



Assessing Component Effectiveness through Good Governance

Terrence (Terry) Ona, Sr. VP & General Counsel

The American Institute of Architects

Moderator: Jennifer Rittler, AIA, NOMA, LEED AP BD+C

Moody Nolan





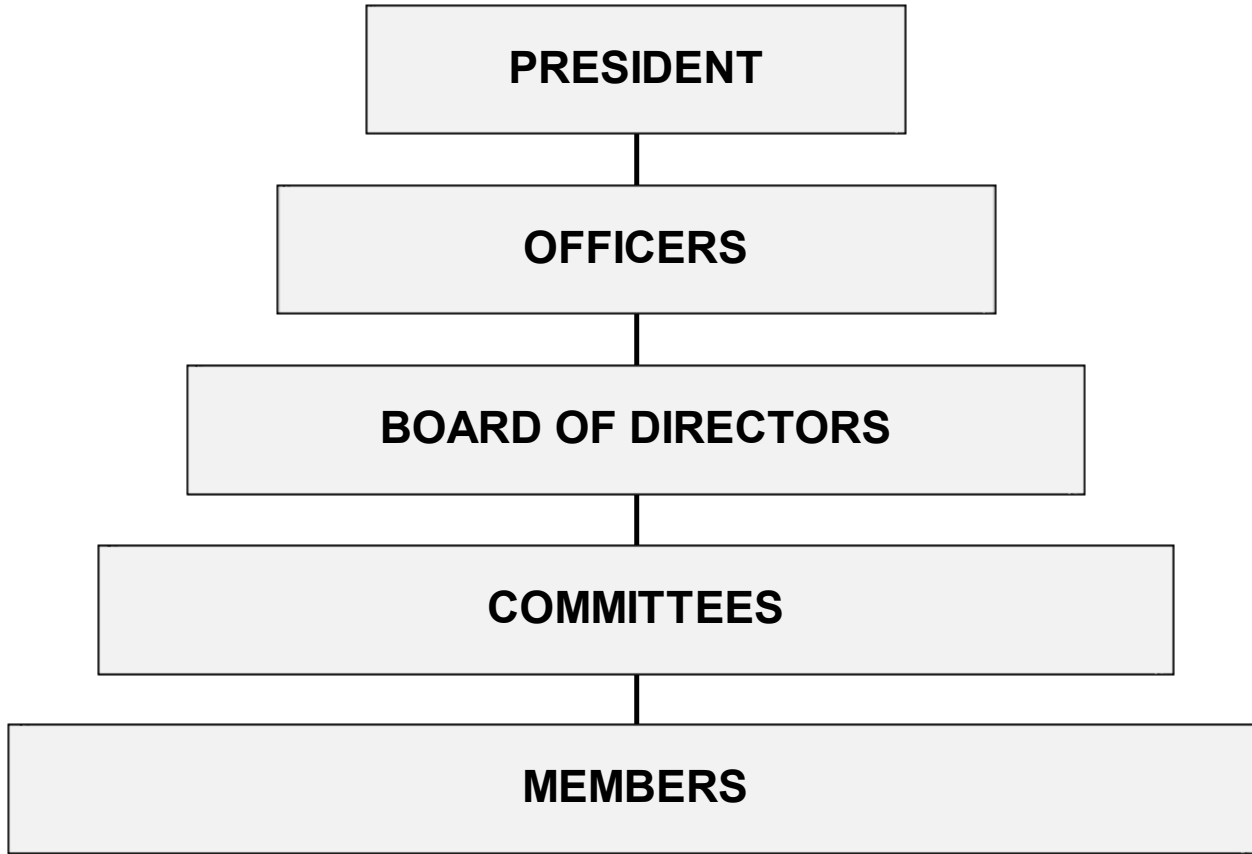
**What does it mean to be
effective?**

What is good governance?

