

## AIA Governance Overview: Board of Directors

<b>Purpose:</b>	The Board advances the Institute through the general management of its affairs, taking all necessary and proper steps to carry out its purposes.
<b>Roles and Responsibilities</b>	<p>The Board has responsibility and authority to:</p> <ul style="list-style-type: none"> <li>• Control the property of the Institute</li> <li>• Authorize expenditures</li> <li>• Establish administrative policies as “Rules of the Board”</li> <li>• Appoint committees, work groups, and task forces</li> <li>• Engage in memoranda of understanding with collateral organizations</li> <li>• Sponsor proposed bylaws amendments / resolutions for consideration by delegates at the Convention</li> <li>• Address issues related to professional ethics</li> <li>• Establish and monitor performance standards for AIA components</li> <li>• Hire and fire the CEO/EVP</li> </ul>
<b>Size, composition, terms, and elections</b>	<p>13 Members</p> <ul style="list-style-type: none"> <li>• President (1 year term, elected by convention delegates under current practice)</li> <li>• President-elect (1 year term, elected by convention delegates under current practice)</li> <li>• Secretary (2 year term, elected by convention delegates under current practice)</li> <li>• Treasurer (2 year term, elected by convention delegates under current practice)</li> <li>• 8 At Large directors (2 year terms, nominated by Region and/or Council and elected by Council)</li> <li>• CEO/EVP (<i>ex officio</i>, non-voting)</li> </ul> <p>Notes:</p> <ul style="list-style-type: none"> <li>• A slate of candidates for At Large directors will be prepared on an annual basis by a Leadership Development Committee and elected by Council</li> <li>• Terms of At Large directors, Secretary, and Treasurer are staggered to ensure continuity on the Board</li> <li>• The Board will transition to the size and composition outlined above through natural attrition of the terms of existing Directors, or through the voluntary resignations of Directors who will be appointed immediately upon resignation to Council to fulfill their terms</li> <li>• At least 50% of the At Large directors elected in any year must be Architect members; others may be members of the public, Associate members, members of CACE, etc.</li> <li>• The president presides at Board meetings</li> </ul>

<b>Standing Committees</b>	<ul style="list-style-type: none"> <li>• Finance and Audit (Treasurer, others TBD)</li> <li>• Compensation (4 officers)</li> <li>• Leadership Development (8-10 members; <i>ex officio</i> positions include immediate past president (chair) and president-elect; 2-year staggered renewable terms for At Large appointments who are proposed by president and approved by the Board/Council)</li> <li>• Existing standing committees (knowledge, advocacy, community, communications) will continue as Board committees through the terms of the current vice presidents</li> </ul>
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### AIA Governance Overview: Strategy Council

<b>Purpose:</b>	The Strategy Council advances the profession of architecture by informing the Board and other Institute bodies of important professional issues and opportunities.
<b>Roles and Responsibilities</b>	<p>The Council has responsibility and authority to:</p> <ul style="list-style-type: none"> <li>• Surface issues and opportunities for AIA consideration by serving as the “eyes and ears” of the profession</li> <li>• Ensure that its composition reflects and represent the geographic and demographic diversity of the profession</li> <li>• Elect at-large directors to the Board of Directors</li> <li>• Commission a rigorous, regular process to survey the professional landscape, identify opportunities and threats, and inform the goals, objectives and strategies of the Institute (i.e., guide AIA’s planning process)</li> <li>• Recommend public policy positions on behalf of the AIA for consideration and potential approval by the Board</li> <li>• Disseminate information and insight to their constituencies about AIA’s priorities and activities</li> </ul>
<b>Size, composition, terms and elections</b>	<p>52-62 members</p> <p>Elected representatives:</p> <ul style="list-style-type: none"> <li>• 36 regional representatives (elected by current regions based on current method of proportional representation; 3-year terms, non-renewable)</li> <li>• 5-10 At Large representatives that reflect the diversity of the profession. At Large representatives will be proposed on an annual basis by the Leadership Development Committee which will seek candidates from key constituency groups (e.g., Knowledge Communities, AIAS, CACE, NAC, LFRT, SFRT, etc.), or members of the public; elected by Council; variable, staggered terms with most running 1 or 2 years</li> </ul> <p><i>Ex officio</i> representatives:</p> <ul style="list-style-type: none"> <li>• 4 officers (president, president elect, secretary, treasurer)</li> <li>• Immediate past president</li> <li>• CEO/EVP</li> </ul>

	<p>Notes:</p> <ul style="list-style-type: none"><li>• No membership restrictions are placed on At Large representatives</li><li>• The Council may decide to appoint additional representatives and/or invite “corresponding members” to ensure that its size, composition, and competencies support the goals of flexibility, diversity, and representation</li><li>• The Council may propose <i>ad hoc</i> workgroups and task forces as it sees fit to facilitate the advancement of its purpose pursuant to Board approval</li><li>• The president-elect presides at Council meetings</li><li>• A budget for need- and merit-based “scholarships” to serve on Council service will be established to minimize barriers to participation</li></ul>
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## Transition Options

The concept of the proposed structure is a smaller Board that will have direct fiduciary responsibility for the Institute and preside over the operational decisions of the Institute acting on strategic priorities as suggested by a larger Strategic Council.

