

CANADIAN SOCIETY OF LANDSCAPE ARCHITECTS

BOARD MANUAL



CSLA
Canadian Society of
Landscape Architects

AAPC
L'Association des architectes
paysagistes du Canada

APPROVED BY THE BOARD OF DIRECTORS ON 10 DECEMBER 2012

Last Updated: October 2012 (by Michelle Legault, CSLA Executive Director)

Table of Contents

Table of Contents	1
1. Contact Information.....	3
1.1 CSLA Board of Directors and Executive Committee	3
1.2 Component Associations	4
1.3 CSLA Executive Director	6
2. About the CSLA.....	7
2.1 Mission and Vision.....	7
2.2 History of the CSLA	7
2.3 Letters Patent.....	8
2.4 Past Presidents of the CSLA.....	9
3. Membership.....	11
3.1 Membership in the CSLA.....	11
3.2 CSLA Membership Categories.....	11
3.3 Honourary Members	11
3.4 Lifetime Members	12
3.5 Dealing with Member Complaints	13
4. Corporate Documents	14
4.1 Annual Report.....	14
4.2 Strategic Plan.....	14
5. CSLA Governance and Structure	15
5.1 By-laws	15
5.2 Affiliates.....	15
5.3 Organizational Chart.....	16
5.4 Budget	17
6. CSLA Programs.....	19
6.1 Congress	19
6.2 Landscapes/Paysages.....	19
6.3 Awards of Excellence.....	20
6.4 Recognition Awards.....	21
6.5 College of Fellows	22

6.6	Accreditation Council	22
6.7	World Landscape Architecture Month	22
6.8	IFLA.....	22
6.9	Advocacy Task Force.....	23
7.	CSLA Executive Director	24
7.1	Delegation of Authority.....	24
7.2	Procedure.....	25
8.	CSLA Board	26
8.1	Board Structure and Officers	26
8.2	Role and Responsibilities of the Board	27
8.3	Major Duties of the Board	30
8.4	Governance Approach	31
8.5	Board Meetings	32
8.6	Board Decision-Making.....	32
8.7	Board Expenses	33
8.8	Board Conduct and Performance	33
8.9	Conflict of Interest.....	34
8.10	Oath of Office.....	35
8.11	Responsibilities of the Outgoing CSLA Board Members	36
9.	Board Committees	37
9.1	Standing Committees	37
9.2	Task Forces.....	37
9.3	Working Groups	38
9.4	Executive Committee	38
9.5	Finance Committee	39
9.6	Nominating Committee	39
10.	Maintenance and Approval of the Board Manual	41
11.	Corporate Policies Manual	42

1. Contact Information

1.1 CSLA Board of Directors and Executive Committee

Web Link: [CSLA Board of Directors and Executive Committee](#)

Executive Committee

President

Claude Potvin AAPQ, CSLA
Tel: 613-239-5167
claudio.potvin@ncc-ccn.ca

President-Elect

Peter Briggs NWTALA, CSLA
Tel: 907-229-1647
pbriggs@corvus-design.com

Past President

Liane McKenna MBCSLA, FCSLA
Tel: 604-202-8545
liane.mckenna@gmail.com

Chair, CSLA Finance Committee

Arnis Budrevics OALA, FCSLA
Tel: 416-444-5201 x2
arnis@budrevics.com

Directors

Pawel Gradowski BCSLA, CSLA
Tel: 604-684-4611
pawel@dkl.bc.ca

Margaret Ferguson NWTALA, CSLA
Tel.: 250-598-3610

fergusonm@shaw.ca

Robert Marchak AALA, CSLA
Tel: 780-442-1377
rob.marchak@edmonton.ca

Emeka Nnadi MALA, CSLA
Tel: 204-669-6234, x20
emeka@nadi-design.com

Trevor Tumach SALA, CSLA
Tel: 306-955-3300
trevor.tumach@aecom.com

Glenn A. O'Connor OALA, CSLA
Tel: 905-681-7604
goconnor@oconnor-consultants.com

Ed Versteeg, APALA, CSLA
Tel: 902 461 2525 x. 105
edward@ekistics.net

Cameron DeLong NuALA, CSLA
Tel: 867-975-7725
CDeLong@GOV.NU.CA

Raquel Penalosa, B.A.P., AAPQ, CSLA, IFLA
Tel: 514-844-5032
raquel.penalosa@bell.net

1.2 Component Associations

Web Link: [Component Associations](#)



Alberta Association of Landscape Architects (AALA)

www.aala.ab.ca

Jill Lane, ManageWise

P.O. Box 21052

Edmonton, AB T6R 2V4

Tel: 780-435-9902

aala@aala.ab.ca



MALA

Manitoba Association of Landscape Architects (MALA)

www.mala.net

Valerie Lindberg, Executive Director

131 Callum Crescent, Winnipeg, MB R2G 2C7

Tel: 204-663-4863

malaoffice@shaw.ca



Atlantic Provinces Association of Landscape Architects (APALA)

www.apala.ca

P.O. Box 653, Halifax CRO, Halifax NS

Tel: 902-422-6514

info@apala.ca



Northwest Territories Association Of Landscape Architects

Peter Briggs

3017 Sheldon Jackson Street, Anchorage, AK

USA, 99508

Tel: 907-229-1647

NWTALA@gmail.com



British Columbia Society Of Landscape Architects (BCSLA)

www.bcsla.org

Tara Culham, Executive Director

355 Burrard Street, #110, Vancouver, BC V6C

2G8

Tel: 604-682-5610

admin@bcsla.org



N U A L A ᐅᐱᐱ

**Nunavut Association of Landscape Architects
(NuALA)**

Richard Wyma, NuALA President
P.O. Box 58, Iqaluit, NU X0A 0H0
nualainfo@gmail.com



Ontario
Association of
Landscape
Architects

**Ontario Association of Landscape Architects
(OALA)**

www.oala.on.ca
Aina Budrevics, OALA Administrator
3 Church St, Ste 407, Toronto, ON M5E 1M2
Tel: 416-231-4181
oalaadmin@oala.ca



Association
des architectes paysagistes
du Québec

**Association des Architectes Paysagistes du
Québec (AAPQ)**

www.aapq.org
Marie-Claude Robert, Directrice générale
4655 De Lorimier, Montréal, QC H2H 2C9
Tel: 514-990-7731
1-877-990-7731
info@aapq.org



**Saskatchewan Association of Landscape
Architects (SALA)**

www.sala.sk.ca
Trevor Tumach, President
200-2100 8th Street E., Box 539, Saskatoon, SK
S7H 0V1
Tel: 306-995-3300
Fax: 306-995-0044
trevor.tumach@aecom.com

1.3 CSLA Executive Director

Web Link: [Contact the CSLA](#)

Michelle Legault, Executive Director

By mail:

P.O. Box 13594, Ottawa ON K2K 1X6

By telephone:

1-866-781-9799

By e-mail:

executive-director@csla.ca

2. About the CSLA

2.1 Mission and Vision

The Canadian Society of Landscape Architects (CSLA) is a professional organization with over 1,800 landscape architects as members represented by provincial and territorial associations plus academic programs across the nation. As the voice of the profession in Canada, the CSLA is an advocate for its members on issues such as urban renewal, sustainable development and cultural heritage.

The CSLA's Mission: To be the voice of Landscape architects in Canada and abroad.

The CSLA's Vision: Dedicated to advancing the art, the science and the business of landscape architecture

The CSLA delivers programs and services for its members that:

- Increase public awareness and promote the profession. The CSLA communication tools include the CSLA website, the CSLA membership directory, a monthly newsletter, and Landscapes/Paysages, the national magazine; [\[more info\]](#)
- Provide opportunities for professional development. The CSLA holds an annual General Meeting and Congress and provides information year round to members about industry and professional learning opportunities; [\[more info\]](#)
- Recognize members and celebrate member achievements within the profession through the CSLA Professional Awards and National Recognition Programs; [\[more info\]](#)
- Support education and research through the Academic Council of Landscape Architecture, the accreditation of undergraduate and graduate landscape architecture programs. [\[more info\]](#)

Since it was founded in 1934, the CSLA has increased awareness and appreciation of landscape architecture and the vitality of the profession in Canada and throughout the world. The Society is dedicated to continue to further its mission in advancing the art, the science and the business of landscape architecture.

2.2 History of the CSLA

The Canadian Society of Landscape Architects was founded in 1934. By this time, landscape architects had been active in all major centres across Canada, particularly in the design and planning of parks, open spaces, public institutions, roadways, neighbourhoods and communities. Landscape architect Frederick Todd, for example, was instrumental in the early 1900s in the design of Mount Royal Park in Montreal and the design of Ottawa's scenic driveways and urban green spaces. Later he designed the neighbourhood of Mount Royal in Montreal. Following World War II, landscape architects became involved in the design and planning of new communities, national and provincial parks, tourism facilities, institutions and corporate sites. Landscape architects played lead roles in the design of Expo 67 in Montreal.