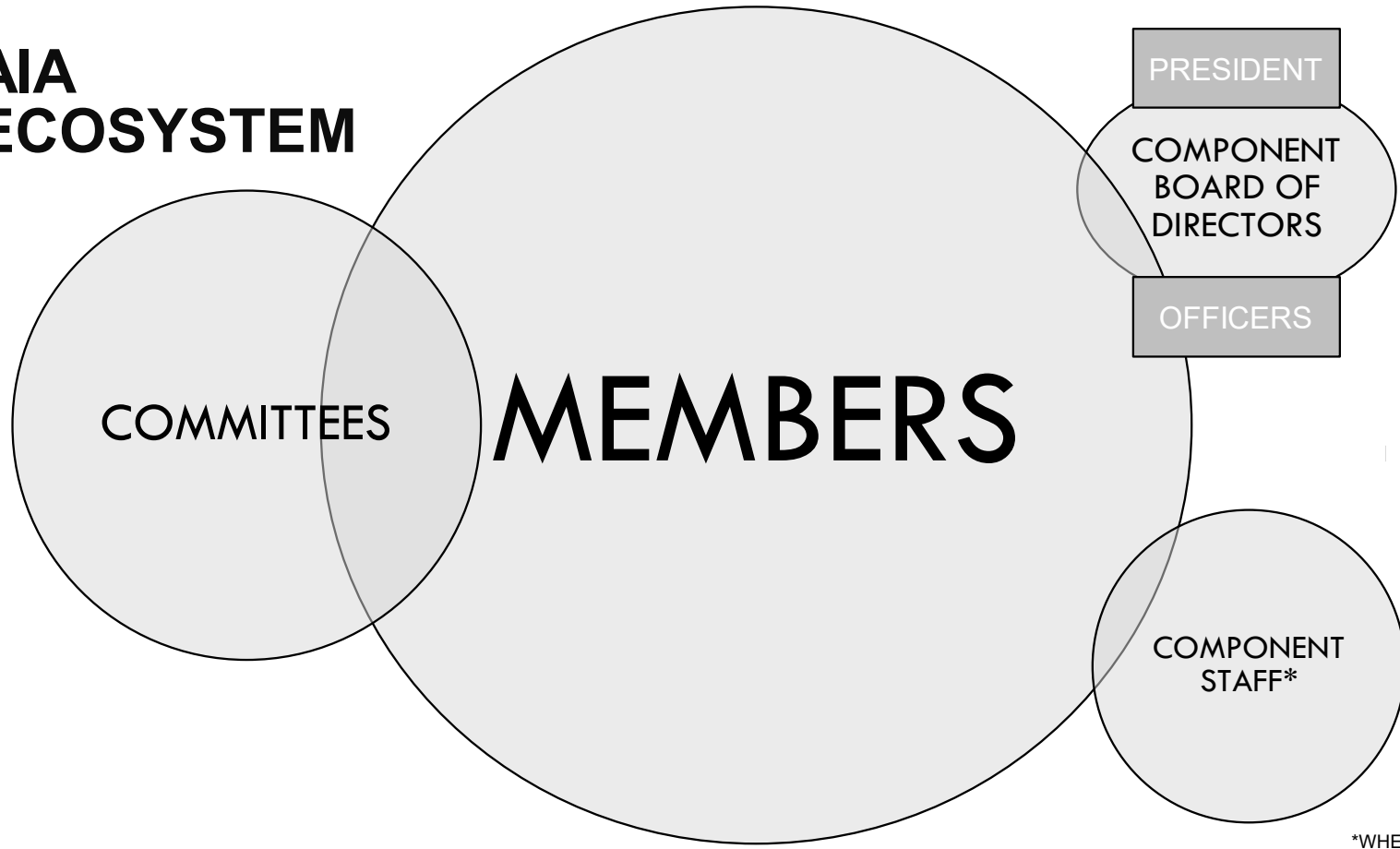
Right mindset
+
Correct structure

Mindset

Sidebar: fiduciary duties...



AIA ECOSYSTEM



*WHERE APPLICABLE

Successful board chairs

Mark Engle, FASAE, CAE, and Thomas Dolan, FASAE, CAE

HOW THEY ACT (They are...)	WHAT THEY DO
Solicitous	Lead the organization
Inquisitive	Facilitate board meetings
Trusting with integrity	Participate in board meetings
Direct	Partner with staff
Proactive	Protect board and organizational culture
Passionate	
Committed	
Available	

Good characteristics of exceptional boards & leaders

- Visionary
- Engaged
- Judicious
- Accountable
- Elevating
- Unified & Diverse

Correct structure



Core Member Services requirements

Version 3.0

Governance

- REQUIREMENT** 1. Adopt and comply with written policies, including 1) whistleblower protection, 2) conflicts of interest, and 3) records retention and destruction. If applicable, adopt and comply with a written policy on reviewing the chief staff executive's compensation and benefits. (While not required by law, the IRS examines whether nonprofit corporations have such policies in place.)
- Documentation:
- Provide a copy of the component's policies on whistleblower protection, conflicts of interest, and records retention and destruction.
 - If the component employs a chief staff executive as a direct hire, provide a copy of the component's policy on compensation and benefits reviews for the chief staff executive.
 - Describe how all board members are provided access to these policies.
- REQUIREMENT** 2. International components only: Comply with applicable laws, regulations, and written policies on privacy in the component's host country and geographical region (e.g., the European Union).
- Documentation:
- Provide a privacy statement congruent with the privacy laws and regulations of the component's host country and region.
 - Describe how the component educates its leadership and staff about the privacy statement and the applicable laws and regulations. If the component utilizes vendors, explain if vendors comply with privacy regulations.
- REQUIREMENT** 3. Comply with AIA's policies on antitrust and sexual harassment.
- Documentation:
- Describe how the component complies with and educates its leadership and members about policies on 1) antitrust compliance and 2) avoidance of sexual harassment.
- REQUIREMENT** 4. Adopt AIA's Equity, Diversity, and Inclusion Statement.
- Documentation:
- Describe how the component upholds AIA's Equity, Diversity, and Inclusion Statement.
- REQUIREMENT** 5. Review and update bylaws at least once every 10 years using the AIA Model Component Bylaws as a guide (although updating every five years is recommended). Submit bylaws to AIA's general counsel for review as they are created or amended.
- Documentation:
- Provide a copy of current bylaws, which must include the date they were last amended.

Your responsibilities as a component leader

- Adopt and comply with written policies, including (whistleblower protection, conflicts of interest, records retention and destruction, compensation and benefits.)
- Comply with AIA's policies on antitrust and anti-harassment.
- Adopt AIA's Equity, Diversity, and Inclusion Statement.
- Review and update bylaws regularly.
- Report names of the upcoming year's officers to AIA Component Collaboration & Resources annually by December 31 to ensure that new officers receive leadership communications.

Your responsibilities as a component leader

- Provide orientation for the board of directors annually to engage and initiate board members and improve the board's effectiveness.
- Conduct strategic planning at least every five years and align it with AIA's strategic plan to provide focus and direction for the component's activities.
- State and local components only: Comply with all filing requirements for nonprofit organizations in the component's state. (NOTE: This is one of the requirements that components will report in their annual accreditation "checkup.")

KEY governance considerations

Enabling governing documents to allow for efficient operations – free of distractions

Strategic direction and focus

The right people in the right positions

AIA Bylaws, Section 1.01

“The objects of The American Institute of Architects shall be to organize and unite in fellowship the members of the architectural profession of the United States of America; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever- increasing service to society.”

Thank you.