

BOABC GOVERNANCE EXPLAINED

The following information is presented to explain the safeguards in place for privacy protection and the current reporting relationships, duties, and responsibilities of the Executive Committee, President other Officers and the Executive Director.

How is the BOABC Governed?

The BOABC is a Corporation established by the British Columbia Legislature under the *Building Officials' Association Act [1997]*. The President, who is elected to the office by the membership at an Annual General Meeting, is responsible for signing all contracts and obligations and has general supervision of the affairs of the Association.

According to BOABC Legal Counsel, the overall responsibilities of the President are also defined in the Bylaw wording: "shall have general supervision of the affairs of the Association". This means that the President has the overall and all encompassing responsibility to function as the Chief Executive Officer of the Corporation.

What role do the BOABC Bylaws play in the activities of the Association?

The Bylaws of the Association are the internal rules and are approved by the membership and amended from time to time to accommodate new procedures, practices and legal requirements. The most current Bylaws and Policies [which are derived from the Bylaws] can be found on www.boabc.org home page, under 'about us'.

What is the role and responsibilities of the President and Executive Committee?

The Executive Committee serves as an oversight body, establishing the strategic purpose and values, and exercising financial oversight in concurrence with the *BOA Act*, Bylaws, and Policies. "The Executive Committee shall be the governing body of the Association and shall conduct the business of the Association in accordance to the Act and these Bylaws, except when the Association is in session at the Annual General Meeting or a Special Meeting", Bylaw #9. The Executive Committee, except the Secretary, Treasurer and Minister's appointees, shall be elected at the AGM and hold office for two years, or until their successors are elected, Bylaw 11.

The President is empowered to appoint members to sit on committees and establishes committees, chairs the Executive Committee meetings, and serves as an *ex officio* member of all committees, except for the Complaint and Discipline Committees. BOABC Bylaw #17, Duties of Officers and Directors.

The responsibilities and duties of other Officers and Executive Committee members are specified and limited by Bylaw #17 and #18. Bylaw #17 describes the responsibilities and task of the President, Vice Presidents [3], Secretary, Treasurer, Past President, Registrar and Zone Directors and certain committees.

What safeguards for privacy and delegation of responsibilities are enforced?

BOABC Policy 2.7.4 describes the responsibilities and how the Executive Committee members, including Officers, should avoid conflicts of interest and respect the authority of the Chair (President). The Executive Committee can also designate responsibilities. For example, the Executive Committee authorize and empowers the Executive Director to serve as “the Head of a public body” and to have overall responsibility to maintain and control access to BOABC information and documents and to determine who may access which records. [See Policy 2.7.3 Confidentiality of Information and Document Control].

This responsibility of the Executive Director, serving as the “Head” for document control and the *Freedom of Information and Privacy Protection Act*, is also extended to include policies and practices which must conform to FOIPPA privacy protection legislation in BC. The BOABC is bound by FOIPPA, because the Association is a Corporate body listed as one of the “Governing Bodies of Professions and Occupations” in Schedule Three of the *Freedom of Information and Privacy Protection Act*.

In addition, anyone undertaking duties assigned by the President and/or the Executive Committee, must adhere to the privacy and privileged information conditions in the *Freedom of Information and Privacy Protection Act* (FOIPPA), which prevail over and above the *BOA Act*, Bylaws, Policies and Executive Committee decisions. All Executive Committee decisions and actions must conform to and not violate FOIPPA privacy and confidentiality provisions.

As a result, members of the Executive may have controlled and limited access to information when it is related to a responsibility of an Office holder, Committee Chairman or a duty determined, or assigned by the President and/or the Executive Committee. Policy 2.7.3, “Confidentiality of Information and Document Control explains that “access to various types of documents will be limited to specified persons”. This protects the privacy of members and limits the liability of the Association. The BOABC carries liability insurance to safeguard the Association and the Executive.

What other authority does the Executive Committee have?

In the BOABC Bylaw, the Executive Committee also has the authority to appoint persons who are not members to the offices of Secretary and Treasurer. In addition, “in the event that a member of the Executive Committee, except the Secretary, Treasurer or the Minister’s appointees, vacates the office, the Executive Committee may appoint a Regular or Associate 1 Member to complete the unexpired term of office”, Bylaw #16.

Lastly, the BOABC Executive Committee, according to section 10 of the *BOA Act*, has the authority to make bylaws, amend a bylaw, or repeal a bylaw, which does not take effect until it is approved at the annual general meeting, or a special meeting by 75% of the membership, who are eligible to vote and who are present at the meeting and vote, or who vote by mail ballot in accordance with the bylaws and who vote by proxy.