In the mid-1960's, professional programs in landscape architecture were initiated at the Universities of Guelph, Manitoba, and Toronto. A few years later, programs were established at the University of British Columbia and the University of Montreal, and a program in landscape architectural technology was initiated at Ryerson Polytechnical University.

Demand for the services of landscape architects has grown steadily in Canada over the past two decades. Landscape architects today are engaged in the design, planning and management of urban, rural and natural environments in all Canadian provinces and territories and in many countries worldwide. Canadian landscape architects are well-regarded for their creativity, their sensitivity and their practicality in all aspects of professional practice.

2.3 Letters Patent

The Canadian Society of Landscape Architects was founded in 1934 under the name of the Canadian Society of Landscape Architects and Town Planners and incorporated by letters patent on October 25, 1956.

LETTERS PATENT - October 25, 1956

- a) *to promote the Arts of Landscape Architecture and Town Planning;*
- b) *to affiliate those who, by profession or through public service, are engaged in promoting these Arts;*
- c) *to increase the efficiency of and to foster good fellowship among its members;*
- d) *to provide an authoritative source of information concerning these Arts in Canada*

The operations of the Corporation may be carried on throughout Canada and elsewhere. The head office of the Corporation will be situated in the City of Toronto in the province of Ontario

The said Edward Irving Wood, Otis Bishopric, John Franklin Sutherland and Ruth Levere are to be the first directors of the Corporation.

And it is hereby ordained ma declared that , when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds(2/3) of the voices cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time

- A) *borrow money from the credit of the Corporation;*
- B) *limit or increase the amount to be borrowed;*
- C) *issue debentures or other securities of the Corporation;*
- D) *pledge or sell such debentures pr other securities for such sums and at such prices as may be deemed expedient*
- E) *mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Corporation to secure any such debentures or other securities or any money borrowed or any liability of the Corporation.*

...

And it is further ordained and declared that the business of the Corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the Corporation shall be used in promoting its objects.

The supplementary Letters Patent, dated February 24, 1964, recorded the name change to that of the Canadian Society of Landscape Architects/L'association des architectes paysagistes du Canada as recorded on Film 153, document 16 in the office of the Deputy Registrar General of Canada, reference #174944.

SUPPLEMENTARY LETTERS PATENT- February 24, 1964

AND FURTHER KNOW YE THAT THE Secretary of State of Canada, by virtue of the power vested in him by the said Act and of any other power or authority whatever in him vested in this behalf, does by these supplementary letters patent, in pursuance of the said By-law No. 11 of the Corporation, duly enacted and sanctioned as aforesaid, amend and vary the provisions of the letters patent incorporating the Corporation by deleting and expunging therefrom the statement of the purposes and objects of the Corporation and substituting therefore the following: -

- (a) to promote the Profession of Landscape Architecture;*
- (b) to affiliate those who, by profession or through public service, are engaged in promoting this profession;*
- (c) to increase the efficiency of and to foster good fellowship among its members;*
- (d) to provide an authoritative source of information concerning the profession in Canada;*
- (e) to support the advancement of education and research in Landscape Architecture as an instrument of service to the public and the profession."*

GIVEN under the seal of office of the Secretary of State of Canada at Ottawa this twenty-fourth day of February, one thousand nine hundred and sixty four.

2.4 Past Presidents of the CSLA

2012	Claude Potvin, Gatineau	2000	Cecelia Paine, Guelph
2011	Liane McKenna, North Vancouver	1999	David Mitchell, Vancouver
2010	Neil Dawe, St. John's	1998	David Wagner, Winnipeg
2009	Linda A. Irvine, Markham	1997	Ron Middleton, Edmonton,
2008	Cathy Sears, Calgary	1996	Kenneth J. Hoyle, Markham
2007	Myke Hodgins, Montreal	1995	Donald B. Barron, Edmonton
2006	Sara Jane Gruetzner, Calgary	1994	James Melvin, Toronto
2005	Richard I. Moore, Collingwood	1993	Douglas B. Clark, Winnipeg
2004	D. James Paterson, Winnipeg	1992	John B. Macleod, Montreal
2003	Colleen Mercer Clarke, Halifax	1991	Lawrence J. Paterson, Calgary
2002	Andre Schwabenbauer, Edmonton	1990	Estyl J. Mooney, Saint John
2001	Vincent Asselin, Montréal	1989	Richard Gaudreau, Montreal

1988	Bradley Johnson, Elgin	1952-54	Austin Floyd Toronto
1987	Cornelia Oberlander, Vancouver	1950-52	Edwin Kay Toronto
1986	Michael Hough, Etobicoke	1948-50	Edward I. Wood, Ottawa
1985	Leonard L. Novak, Calgary	1948	J. Vilhelm Stensson
1984	André Sauv�, Montreal	1947	Douglas L. McDonald, Toronto
1983	Douglas D. Paterson, Vancouver	1946	Frederick G., Todd, Montreal
1982	John H. Day, Norval	1945	Howard B. Dunnington-Grubb,
1981	Alexander E. Rattray, Winnipeg	Toronto	
1978-80	Peter Jacobs, Montreal	1944	Lorrie A. Dunnington-Grubb
1976-78	James R. Taylor, Calgary	Toronto	
1974-76	Owen R. Scott, Guelph	1941-44	Frances C. Steinhoff, Toronto
1972-74	Clive L. Justice, Vancouver	1941	Norma Dryden, Kitchener
1970-72	Edwin J. Skapsts	1940	Helen M. Kippax
1968-70	E.J. (Jack) Walker, Regina	1939	Humphrey S.M. Carver, Toronto
1966-68	Douglas, Harper, Montreal	1938	J. Vilhelm Stinson, Toronto
1964-66	Macklin L. Hancock	1937	Edwin Kay
1962-64	Donald W. Graham, Ottawa	1936	Carl Borgstrom, Port Credit
1960-62	Donald W. Petit, Toronto	1935	Howard B. Dunnington-Grubb,
1958-60	Edward I. Wood, Ottawa	Toronto	
1956-58	Gordon Culham, Bolton	1934	Gordon Culham, Toronto
1952-56	Louis Perron, Montreal		

3. Membership

3.1 Membership in the CSLA

The CSLA is a unifying organization that develops and delivers relevant and high quality programs and services, while bringing together and representing at the national level, affiliate organizations, component associations, and professional schools across Canada. The CSLA provides members with a means to promote capabilities and successes, communicate knowledge and concerns, and share matters of common interest. Under the CSLA umbrella, members have the collective visibility, strength and creativity to sustain and enhance the profession of landscape architecture in Canada.

Membership into the Canadian Society of Landscape Architects is facilitated by our recognized Component Associations. In order to be a member of the Canadian Society of Landscape Architects you must first gain full membership to one of the recognized Component Associations.

The Component Associations represent geographically distinct territory, provincial and regional groups of landscape architects covering all provinces and territories in Canada. Depending on where you are living in Canada you will need to contact that local component organization for their details pertaining to membership qualifications. Each component has different local regulation and entrance requirements.

3.2 CSLA Membership Categories

Regular Members – landscape architects who are members, in good standing, of Components, or members in Affiliate membership categories approved for Society membership.

Life Members – retired landscape architects whom the Society wishes to honour in accordance with criteria established by the CSLA Board and who have been recommended by Components.

Honourary Members – people who are appointed by the CSLA Board who have performed notable service in advancing the cause of landscape architecture.

3.3 Honourary Members

Honourary members recognize persons who have performed notable service in advancing the cause of landscape architecture. Nominations are made by individual members through their component association six months prior to the Annual Congress. These nominations are reviewed and selections made by the CSLA Board of Directors.