The President, First Vice President/President-elect, Secretary, and Treasurer will be the Officers of the Institute on the new Board model and will continue to be nominated, credentialed, and elected by the delegates annually at the AIA Convention per the rules and procedures in place now.

Currently, there are four Vice Presidents (VPs) elected by the delegates at the AIA Convention who are serving in staggered terms on the Board. These VPs will all serve out their terms on the Board. Because this change is being proposed in the start of an election cycle, we will continue as planned for the 2014 AIA Convention in Chicago. The VPs elected in Chicago will take over the VP offices vacated by the VPs retiring at the end of 2014.

In 2016, when these terms conclude, the two seats occupied by retiring VPs will convert into At Large seats. Additionally, the two seats occupied by VPs retiring at the end of 2015 will convert into At Large seats. The CACE and NAC seats on the Executive Committee will continue to be filled as currently elected by those groups through 2015. In 2016, these two seats will convert into At Large seats on the Board.

The Council and the regions can nominate anyone to be a candidate for an At Large seat on the Board. This will provide an opportunity to expand leadership roles to people who would not normally find a means to sit on the AIA Board of Directors. Ultimately, the Council has the authority to decide if the At Large candidates should include representation from regions, Knowledge Communities, NAC and CACE, or the public. By keeping these At Large seats at the discretion of the Council, we can work to achieve our goals to become more diverse, include more emerging professionals, and provide opportunity for knowledge/expertise-based individuals to serve. A minimum of four (4) At Large seats must be held by AIA members.

There are two options for transitioning to the new Board structure.

**Under Option 1**, these actions would take place as the initial action of the first Board meeting of the 2015 Board of Directors in December of 2014.

- The four top officers (president, first vice president/president-elect, secretary and treasurer) would take or retain the offices to which the membership has elected them. The same would be true for the four vice presidents. All would complete the terms they were elected to serve.
- The senior CACE and Associate directors, having been elected to two-year terms, would also take their places on the Board.
- The 2014 Board would elect from its membership two At Large directors. The election would take place as an agenda item of the last meeting of the 2014 Board of Directors in December 2014.
- The CEO/EVP would retain his role as an *ex officio*, non-voting member of the Board.
- All other members of the 2014 Board (other than those whose terms will conclude in December 2014 under the current Bylaws) would then resign from the Board.

Thus, a newly constituted Board of 13 members would take shape.

On the Council, the directors who had just resigned would be immediately appointed by the 2015 President to be seated on the Council for terms equivalent to the remaining time they would have served on the Board. In addition, five (5) new At Large seats would need to be filled (two-year terms); these will be elected by the 2014 AIA Board of Directors. The election would take place as an agenda item of the last

meeting of the 2014 Board of Directors in December 2014. With the addition of the CEO/EVP as an *ex officio* member, the full Council complement of 55 members would immediately be seated.

**Under Option 2**, current Board members other than the Officers, would complete their terms on the Board as elected by their constituencies (the Regional Directors, CACE Representatives, NAC Representatives, AIAS Representatives and Public Members). As they roll off the Board, they would be replaced by a smaller number of At Large members to ultimately, in 2017, reach the smaller Board complement of 13 members. The Officers of the Institute (President, First Vice President/President-elect, Secretary, and Treasurer) will continue to be nominated, credentialed, and elected by the delegates annually at the AIA Convention per the rules and procedures in place now.

On the Council, as Board members cycle off of their terms on the Board, new At Large representatives would be elected by the Council, and new Regional Representatives will be elected by their respective regions to occupy the seats on the Council as they become available. The Council would be smaller in its first year (34 members in 2015), but in 2016, its number would increase to 47-52 members, and reach standard operating size of 52-62 members in 2017.

Should the Bylaws amendment regarding this proposed governance model be approved by the delegates at the 2014 AIA National Convention, the Board transition would begin to occur in Washington, D.C., in December 2014, as the 2015 AIA Board of Directors begins its business.