals (RFPs) with the requirements of the Architects Act;
  - b. Review and respond to queries regarding architectural design competitions including the issuance of endorsement recommendations to Council;
  - c. Develop initiatives and programs to promote diversity and inclusion within the profession;
  - d. Respond to requests for consultation from related professional associations or the Public sector;
  - e. Develop Practice Bulletins for NSAA membership; and
  - f. Develop informational articles for the Public.
  
- 5.2. Education: The responsibilities of the Education Sub-Committee include but are not limited to:
  - a. Consult with the Annual Events Sub-Committee on the development of content for the Annual Forum consistent with the regulatory mandate of the NSAA;
  - b. Oversee the administration of and compliance with the NSAA's Mandatory Continuing Education program; and
  - c. Provide information with respect to Continuing Education to the NSAA membership.

- 5.3. Annual Events: The responsibilities of the Annual Events Sub-Committee include but are not limited to:
- a. Consult with the Education Sub-Committee to develop content for the Annual Forum consistent with the regulatory mandate of the Association;
  - b. Work with NSAA Staff to develop the content, budget, and execution of the Annual Forum; and
  - c. Work with NSAA Staff to plan and implement events in support of Architecture Week.
- 5.4. Awards and Recognition: The responsibilities of the Awards and Recognition Sub-Committee include but are not limited to:
- a. Oversee the planning and administration of the Lieutenant Governor's Awards Program;
  - b. Oversee the planning and administration of the Halifax Mayor's Prize Awards Program;
  - c. Participate in the administration of the Atlantic Design Awards Program; and
  - d. Review and recommends to Council opportunities for recognition of member or membership activities that are in the Public interest.
- 5.5. Communications: The responsibilities of the Communications Sub-Committee include but are not limited to providing oversight and input to NSAA Staff with respect to communications. The Communications Sub-Committee's responsibilities include, but are not limited to:
- a. Review the NSAA website and make recommendations to maintain website as primary communication platform to NSAA membership and the Public;
  - b. Work with NSAA Staff to identify and address information, user-interface, user-experience, and navigation issues related to the website;
  - c. Work with NSAA Staff to deliver timely communication related to Association activities including pathways to licensure, the Internship in Architecture Program, and registration processes; and
  - d. Work with NSAA Staff to communicate Association activities which are in the Public interest to the Public.
- 5.6. Intern Architects: The responsibilities of the Intern Architects Sub-Committee include but are not limited to:
- a. Represent and advocate for the interests of Intern Architects to the Board of Registration;
  - b. Work to improve the experience, support, and success of internship and membership in the NSAA;
  - c. Propose Intern Architect Liaison member of the Board of Registration for the Board of Registration's recommendation to Council; and

- d. Liaise with the Board of Registration to support the communication of information relevant to registration processes and procedures in a timely and effective manner to Intern Architects.

## **6. REPORTING**

The MECC will establish an annual work plan and meeting schedule to identify the intended activities, areas of focus, and anticipated frequency/number of meetings for each Sub-Committee to be shared with Council.

The Chair of the MECC will provide oral or written reports to Council following the meetings of Sub-Committees. If there is no action or crucial information, written reports from the MECC representing the Sub-Committees can be included in the consent agenda without an oral report.

The MECC will provide an Annual Report to the Annual General Meeting.

Sub-Committees report their activities to the MECC Chair.

## **7. DELIVERABLES**

- 7.1. Annual Work Plan and Meeting Schedule
- 7.2. Reports to Council
- 7.3. Annual Report To AGM

## **8. RESOURCES**

- 8.1. Committee. The Executive Director or the Executive Director's proxy provides governance support to the MECC and attends all meetings of the MECC. The Chair may, at the Chair's discretion, invite guests to attend meetings as resources.
- 8.2. Sub-Committees. The Executive Director or the Executive Director's proxy is responsible for providing governance support to each Sub-Committee. The Chair may, at the Chair's discretion, invite guests to attend meetings as resources.

## **9. TERMS OF REFERENCE**

The MECC will review its Terms of Reference annually at the first meeting of the MECC in the respective fiscal year and report its findings to the Governance Committee. The Governance Committee will review the MECC's findings and make recommendations concerning proposed changes to Council.