The Honourable T. B. McQuesten (1947)
The Right Honourable William Lyon Mackenzie King (1949)
Mr. Jacques Greber (1949)
Mr. George Chailles (1960)
Mr. Arthur E. K. Bunnell (1961)
Mr. Thomas W. Thompson (1966)
Mr. Edouard Fiset (1967)
Mr. George Arnot (1967)
Mr. Charles F. Campeau (1967)

Dr. R. J. Hilton (1967)
Dr. N.R. Richards (1967)
The Honourable Jack Davis (1972)
Mr. Patrick Joseph Moran (1975)
Prof. G. Angus Hills (1978)
Mr. Roberto Marx (1980)
The Honourable Justice Thomas R. Berger, Q.C. (1981)
Mayor Jean Drapeau (1984)
Mr. Dieter Martin (1985)
The Honourable Tom MacMillan (1989)
Mrs. Pleasance Crawford (1993)
Prof. Roger B. Martin (1993)
Dr. Jenniver Shay (1994)
Mayor Pierre Bourque (1995)
Mr. Malak Karsh (2000)
Mrs. Jean E. Pigott (2000)
2001 Alexandre Reford, Jardins de Métis (2001)
The Honourable Peter Lougheed, P.C., C.C., Q.C. (2001)
HRH Prince Charles, the Prince of Wales (2001)
Mr. Larry Beaseley (2006)
Mr. Julian Smith (2012)

3.4 Lifetime Members

Don Barron
Heinz Berger
Alexander Budrevics (Emeritus)
June Carrington
Eric Clough
Ranjit Dhar (Emeritus)
Brenda Dinnick
James Floyd
Karl Frank (Emeritus)
Donald Graham
Robert Groot
Dieter Gruenwoldt
John Guinan
Cornelia Hahn Oberlander
Philip Hicks
Gary Hilderman
Ed Holubowich (Emeritus)
Michael Hough (Emeritus)
Peter Hubbell
Brad Johnson (Emeritus)
Clive Justice
Walter Kehm
Hugh Knowles

Margaret Kwan (Emeritus)
Cameron R.J. Man
Jane Mather
Jack Milliken (Emeritus)
Ann Milovsoroff
David Mitchell
Estyl Mooney
Steven Moorhead (Emeritus)
Robert Moote
Bon Mueller
Mas Omoto
Doug Patterson
Reinhart Petersmann
Donal Pettit
Jeffrey Philips
Janis Pratt
Alex Rattray
John Ritchie
Gunter Schoch
James Stansbury
Ross Stephen (Emeritus)
Richard Strong (Emeritus)
James Taylor (Emeritus)

Charles Thomsen
David Tomlinson (Emeritus)
Emiel van der Meulen (Emeritus)

Nick Van Vliet (Emeritus)
Don Vaughan
Jerol Wheeler (Emeritus)

3.5 Dealing with Member Complaints

Board members do not generally have direct contact with the membership. Where a member makes direct contact with a Board member for assistance in the resolution of specific issues, the Board member should refer the member to the Executive Director.

Member names and personal information will be withheld when case information is presented to the Board or a committee for orientation or illustrative purposes should the Executive Director employ assistance of the Board.

The Board responsibility for hearing membership complaints on appeal from a decision of the Executive Director is an exception rather than the rule. The Board, in reviewing such appeals, shall adhere to the Oath of Confidentiality. The Board may overrule the staff decision but should consider the matter with respect to policy amendments as well to address similar future problems.

4. Corporate Documents

4.1 Annual Report

The CSLA is obliged, by law, to submit a yearly annual report detailing its activities and including audited financial statements.

Please see attached printed document, or link to the [CSLA website](#).

4.2 Strategic Plan

The CSLA has approved a series of strategic plans throughout its history. For the most recent strategic plan, please see attached printed document, or link to the [CSLA website](#).

5. CSLA Governance and Structure

5.1 By-laws

The CSLA By-laws were approved at the August 18th, 2005, Annual General Meeting. For the most recent by-laws, please see attached printed document, or link to the [CSLA website](#).

5.2 Affiliates

Recognizing Affiliates

The bylaws provide that subject to the approval by a Super Majority Vote of the Board (an affirmative vote by at least 2/3 of those Board members present and entitled to vote), recognition as an Affiliate may be granted to an association involved with and supporting the profession of landscape architecture. This status would enable members of a pre-approved membership category(ies) of the association to also be regular members of the CSLA subject to the payment of the prescribed per capita membership fees by the association. The bylaws require that such recognition of an Affiliate shall identify the membership categories of the Affiliate that are eligible for CSLA membership. See bylaws other requirements.

Policy

Requests for Affiliate recognition must be in writing, and delivered to the CSLA Executive Director. The Executive Director may advise the requesting organization to ensure that the request is complete and properly submitted.

Requests for recognition must include the following information:

- the name and contact information of the requesting organization;
- a list of the current Board members;
- the organization's current bylaws, and corporate objects if incorporated;
- a detailed description of how the applicant association is involved and supports the profession of Landscape Architecture
- details regarding their existing membership categories including criteria, membership levels and fees for each category;
- the process by which the representative to the CSLA Board would be elected or appointed by the association, and
- the membership category or categories for which CSLA regular membership is requested upon acceptance of the organization as an Affiliate of the CSLA.

Membership fees to be paid by the Affiliate shall be payable on the first day of April each year, or for new Affiliates, within 30 days of receipt of a membership invoice from CSLA.

Initial membership fees will be pro-rated based on the portion of the CSLA membership year remaining.

To encourage and support membership in Components, members of an Affiliate who also belong to a Component are not required to pay additional fees as a result of the Affiliate membership. Affiliates shall provide a list of members who hold Component membership, and CSLA shall deduct the per capita fees from the Affiliate's fee calculations.

The Affiliate shall submit, with the applicable membership fees, written notice of the individual to serve as the Affiliate representative to the CSLA Board.

De-recognizing affiliates

The CSLA Bylaws provide that the Board may cease to recognize any Affiliate for repeated failure to pay membership dues or for countenancing practices derogatory to the profession of landscape architecture upon the unanimous vote of the representatives to the Board of all Components.

Policy

The Board shall advise the Affiliate in writing that its Affiliate status is under review. Such notice shall be provided at least 30 days prior to the Board meeting at which the review shall be undertaken.

The CSLA Board may meet by teleconference in accordance with the bylaws to conduct any votes with respect to de-recognizing Affiliates due to the requirement of a unanimous vote by all Component representatives on the CSLA Board.

Affiliates may also request de-recognition of Affiliate status by submitting such request, in writing, to the CSLA Executive Director. Such request shall identify the effective date of such request. At least thirty days' notice is required. The Executive Director shall provide the request to the Board upon receipt, however no action by the Board is required.

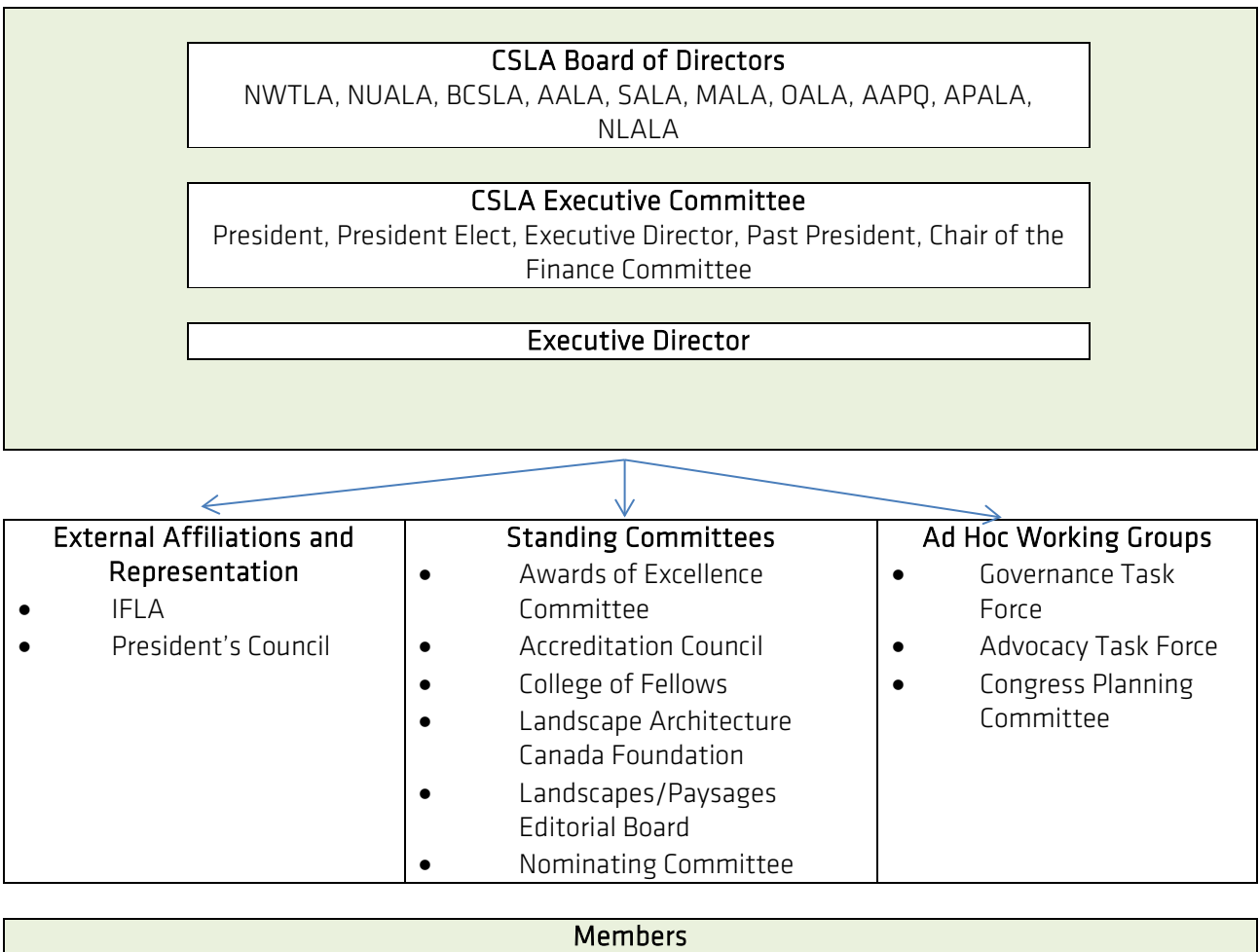
The Affiliate representative to the Board shall be deemed to have resigned effective on the date of the de-recognition of the Affiliate.

Membership fees paid by Affiliates on behalf of their membership are nonrefundable should the Affiliate lose or give up its Affiliate status.

5.3 Organizational Chart

The CSLA currently operates according to the organizational chart below. The CSLA Board of Directors is composed of representatives of all 10 component associations and members of the CSLA Executive Committee. The Board representatives are delegates appointed from the 10 component associations. The Executive Director reports directly to the CSLA Board of Directors. The CSLA also maintains representation on two external bodies – the IFLA and the President's Council, which is a group composed of the presidents of the various North American landscape architecture organizations.

The CSLA also has a number of Standing Committees and Ad Hoc Working Groups to carry out the strategic directions and core activities of the organization, and along with the Executive Director and Board of Directors, deliver programs and services to the members.



5.4 Budget

The CSLA Budget is prepared annually by the Executive Committee and presented to the Board for approval.

Reserve Fund

The CSLA Reserve fund is intended to provide a financial cushion in the event of unplanned loss of revenue or extraordinary expense. The presence and size of a reserve fund should be directly related to reasonably foreseeable risks. In the case of the CSLA/AAPC, revenue comes from annual dues. The risk would be that for some reason, one or more components might suddenly withdraw or fail to forward dues. The Society would then be faced with having to continue to pay any outstanding commitments.

The CSLA will maintain a reserve Fund of a minimum of \$75,000 (representing one-third of the CSLA Annual operating budget) which will be invested in 5 separate interest-bearing GIC's with laddered maturity dates.

All interest earned from these investments will be reinvested in the Reserve Fund in order that the fund keeps pace with inflation.

The Executive Director will administer the Reserve Fund and will advise the CSLA Board of the details of these GIC's through regular Year to date reports.

The reserve fund will be divided into five pieces, each to be invested in a GIC maturing in different years. Each GIC will thus mature it would be reinvested for a three to five-year term. The fund can either be used directly or borrowed against.

6. CSLA Programs

6.1 Congress

The annual CSLA Congress is an occasion for landscape architects to gather together to share in the profession's achievements and to look forward to the future. It is a chance to discover new ideas, to catch up with colleagues and to network. It is also an occasion to indulge in our passion for landscape!

Normally hosted by a CSLA Component association, the Congress includes numerous education sessions, tours and frequently a trade show.

The Congress is normally the venue for the CSLA Annual General Meeting, at which the results of the CSLA election for President elect are announced.

The following CSLA committee meetings are normally held in conjunction with the Congress;

- CSLA Board of Directors
- L-P Editorial Board
- CSLA Awards of Excellence Committee
- College of Fellows
- LACF
- Accreditation Council, and
- ACLA

The College of Fellows Induction normally takes place at the annual banquet in conjunction with Congress

Congress is also the venue for the CSLA Presidents roundtable which brings together the CSLA board of Directors with the committee chairs.

6.2 Landscapes/Paysages

The CSLA uses the magazine as its primary means of external print communication, with five main purposes:

- Communication: To develop and maintain communication among CSLA component members, and between the CSLA and other groups or individuals.
- Information: To provide information on and relevant to the practice of landscape architecture in Canada.
- Education: To provide educational material on trends, techniques, research, landscape architecture practice, and other related topics.
- Internal identity: To strengthen the awareness of CSLA component members regarding their common interests and the activities of CSLA.
- External identity: To inform the public, other professionals, professional organizations, and governments about landscape architecture, landscape architects and the CSLA.

In order to achieve the purposes of the magazine, the following goals are given high priority:

- Provide information about contemporary landscape architectural practice, about advances in landscape architectural theory, and about current landscape architectural research for landscape architects and the general readership.

- Provide information on landscape architectural matters that are particularly Canadian, including national, provincial, regional, and local concerns of national interest.
- Provide information about recent and upcoming events of interest regarding landscape architecture.
- Provide information about the structure, goals and activities of the CSLA and its Component Organizations.
- Provide a vehicle for publication of research and commentary relating to the landscape architectural profession.
- Produce a cost-effective publication of the highest quality substantive content, written expression, and visual appearance, reflecting the aspirations of the CSLA.

The magazine shall be produced and distributed as a national periodical that combines aspects of a professional magazine and an academic journal.

Material to be Selected for Publication

- The content of the magazine should rely to the greatest extent possible on materials written by members of the CSLA components.
- The magazine should include articles from all regions of Canada.
- The magazine should include material in both of Canada's official languages and should reflect CSLA policies related to languages.
- Emphasis should be placed on use of graphic materials to illustrate each article.
- The magazine should include a variety of content, including practice, theory, and research.
- The magazine should include some material of interest to, or written by, landscape architecture students. In particular, the magazine should provide some recognition of conferences and meetings held by or including Canadian landscape architecture students.

6.3 Awards of Excellence

The CSLA Awards of Excellence recognize and encourage excellence in all aspects of the landscape architecture profession.

The Purpose of the Program is:

- to recognize and promote excellence in all aspects of the profession
- to promote a strong awareness of landscape architecture as a profession among related professions, potential clients, and the general public.

Landscape architects and other allied professionals practising in Canada, the United States, or around the world are eligible to enter, provided that at least one member of the design / planning / research team is a member in good standing of the CSLA and played a substantial role in the project;

Types of Awards

Submissions shall be judged and awarded at both national and regional levels.

Honour Awards may be given to all work which shows superior professional accomplishment.

Merit Awards may be given to all work which shows a high degree of professional accomplishment.

Citation Awards may be given in recognition of certain outstanding features of a submission.

Regional Awards for international projects will be made according to the CSLA component association of which the entrant is a member.

The annual CSLA Awards of Excellence is organized by a CSLA committee. The jurying of the awards takes place in Winnipeg in late February.

Jury

The jury is composed of CSLA members who are nominated by their component association.

The OALA, BSCLA and AAPQ select a representative for this jury annually.

MALA, AALA and SALA alternate their nominations every third year. NLALA, NWTALA, NuALA and APALA select a representative as their circumstances permits.

6.4 Recognition Awards

All CSLA Awards are in the form of a certificate unless otherwise indicated.

CSLA President's Award

The CSLA President's Award is the honour the President of the Canadian Society of Landscape Architects may bestow upon a CSLA member for outstanding contribution to the profession.

CSLA Lifetime Achievement Award

The Lifetime Achievement Award is to recognize a landscape architect whose lifetime achievements and contributions to the profession have had a unique and lasting impact on the welfare of the public and on the environment.

CSLA Teaching Award

The CSLA- AAPC Teaching Medal recognizes an individual who has made a substantial and significant contribution to landscape architecture education.

CSLA Community Service Award

CSLA Community Service Awards recognize public agencies and community groups who have contributed significantly to environmental responsibility. These awards provide an opportunity to develop awareness of others who share our goals and to promote our profession's commitment to environmental sustainability.

CSLA Schwabenbauer Award

The Schwabenbauer Award may be granted annually to one or more worthy members of the CSLA-AAPC in recognition of their unselfish and devoted service to the CSLA at the national level over a period of not less than five years.

CSLA Student Awards

The CSLA Student Award of Merit recognizes a graduating student who, in the opinion of their school, exhibits outstanding imagination, innovation and ingenuity in their studies of Landscape Architecture, and who has contributed service to the profession and their school. The selection is made by each individual school. The Award is a certificate and a cheque in the amount of \$1000.00

6.5 College of Fellows

This is the highest honour bestowed by CSLA.

Members eligible for nomination to Fellowship are landscape architects with at least twelve continuous years as full members of CSLA. They also should be recognized as having made outstanding contributions to the profession through excellence in executed works, administrative professional work in public agencies, in professional university instruction, in professional writing, through service to the community or the public, or in direct service to the Society.

6.6 Accreditation Council

There are six accredited landscape architecture programs in Canada:

University of British Columbia	MLA
University of Manitoba	MLA
University of Guelph	MLA and BLA
Université de Montréal	BLA

Each of the six university programs is required to obtain accreditation every five years. They are each charged annual fees of \$1,500 per program.

6.7 World Landscape Architecture Month

One of the key communication tools of WLAM celebrations is the CSLA World Landscape Architecture Month poster. Each year the CSLA sponsors a poster competition, and the winning poster design is distributed across the country to our component associations, schools, members and professional offices, and to public governments and organizations.