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS POSITION DESCRIPTION:  
PRESIDENT AND CHAIR OF COUNCIL**

**SCOPE AND PURPOSE:**

The President provides leadership to the Council and in the activities of the NSAA. The President is the principal spokesperson and liaison, representing the NSAA with the public and external partners. The President conveys the directives of Council to the Executive Director. The President also serves as Chair of Council at all meetings of Council and of the Annual General Meeting of the NSAA. The President is elected by the members of NSAA pursuant to Article 4 of the NSAA By-laws and is accountable to the members of NSAA.

**DUTIES AND RESPONSIBILITIES**

In addition to duties prescribed by the governing documents, the President's duties and responsibilities include:

1. To serve as spokesperson in conjunction with the Executive Director, for NSAA;
2. To be accountable for oversight of all activities of NSAA;
3. To lead and oversee the strategic direction of the NSAA in accordance with decisions and direction of Council;
4. To provide direction to, and performance evaluation of, the Executive Director, on behalf of Council;
5. To serve as NSAA's representative at Canadian Architectural Licensing Authorities and other external industry or regulatory bodies as determined by Council;
6. To oversee preparation of the NSAA Annual Report;
7. To act as Signing Officer for NSAA in accordance with applicable policies
8. To prepare and submit a written report at each Council meeting summarizing activities that have occurred since its previous meeting; and
9. To attend and chair Council meetings and be prepared to discuss pre-meeting documentation and as required.

The President is responsible for the effective functioning of Council in governing the NSAA including, but not limited to the following additional responsibilities:

10. To participate in the preparation of Council meeting agendas with the Executive Director;
11. To chair meetings of Council;
12. To review Council meeting minutes prior to circulation to Council for review and acceptance;
13. To enforce rules of conduct as they apply to Council and its individual members;

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14. To advise members of Council in good governance and regulatory responsibilities;
15. To provide full and timely communication with members of Council regarding the affairs of the NSAA;
16. To prepare for and chair the annual general meeting of the NSAA; and
17. To prepare an annual report from the President for presentation at the annual general meeting and inclusion in the NSAA annual report.

The President may, with greater regularity than other Council members:

18. Prepare recommendations for Council consideration;
19. Be available to the Executive Director for consultation purposes; and
20. Represent the NSAA at external meetings and events.

#### **EX-OFFICIO STATUS**

To support effective communication, the President is an ex-officio member of all standing committees of Council and may attend their meetings.

#### **AUTHORITY**

Except as specified in the governing documents, the President has no formal authority to direct the Council or the affairs of NSAA. The President may not, on behalf of NSAA, enter contracts without the knowledge and approval of Council.

#### **TERM OF OFFICE:**

2-year term

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS POSITION DESCRIPTION:  
VICE-PRESIDENT**

**SCOPE AND PURPOSE:**

The Vice-President is a volunteer officer of the NSAA and provides leadership to the Council and in all activities of the NSAA, by assisting the President in the performance of the President's duties. The Vice-President acts for the President during the President's temporary absence or incapacity and is elected by the Council of NSAA pursuant to Article 11 of the NSAA By-laws.

**DUTIES AND RESPONSIBILITIES**

The Vice-President carries out the duties and responsibilities prescribed in the governing documents and as assigned by the President or Council consistent with the Act and/or Regulations from time to time. In general, the Vice President:

1. Is prepared to assume the duties and responsibilities of President when required;
2. Provides support to the President;
3. Serves as a signing officer for the NSAA;
4. Attends meetings of Council and is prepared to discuss pre-meeting documentation and fulfil councillor responsibilities to the best of their ability; and
5. May serve as Chair of the Governance Committee.

**TERM OF OFFICE:**

1- to 2-year term

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS POSITION DESCRIPTION:  
SECRETARY-TREASURER**

**SCOPE AND PURPOSE:**

The Secretary-Treasurer is a volunteer officer of the NSAA. The Secretary-Treasurer is elected by the Council of NSAA pursuant to Article 11 of the NSAA By-laws.