6.8 IFLA

The International Federation of Landscape Architects (IFLA) is the body representing Landscape Architects worldwide. Its purpose is to coordinate the activities of member associations when dealing with global issues, and to ensure that the profession of landscape architecture continues to prosper as it continues to affect the design and management of our environment.

The CSLA appoints a representative of the Board of Directors to the IFLA and, on a rotating basis, hosts the IFLA Conference.

6.9 Advocacy Task Force

The purpose of the Advocacy Task Force is to raise the profile of Landscape Architects and the role we play in creating healthy, safe, enjoyable, and sustainable environments.

The Committee recognizes that the CSLA should focus on national issues, while components focus on/provincial / local issues; but that both approaches are important and inter-related.

7. CSLA Executive Director

7.1 Delegation of Authority

The Board contracts with the Executive Director for the management and administration of the Society. The Executive Director is responsible, within parameters established by the Board, for determining the methods by which the Board's directions and policies will be executed and the desired outcomes achieved.

The Executive Director is employed by the Board of Directors and is, therefore, responsible to the Board as a whole rather than to individual members of the Board. S/He is required to implement policies as determined by the Board and consistent with the requirements of any legislation or regulations. In the exercise of these responsibilities, the Executive Director is:

- Authorized to expend funds within the limits of the annual budget and operating plan approved by the Board;
- Responsible for bringing to the attention of the Board, the need for special and exceptional expenditures not included in the budget;
- Required to report to the board if it is not possible to operate within the limits of the budget approved by it;
- Expected to serve as an advisor to the board on policy and program issues which affect the services provided by the Society;
- Required to provide the Board with the information it requires to govern effectively, make informed decisions and monitor the overall performance of the Society in achievement of approved goals.
- Responsible for employing staff members within the classifications and salary ranges approved by the Board. Board members should bear in mind that the staff are responsible to the Executive Director or to a person designated by him or her, not the Board as a whole or any individual officer or director. In the supervision, direction and deployment of personnel, the Executive Director is governed by the documented personnel practices and procedures approved by the Board.
- Specific responsibilities are described in the policies related to responsibilities of the Board, the roles of President, of other Officers and individual members, and in the job description of the Executive Director.

The Board's job is generally confined to establishing broad policies for achievement of the Society's objectives. It delegates responsibility for execution of those policies to the Executive Director. All Board authority delegated to staff or volunteers is delegated through the Executive Director, so that the authority and accountability of staff and volunteers derives from the authority and accountability of the Executive Director.

The Board of Directors as a group, rather than individual directors, officers or committees is responsible for providing direction to the Executive Director within the context of Board policies.

Recruitment, selection and appointment of an Executive Director are, along with performance monitoring, among the most important responsibilities of the Board. Appointment of an Executive Director requires the approval of an eighty percent (80%) majority of the incumbent directors. Ideally, an Executive Director's appointment should be made with the confidence of the full Board.

In the event that the Executive Director's performance is deficient or there is loss of confidence in the incumbent, the Board, as a whole, is responsible for ensuring, as amicably as possible, a termination of the relationship. Dismissal of the Executive Director shall require fifty one percent (51%) of the full Board of Directors (all director positions normally filled, regardless that some of these positions may be vacant) voting in favour of dismissal at a meeting duly called to consider such action.

The Executive Director is the sole official link between the Board of Directors and the organization that it governs. The responsibilities of the Executive Director are carried out either directly or through delegated authority and in compliance of the parameters established by Board policy and directives. Consequently, the Executive Director's job contributions can be expressed as performance with respect to six components:

- Executive Director's Job Description
- Annual performance objectives negotiated with the Board through its Executive Committee.
- Organizational achievement of operating plan and the Society's objectives.
- Organizational operation within the boundaries established in Board policies.
- Quality of relationship with staff and/or contractors and volunteers
- Quality of relationship with stakeholders.

The essence of the performance evaluation shall be results-focused rather than subjective or personality oriented. The annual evaluation will provide an over-all assessment of performance relative to this policy statement and its employment contract with the Executive Director.

7.2 Procedure

The Executive Director will, at the beginning of each fiscal year, draft objectives for that year and discuss these with the Executive Committee, prior to presenting them to the Board for approval.

The Executive Director shall, at the end of the fiscal year: (i) complete a written self-evaluation of progress on meeting objectives so approved by the Board; (ii) complete a report on overall Society performance for the preceding year; (iii) solicit feedback on his/her performance from those staff and/or service providers and volunteers reporting directly to the Executive Director and synthesize the highlights of this feedback in a report. These reports will be provided to the Executive Committee.

The essential elements of this material, along with Board members' observations of the Executive Director's interactions with the Board and with key stakeholders throughout the year shall form the basis of the evaluation.

The President will obtain input from the officers of the Board, directors and committee chairs and prepare a written evaluation of the Executive Director's performance. The President will provide a summary of the performance review to the Board at its last meeting in the fiscal year or immediately thereafter. The Board will meet in-camera without the Executive Director for the specific purpose of reviewing the performance evaluation.

The President will bring the results of this performance appraisal including specific areas of outstanding performance and any deficiencies in the performance of the Executive Director to his/her attention in writing. The President shall meet with the Executive Director along with another Board member to discuss the evaluation. The Executive Director shall be provided with a reasonable opportunity to redress any deficiencies in performance.

The President shall provide the Executive Director with more informal feedback on his/her performance on a regular basis as issues may arise and at least once midway between formal appraisals.

8. CSLA Board

8.1 Board Structure and Officers

The structure and mandate of the Society are defined by the legislation under which it is incorporated, any special purposes legislation governing its mandate, the letters patent, the bylaws, and these governance policies enacted under the authority of the Bylaws.

The Board of Directors is comprised of twelve members; ten directors who are elected or appointed by Component Associations and the President and President Elect. The Board may appoint the Past President, who has served as the past President of the Board, as an ex officio director for a term not exceeding one year. All directors must be members of the Society.

The following standing committees of the Board are established in the Bylaws: Executive Committee of the Board of Directors, Nominating Committee, Accreditation Council and College of Fellows.

Task Force committees and working groups may be established by the Board from time to time to carry out certain tasks or make recommendations to the Board on specific issues. Task Force committees should be automatically disbanded by a board motion when the task is completed or no longer relevant. Terms of Reference outlining committee membership, mandate and procedures are required for all committees. The Chair of the committee is responsible to define the terms of reference. The Board President is an ex officio member of all committees excepting the Accreditation Council.

The Board will develop a plan and objectives for its own work in support of the Society's Goals as articulated in the approved Strategic Plan and the annual operating or business plan.

Officers

Officers of the Society are in the service of the Board. Officers may not be directors or members. More than one office may be held by the same person. Officers shall be subject to removal by resolution of the Board of Directors at any time. These are appointed or elected persons to perform the officer roles. Individual officers may not act in place of the Board except when acting together as an Executive Committee in accordance with the Bylaws and policies. Officers sign all by-laws and other such documents requiring signature of officers of the Society.

The President

The role of the President is to ensure the integrity of the Board's processes. The President is the only Board member authorized to speak for the Society, unless this is specifically delegated to another Board member. The President of the Society assumes the office and responsibilities of the President of the Board. The President shall hold office for one year and until the successor is appointed in their stead.

The President presides as the 'manager' of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the President is responsible for ensuring that the work is conducted efficiently and effectively. The President has no authority to make decisions outside the Bylaws or the parameters of policies created by resolution of the Board.

The President will set the agendas for meetings of the Board with input from the members of the Board and with the assistance of the Executive Director.

The President will plan the conduct and timing of Board meetings in conjunction with the Executive Director and will chair meetings of the Board, Executive Committee and general membership.

The President will ensure that the Board is properly informed about the operations of the Society and has the information and opportunity necessary to come to decisions on matters within its purview.

The President will be the Board's primary liaison with the Executive Director, who is responsible for the execution of Board policy and directives, and for determining the means, organizational structure and management processes necessary to achieve the Society objectives.

The President will act as public and media spokesperson for the Board and Society.

The President-Elect

In addition to assuming the responsibilities of the President during his/her absence, the Vice-President role includes performing other duties prescribed from time to time by the Board, coincident to the office. The President-Elect assumes the office and responsibilities of the Vice-President of the Board. The President-Elect shall hold office for one year and until a successor is elected in their stead.

The Treasurer / Chair, Finance Committee

The Treasurer role includes monitoring the financial activities of the Society; ensuring that complete and accurate records are kept of all of the Society's financial matters in accordance with generally accepted accounting practices; acting as a signing authority for the Society as approved in the Bylaw or by resolution of the Board; providing the Board, monthly or as otherwise required, a report of all financial transactions and of the financial position of the Society ; recommending a competent auditor to be appointed annually; and, collaborating with the auditor review and presentation of annual audited financial statements. The President-Elect assumes the office and responsibilities of the Treasurer of the Board. The President-Elect shall hold office for one year and until a successor is elected in their stead.

The Secretary/Executive Director

The Secretary shall ensure that all administration and secretarial functions are performed for the Board and Executive Committee, and that records are kept of all proceedings and transactions. The Secretary is the custodian of the corporate seal and of all official books, papers, records, documents and correspondence of the Corporation. The Executive Director assumes the office and the responsibilities of Secretary of the Board. The Executive Director shall hold office as is outlined in the contract and as the Board of Directors requires.

- Oversee the keeping of records of meetings, policies, membership and any other records required by law.
- Ensure that minutes are taken at all regular and special meetings of the Board of Directors.
- Ensure that copies of minutes, agendas and reports are circulated to Board members prior to each meeting.
- Maintain, and ensure the continued maintenance of, the files and records of the Society to be passed on to future officers and directors and ensure the security and confidentiality of all such files and records.

8.2 Role and Responsibilities of the Board

Each Board member is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the exercise of the major duties of the Board outlined above, members are responsible to exercise due diligence in the performance of their duties. They are responsible to:

- Be informed of the articles of incorporation and legislation under which the Society exists, its by-laws, mission, values, code of conduct, and policies as they pertain to the duties of a Board member.
- Keep generally informed about the activities of the Society and the community, and general trends in the industry in which it operates.
- Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board.
- Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances.
- Offer their personal perspectives and opinions on issues that are the subject of Board discussion and decision.
- Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Maintain solidarity with fellow directors in support of a decision that has been made in good faith in a legally constituted meeting, by directors in reasonably full possession of the facts.
- Ask the directors to review a decision, if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership.
- Work with the staff of the Society on committees or task forces of the Board;
- Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies;
- Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Society's Bylaws and policies

Primary Board responsibilities generally fall within eight general areas: Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation and Advocacy; Management of Critical Transitional Phases; and, Complaints Review.

Planning

One of the most important responsibilities of a Board of Directors is to provide general guidance and direction for an organization. A comprehensive framework for planning, setting priorities, management and budgeting is essential to effective and responsible organizational stewardship. Good planning results in better communication and a better understanding of how various parts of an organization work together to produce desired results.

Strategic Plan - The Board of Directors, with the assistance of staff and in consultation with key stakeholders, establishes the Society's overall direction through the development and approval of a Strategic Plan. This plan provides a tentative blueprint for the Society's direction and activities for the next three to five years based on internal and external factors that may bear on the resources and direction of the organization. It identifies the "key areas" in which the Board wants to focus the activities of the organization and general goals for each of these areas.

Annual Operating Plan - The Society's management develops annual operating plans and budgets based on the general blueprint contained in the Strategic Plan. These become the focus of work throughout the organization over the next twelve-month period. They will contain estimates of service demand for the year as well as objectives for improvement in key areas of the Society's activity. The Society's annual operating plan will be the

basis of its yearly budget containing revenues and expenditure forecasts related to planned volumes of service. This plan will contain more specific objectives than contained in the Strategic Plan; expected results for each objective; the time period during which those results will be sought; and, criteria for measuring the achievement of those results. The annual operating plan, together with service statistics and budget forecasts are presented to the Board for review, amendment and approval.

Planning Cycle - The development and approval of the Strategic Plan takes place in a three to five-year cycle with progress monitored regularly against targets set in the annual Operating Plan and Budget. Performance against interim targets is monitored each quarter of the fiscal year. The third-quarter review begins a thorough analysis of performance and produces projections of the expected yearend results. Preliminary planning for the coming year's operating goals takes place at the end of the third quarter and is completed late in the fourth quarter with refinements based on actual prior year results concluding in the first quarter. Service targets and forecasts of financial resources and constraints enter into the final preparation of the coming year's budget.

Financial Stewardship

The Board is responsible to review and approve the annual operating and capital budgets; secure adequate financial resources; ensure development of financial management and inventory control systems adequate to properly record financial transactions and control of assets; monitor efficient use of resources; and, ensure the establishment of proper financial controls and policies. The Board achieves this reporting to the members at the AGM on the previous, current and future years' budgets and activities, by presenting an approved Annual Report to the members, and by undertaking periodic member surveys.

Human Resources Stewardship

The Board is responsible for ensuring the establishment of personnel policies to govern the management of staff and volunteer resources; recruiting, supporting and evaluating the performance of the Executive Director; providing guidelines for staff compensation; succession planning to ensure smooth transition in both board and senior staff positions; and, monitoring compliance with legislative and regulatory requirements.

Performance Monitoring and Accountability

The Board is responsible for ensuring that adequate systems are in place for monitoring organizational performance; monitoring the general performance of the organization against legislative and regulatory requirements and approved objectives of the organization; and reporting to members, donors and other key stakeholders.

Risk Management

The Board is responsible to ensure that by-laws are current; that governance practices are consistent with the by-laws; adequate insurance provisions are in place to protect the organization and board from potential liabilities; resources are sufficient to minimize risk to employees and volunteers; compliance with statutory and regulatory requirements; that policies are respected in actual practice; and, adequate contingency plans are in place to protect against reasonably anticipated crises.

Community Representation and Advocacy

The function of public relations is to assist the Society in achieving its goals and objectives through the development and execution of programs designed to earn public understanding and support. The Board is responsible to represent the organization positively to the community; to fairly represent community

perspectives to the organization; to ensure community input to its planning; and, to advocate for adequate resources to fulfill the organizational mandate.

Authority to speak on behalf of the Society shall rest with the President and/or Executive Director. This authority may be delegated by either of them to others in the Corporation within their special fields of competence or knowledge.

In General

The President will represent the Society on matters of Board policy and the Executive Director will represent the Society on operational issues. Either may represent the Society on issues related to advocacy on behalf of the mandate of the Society. Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions but care should be taken by individual directors to distinguish these from positions of the Society.

The Board is responsible for management of critical transitional phases and events. These include turnover in key positions in the board and senior management; rapid growth or decline in resources; labour relations disputes; and, issues of significant public controversy.

The Board's job is to govern the affairs of the Society within the framework of relevant legislation and standards. The Board of Directors, representative of the Society's membership, is given the legal corporate authority and responsibility for the achievement of the organization's mission, for its stability and for provision of systematic linkage with other organizations engaged in the pursuit of similar objectives, and the community at large. It is responsible for ensuring that it has adequate information to monitor performance of the Society.

The Board as a whole is responsible to the membership, and if applicable, to those government and individual or corporate donors who provide funds contributing to the operation of the Society. The Board is also accountable, in a more general sense, to exercise good stewardship of the Society on behalf of the trust placed in it by the key stakeholders (Component Associations), general public, staff, volunteers and other stakeholders. Individual members of the Board are elected and/or appointed under the authority of the Bylaws and are responsible to the members of the Society who elect or appoint them. However, they have no authority to act or give direction individually other than in such a manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual Director or officer or employee or member of a committee; however the Board retains ultimate responsibility and accountability.

The Board will account to the membership, donors, and key stakeholders through annual and periodic reports on the activities and finances of the Society, annual audited financial statements, providing access to minutes of Board meetings (except in-camera portions), receiving representations from and consulting with key stakeholders and generally operating in an open and transparent manner.

8.3 Major Duties of the Board

- Oversee development and approval of a strategic plan and approve annual budgets and operating plans;
- Define and/or safeguard the organizational mission, the values framework and operating principles within which it expects the Society to be administered, and to review these periodically;
- Govern the Society through broad policies and planning objectives approved by the Board, formulated with the Executive Director, and review these periodically;

- Select and support an Executive Director to whom the responsibility for administration of the Society is delegated;
- Review and evaluate regularly the performance of the Executive Director on the basis of a specific job description and approved objectives;
- Seek and secure sufficient resources for the Society to finance its programs adequately;
- Account to the membership, key stakeholders, donors and public for the services of the Society and expenditures of funds;
- Ensure and demonstrate prudent and proper management of the Society's resources;
- Approve and periodically review personnel policies within which staff will be managed;
- Regularly review the Society's services to ensure that they are consistent with the purpose of the Society and that its programs are effective and relevant to member needs;
- Provide continuity for the Society and opportunities for citizen participation;
- Represent the Society and its programs through interpretation to the community;
- Serve as an advocate for services of professional and good quality.

8.4 Governance Approach

Governance is the exercise of authority, direction and control of an organization in order to ensure its purpose is achieved. It refers to who is in charge of what; who sets the direction and the parameters within which the direction is to be pursued; who makes decisions about what; who sets performance indicators, monitors progress and evaluates results; and, who is accountable to whom for what. Governance includes the structures, responsibilities and processes that the board of an organization uses to direct and manage its general operations. These structures, processes and organizational traditions determine how authority is exercised, how decisions are taken, how stakeholders have their say and how decision-makers are held to account.

Governance policies formalize the roles and responsibilities of the Board and establish its functions and practices. They outline how governance is supposed to work.