**DUTIES AND RESPONSIBILITIES**

In addition to the duties prescribed by the NSAA's foundational and governing documents, the Secretary-Treasurer:

1. Informs Council on matters of NSAA financial management
2. Informs Council on matters of NSAA reporting and non-financial record keeping
3. Presents financial reports to Council and membership as required in a timely manner
4. Liaises with the Executive Director regarding the financial management tasks and functions delegated to the Executive Director on behalf of Council
5. Liaises with third-party investment service provider(s) if/as engaged
6. May serve as Chair of the Finance and Risk Committee

**TERM OF OFFICE:**

1- to 2-year term

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS POSITION DESCRIPTION:  
REGISTRAR**

**SCOPE AND PURPOSE:**

The Registrar is a volunteer officer of the NSAA and provides leadership to the Board of Registration. The Registrar is a member of Council and elected by Council pursuant to Section 7 of the Act.

**DUTIES AND RESPONSIBILITIES**

As the Chair of the Board of Registration, the principal duties of the Registrar are set out in the NSAA's foundational and governing documents and include:

1. To become familiar with NSAA registration policies and procedures, including the Internship in Architecture (IAP) Program, Examination for Architects in Canada (ExAC), the Canadian Architectural Certification Board (CACB) Broadly Experienced Foreign Architects (BEFA) Program, Mutual Recognition Agreements, and other agreements relevant to the registration and licensing of architects by accessing informational resources including the Executive Director, President, and Members of the Board of Registration;
2. To serve as the spokesperson and representative of the Board of Registration;
3. To assist in the preparation of and reviews correspondence being issued from the Board of Registration; and
4. To report to Council on matters related to activities of the Board of Registration including matters involving Intern Architects.

**TERM OF OFFICE:**

2-year term

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS POSITION DESCRIPTION:  
DEPUTY REGISTRAR**

**SCOPE AND PURPOSE:**

The Deputy Registrar is a volunteer member of the Board of Registration and may be the immediate Past Registrar who is recommended by the Board of Registration for approval by Council.

**DUTIES AND RESPONSIBILITIES**

The principal duty of the Deputy Registrar is to fill the role of the Registrar in the Registrar's absence, performing the duties of the Registrar as set out in the NSAA's foundational and governing documents, and to provide continuity. In addition, the Deputy Registrar:

1. Has previously fulfilled the role of Registrar;
2. Is familiar with the registration polices and procedures including those outlined in the Duties and Responsibilities of the Registrar; and
3. Acts as a resource to the Registrar.

**TERM OF OFFICE:**

2-year term

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS POSITION DESCRIPTION:  
INTERN ARCHITECT LIAISON**

**SCOPE AND PURPOSE**

The Intern Architect Liaison is a volunteer member of both the Board of Registration and the Intern Architect Subcommittee, which is a subcommittee under the Member Engagement and Communications. The Intern Architect Liaison is a licensed architect with under three-years' post-licensure experience at the start of their term.

**DUTIES AND RESPONSIBILITIES**

Along with being an active member of the Board of Registration charged with carrying out the duties outlined in Section 5 of the Board of Registration's Terms of Reference, the Intern Architect Liaison is responsible for establishing and maintaining communication between the Intern Architect Subcommittee, Intern Architects, and the Board of Registration regarding issues, information, and questions relating to the Internship in Architecture Program and other pathways to licensure.

**TERM OF OFFICE:**

2-year term

**NOVA SCOTIA ASSOCIATION OF ARCHITECTS POSITION DESCRIPTION  
INTERN ARCHITECT OBSERVER**

**SCOPE AND PURPOSE**

The Intern Architect Observer is a volunteer position for an Intern Architect member of the NSAA to attend and participate in meetings of NSAA Council in a limited manner.

The purpose of this position is to:

1. Benefit the public by developing Interns with meaningful connections to regulation in the public interest and
2. Support succession planning for NSAA Council and its Committees.

**DUTIES AND RESPONSIBILITIES**

In addition to the duties prescribed by the NSAA's foundational and governing documents, the Intern Architect Observer:

1. Attends meetings of NSAA Council, except for in-camera meetings or in-camera agenda items, at the invitation of the Council
2. Provides feedback and comments when requested
3. Is a non-voting guest of Council

**TERM OF OFFICE:**

1- or 2-year term

If the Intern Architect Observer becomes licensed during their term, they may continue in the Intern Architect Observer position for two subsequent regular meetings of Council or the next AGM, whichever occurs first.