The Board of Directors represents the "ownership" or membership of the Society. It is the legally constituted authority responsible directly for prudent oversight of the Society's operations. It is responsible for the articulation (and/or safeguarding) of the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the Executive Director to manage the Society's operations.

The Board will focus on strategic leadership rather than administrative detail, policy rather than operational matters. It will establish and respect distinctions between Board and staff roles and manage any overlap between these respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability. In this spirit the Board will:

- Direct, control, and inspire the Society through careful deliberation and establishment of strategic direction and general policies.
- Monitor and regularly discuss the Board's own processes, progress and performance. Provide its members with the knowledge necessary to fulfill their responsibilities for the good governance of the Society.
- Be accountable to the general public for competent, conscientious, and effective accomplishment of its obligations as a body.
- Ensure that all business of the Society is conducted in a transparent, legal and ethical manner.
- Board members will at all times conduct their business in accordance with the principles of fair play and due legal process.

- Enforce upon itself and its members the behavior that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of roles, maintaining a unified front as a board, and monitoring and correcting any tendency of directors to stray from the principles of governance adopted in these policies. It will allow no officer, individual, or committee of the Board to neither usurp this role nor weaken this discipline.

8.5 Board Meetings

Meetings of the Governing Board will be determined by the Board President. “In-camera” meetings when dealing with confidential matters will be identified on the agenda.

Robert's Rules of Order will be followed unless the Board has explicitly substituted an alternative procedure. Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board meetings as required. Board members who are absent, without excuse, from three consecutive meetings are automatically considered to have resigned their position. In the event such a member wishes to be reinstated, a letter of request must be sent to the Board; the Board shall then make a decision by motion regarding reinstatement as well as any terms associated with a decision to reinstate if such is the decision.

8.6 Board Decision-Making

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board (two-thirds) is present. A quorum is required for the transaction of any business of the Society. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of board members can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favorable vote of a majority of the members present, regardless of abstentions, is required for approval.

Directors have the right to discuss questions before the board and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Conduct and procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

The following items may be considered in-camera upon an approved motion of the Board:

- Personal matters about an identifiable individual
- Labour relations or employee negotiations
- Litigation or potential litigation
- Receiving advice that is subject to solicitor-client privilege
- Matters falling under the Municipal Freedom of Information and Protection of Privacy Act
- Matters of personal conflict between members of the Board as outlined in this governance policy
- Any other matters which, the public discussion thereof, the Board, by a two-thirds (2/3) majority vote, determines would be prejudicial to the interests of the Society or its members.

8.7 Board Expenses

Board members are entitled to be reimbursed for pre-approved expenses occurred during activities required to carry out their duties on behalf of the Society. Budgets for the same are approved in the Society's annual operating budget. Meeting expenses for travel, meals and accommodation for directors shall be at the component organization's cost unless otherwise approved and contained within the annual operating budget.

8.8 Board Conduct and Performance

Board members and staff are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions. The Code of Conduct is a statement of essential principles intended to govern the conduct of the Board and staff of the organization.

Board members and staff of the organization will at all times conduct themselves in a manner that:

- Supports the objectives of the Society
- Serves the overall best interests of the Society rather than any particular constituency
- Brings credibility and good will to the Society
- Respects principles of fair play and due process
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of the Society
- Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of the Society
- Ensures that the financial affairs of the Society are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship
- Avoids real or perceived conflicts of interest
- Conforms with the Bylaw and policies approved by the Board, in particular this
- Code of Conduct, the Oath of Office and Confidentiality and Conflict of Interest policies
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the Society's business

The Board shall periodically review its own progress on work plan objectives and its effectiveness. It shall conduct a formal assessment of its own performance annually at the same time that it reviews the performance of the Executive Director and shall take any steps for improvement in its governance practices suggested by such review.

Board members are commonly recruited to bring diverse views on issues to Board debates and decision-making. Constructive disagreements between Board members are encouraged in a well-functioning Board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of Board debate, disagreements sometimes degenerate into serious conflict on issues or between personalities. The Board President is responsible for managing such conflicts. A neutral Board member or third party should be selected if the Board President is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

The following techniques are suggested to assist in managing issue-based conflicts:

- Acknowledge the value and importance of divergent views in informing decision-making.
- Practice and encourage good listening skills, understanding and respect. Clarify the ground rules for effective communication: confidentiality of discussions, allowing others to have their say, listening to understand, group ownership of problems and solutions, and focus on issues rather than personalities or personal attacks.
- Assist the parties in defining the issue. State what you understand to be the substance of the issue and seek agreement between them on a clear definition of the issue. Name the problem.
- Seek agreement on the objectives, outcomes or decisions sought by placing this item on the board agenda.
- Assist the disputants to identify and expand points of agreement.
- Assist them in identifying why this issue is important to them rather than encouraging more debate on who has the best solution/idea.
- Ask each to 'step into the other's shoes' and 'role play' the debate from the other's perspective.
- Paraphrase or summarize the discussions repeatedly until they've reached consensus on points of agreement and disagreement.
- Encourage both parties and other board members to suggest new insights or compromises. Seek agreement on a compromise.
- Re-state the favoured solution. Check with both parties to see if it is acceptable and will allow them to resolve the matter.
- Table the item to be dealt with after a 'cooling off' period either later in the meeting, at a future meeting of the board or privately with the parties outside a board meeting.

The following techniques, in addition to those suggested for managing issue-based conflicts, are offered to assist in managing conflicts based on personality, personal or political agendas, or other more deeply rooted factors too time-consuming and disruptive to deal with during Board meetings:

- Do not waste valuable Board time and energy in attempting to resolve such conflicts at the board table.
- Meet with the parties individually outside the board meetings to express concern about the negative effect of their conflict on Board deliberations, attempt to define the issues and seek a resolution of the conflict.
- Meet with the parties together to determine whether an accord can be reached between them that will allow the Board to function effectively with their continued membership. Seek to mediate their conflicts.
- In the event that such an accord cannot be reached then suggest that either or both parties consider resigning their positions as directors of the corporation.
- Recommend disciplinary action to the Board in the event that resignations are not forthcoming.

8.9 Conflict of Interest

Members of the Board of Directors shall act at all times in the best interests of the Society rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the Society in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

Board members are considered to be in a "conflict of interest" whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board. A conflict of interest may be "real", "potential" or

“perceived”; the same duty to disclose applies to each. Full disclosure in itself, does not remove a conflict of interest.

Principles for Dealing with Conflict of Interest:

- The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.
- If the Board member is not certain he/she is in a conflict of interest position, the matter may be brought before the President, Executive Committee or Board for advice and guidance.
- If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board President.
- The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

Resolving conflict of interest disputes:

- The Executive Committee, in a meeting duly called for the purpose, shall review any complaints that a director has violated any provision of the Society's Bylaws, Governance Policies, Code of Conduct, and Oath of Office & Confidentiality Agreement.
- The Executive Committee shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.
- Complaints of a grave nature may be referred to an independent arbiter.
- Allegations of illegal activity shall be immediately referred to police or other appropriate authorities for investigation. Any director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.
- The review of such complaints or disputes shall include an opportunity for the members concerned to present their positions. Executive Committee members who originate or are the subject of such complaints or disputes must declare their conflict and absent themselves from such meetings.
- Every attempt should be made to resolve such matters expeditiously and fairly.
- The recommendations regarding resolution of such matters shall be brought to the Board for approval.
- The ruling of the Board shall be final. Should the member refuse to abide by the ruling the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the President or the board, suspension or a request for the member's resignation.

8.10 Oath of Office

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of the membership and/or circumstances that might identify members. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board. Board members shall agree to an Oath of Office and Confidentiality upon joining the Board of Directors.

Oath of Office and Confidentiality:

I, _____, a director of the Canadian Society of Landscape Architects, declare that, in carrying out my duties as a director, I will:

- Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of the Society.
- Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
- Respect and support the Society's by-laws, policies, Code of Conduct, and decisions of the Board and membership.
- Keep confidential all information that I learn about members, personnel, and any other matters specifically determined by board motion to be matters of confidence including matters dealt with during in-camera meetings of the Board.
- Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of the Society.
- Immediately declare any personal conflict of interest that may come to my attention.
- Immediately resign my position as director of the Society in the event that I, or my colleagues on the Board, have concluded that I have breached my 'Oath of Office'.

Signature: _____

Date: _____

8.11 Responsibilities of the Outgoing CSLA Board Members

CSLA Members leaving the Board are expected to:

- Provide orientation to the incoming representative by arranging an in person or teleconference meeting
- Remit all CSLA Board documents to the Executive Director (these exclude public documents, such as the annual report and strategic plan)

9. Board Committees

Committees have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. They do not have any authority to direct staff although they may, through the Board, ask the Executive Director to allocate resources in support of committee activities. The Board may from time to time establish committees with duties and powers as it deems to be in the interest of the Society.

Except as otherwise established in the Bylaw, each such committee shall be chaired by a director, have the committee membership and terms of reference approved by resolution of the Board, consider matters as are referenced to it by the Board, shall keep records of its activities and recommendations, and, shall report to the board at such intervals as require by the Board.

The composition of the committees shall be generally representative of the Board and, where possible and appropriate, include staff and members of the Society and of the community at large. This is an effective way to add expertise, involve more of the community in the work of the Society and bring to the Society a reflection of public opinion. It shall also serve as a means of recruiting, orienting and screening prospective candidates for the Board.

A committee's function is to bring the experience, expertise and judgment of an individual or group of interested and informed persons to bear on a specific area of the Society's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees, isolate the key issues requiring Board consideration, propose alternative actions, present the implications and make recommendations to the Board for decision. The Board will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition as it deems advisable.

9.1 Standing Committees

Standing Committees are established by and regularly report on their activities to the Board. They are normally chaired by a member of the Board but can be comprised of both Board members and CSLA members-at-large. Standing Committees are mandated to deal with responsibilities that are outlined in the By-laws of the Society. Standing Committees are ongoing and provide written reports at each Board meeting. Society Standing Committees include the Executive Committee, the Nominating Committee, the Accreditation Council, the College of Fellows, and representation at the international level.

9.2 Task Forces

Task Forces are established by the Board and regularly report on their activities to the Board. They are normally chaired by and comprised of members of the Board. These Task Forces have a limited time horizon and a defined sunset clause in their mandate. They are mandated to examine and develop recommendations on Board policy matters and are required to provide written reports at each Board meeting until their task is completed. Examples of CSLA Task Forces have included the National Internship Guidelines Task Force, the Continuing Education Task Force, the Task Force on Finance, the Strategic Planning Committee, and, the Governance Task Force.

9.3 Working Groups

Working Groups are established by the Board President and will either report to the Executive Director or the President depending on the group. They are mandated to deal with operational or management matters on an as-required basis, including the Society's services and programs. Examples of the types of work these groups do for the Society include Communication, Outreach, Education/Professional Development, Awards, Fundraising and Conferences. The committee Chair and members of Working Groups are normally appointed by the Board President and may be comprised of Board members, staff, and/or Society members. It is vital for Board members serving on Working Groups to recognize that they are not serving as members of the Board, but rather, as part of the working group and at the request of the Board President. Written reports are provided to the Board on the activities of the Working Groups through the Executive Director's Report at each Board meeting. Examples of these Working Groups include the Landscapes / Paysages Editorial Board, This Land Documentary Committee, the CSLA Awards Committee and Jury and the Annual Congress Committee.

9.4 Executive Committee

The Executive Committee shall be responsible for determining all administrative policies and decisions of the Canadian Society of Landscape Architects. It reports to the CSLA Board of Directors.

The Governing Board shall appoint an Executive Committee (ExCom) which shall consist of the Officers of the Society which includes the Executive Director. There may be other members appointed to the ExCom as directed by the Board. This designation shall be appointed no later than 60 days following the annual meeting of members. The President chairs the ExCom. The ExCom shall be provided a budget for annual operating expenses. This committee is established under the By-law to enhance the efficiency of the Board and possesses specific powers to make decisions between Board meetings if necessitated by unusual circumstances. Such decisions are subject to ratification by the Board at the next meeting. The ExCom also has responsibility for the annual performance evaluation of the Executive Director and for making recommendations to the Board with respect to his/her performance, continuing tenure and compensation.

According to the CSLA Bylaws, the Executive Committee shall:

- Comprise the President who shall act as committee chair, the President-Elect, additional members as approved by the Board of Directors, and the Executive Director who shall be a non-voting ex officio member of the committee.
- Be provided a budget for annual operating expenses.
- Undertake such duties as assigned by the Board.
- Exercise such powers as are authorized by the Board.
- Hold meetings at any time and place to be determined by the President provided that each Committee member shall be given reasonable notice of meetings, and such notice may be provided by electronic means. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Travel costs of Excom will be covered for the yearly additional meeting in the Excom budget for the President, President-Elect, Past-President and Executive Director.

The Past President shall be a non-voting member of the Executive Committee.

9.5 Finance Committee

The Finance Committee is chaired by an ex-officio member appointed by the Board of Directors. The Chair of the Finance Committee assumes the role of the treasurer of the CSLA. The Executive Director is also a member of the Finance Committee.

Mandate

The CSLA Finance Committee shall:

- Supervise the preparation of the budget, approve the budget and recommend its approval to the Board of Directors;
- Recommend the CSLA annual dues levels to the Board of Directors;
- Monitor the financial performance of the association in relation to its budget;
- Monitor compliance in relation to the financial objectives as may be set from time to time by the Board of Directors;
- Review investments and transactions that could adversely affect the well-being of the Association;
- Recommend appropriate initiatives to communicate with members;
- Recommend the appointment of auditors and liaise with auditors as appropriate;
- Report regularly to the Board;
- Ensure objectivity.

Responsibilities

- To carry out its mandate in the interests of the Board of Directors. It is understood that the Finance Committee has no authority, other than to submit recommendations to the ExCom and Board.
- To support the Executive Director's role.
- To ensure financial responsibility and competent management.
- To provide expertise and attention to detail on behalf of the Board of Directors in relation to all financial matters of the Association.
- To liaise with stakeholders at the Component level to ensure the views of Components are incorporated.
- To attend all Finance Committee meetings as called.
- To review, annually, the Terms of Reference and forward to the Board.

Term of Membership

- One year term, reviewed on an annual basis.

9.6 Nominating Committee

The Nominating Committee shall be chaired by the Past President of the Board. The committee members include the President and President-Elect. The Committee is responsible for:

- Developing a list of Members' names and recommend prospective candidates to the Board, based on skills, experience and diversity criteria necessary to ensure representation and effective governance;
- Interviewing and verifying prospective candidates fully explaining duties and responsibilities;
- Recommending suitable nominees to the Board not less than four months prior the annual membership meeting;
- Ensuring that the elected officer receives proper orientation to their responsibilities.

The Nominating Committee will maintain a file of all interested candidates who have been so reviewed.

According to the bylaws, the Nominating Procedure shall be as follows:

- No fewer than 120 days prior to the Society's annual general meeting, the Nominating Committee shall submit, to the Board, a list of Voting Members who are willing to stand for election as a Director and to the position of President-Elect.
- No fewer than 90 days prior to the Society's annual general meeting, the Executive Director shall send the list of nominees to all Voting Members.
- Additional nominations, signed by at least five Voting Members, may be submitted to the Executive Director up to 60 days prior to the Society's annual general meeting. The submission shall be accompanied by a written acceptance from the nominee.
- No fewer than 40 days prior to the Society's annual general meeting, the Executive Director shall mail an official ballot to all Voting Members;
- The ballot (or facsimile thereof) shall be marked by the Voting Member (without identification), and mailed to the Executive Director in a cover envelope bearing the voter's name and return address. It shall be postmarked no fewer than 15 days prior to the Society's annual general meeting;
- Prior to opening the envelope, the Executive Director shall determine voting eligibility, and check the voter's name on a copy of the Membership roster reserved for that purpose. The Executive Director shall prepare a written report regarding the voting results for the President to announce at the annual general meeting.

It is desirable that candidates would normally meet or exceed the following requirements:

- be a resident of Canada;
- have served the profession in a series of progressively senior roles in the management/administration of a Component Association;
- have served the profession at the National level as a member of one of more of the organizations that oversee the profession in Canada (i.e. the Board of Governors of the CSLA, the College of Fellows, the Accreditation Council, and /or the Academic Council);
- have demonstrated experience in organizational management, multi-disciplinary team management, budgeting and financial management, and oral and written communications; and
- have demonstrated a commitment to, and a vision for, the profession of landscape architecture in Canada.

10. Maintenance and Approval of the Board Manual

In September, 2012, the Board approved the following motion:

MOTION: 2012.9.13 – 6: Moved by Peter Briggs and seconded by Raquel Penalosa that the Executive Director prepare annually a list of recommended changes to the Board Manual for approval. Motion unanimously approved.

In December, 2012, the Board Manual was approved by the CSLA Board of Directors as presented.

11. Corporate Policies Manual

The following policies are found in the CSLA's Corporate Policies Manual:

1. Policy and Procedure on the Orientation of New CSLA Board Directors
2. Annual General Meeting Policy
3. Audit Policy
4. Bulletin Policy
5. Component Travel Subsidy Policy
6. Congress Policy
7. Dues Policy
8. IFLA Representative Policy
9. Insurance Policy
10. Landscapes/Paysages Policy
11. Privacy Policy
12. Reserve Fund Policy
13. Code of Ethics (under review)

For further information, or to obtain a printed copy of the CSLA Board Manual, contact:

Michelle Legault, Executive Director
Canadian Society of Landscape Architects
P.O. Box 13594
Ottawa ON K2K 1X6
1-866-781-9799
executive-director@csla.ca

www.csla-aapc.ca