

CONSOLIDATED TERMS OF REFERENCE APPRAISAL INSTITUTE OF CANADA COMMITTEES

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Appraisal Institute of Canada
Institut canadien des évaluateurs



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GENERAL OVERVIEW

TERMS OF REFERENCE

The Board of Directors recognizes the valuable role that committees have in the administration and advancement of the Appraisal Institute of Canada (AIC). All committees influence the goals, objectives and outcomes of the organization and receive their authority from and are accountable to the Board of Directors.

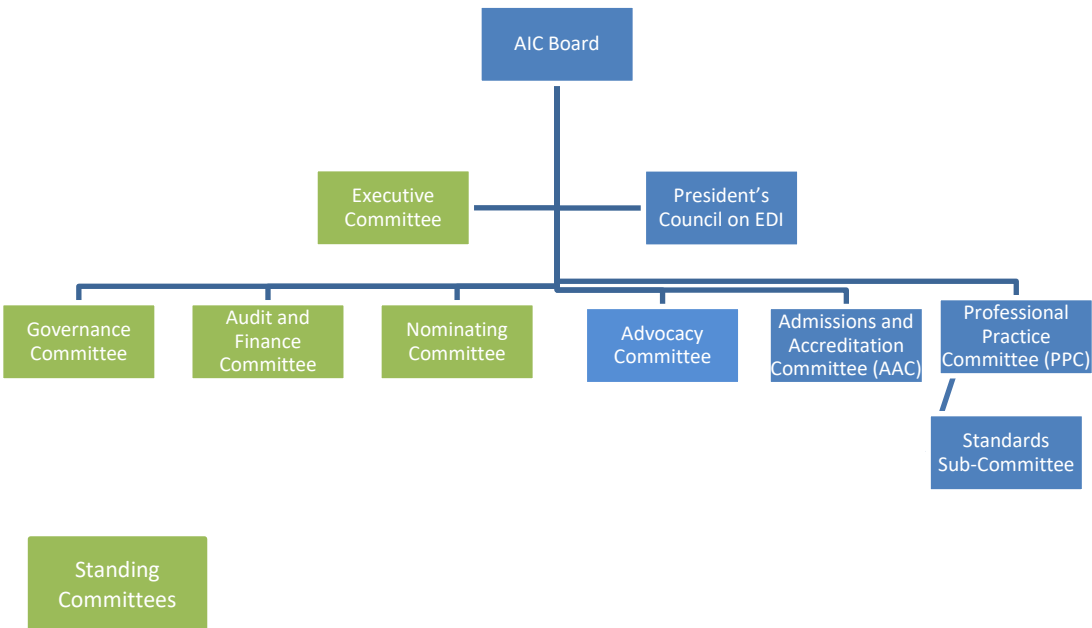
The Terms of Reference set out the committee structure, role and reporting functions.

The Terms of Reference do not limit the discussions or deliberations of a committee.

ORGANIZATIONAL STRUCTURE

The Board of Directors, under the direction of the AIC CEO and the Executive, approved and implemented the 2023-2025 Strategic Plan.

Under this Strategic Plan, the organization of the AIC’s volunteer Committees and Sub-Committees is illustrated below. (Note working groups are not included as they will be created and dismantled on an as needed basis.)





STANDARD TERMS OF REFERENCE APPLICABLE TO ALL COMMITTEES

The following sections will apply to all subsequent committee and sub-committee terms unless specifically stated within the individual committee's and sub-committee's terms of reference.

AUTHORITY

Each committee is a standing committee of the AIC. As such, it gets its authority from, and is accountable to, the Board of Directors.

APPOINTMENT

The Nominating Committee of AIC will nominate committee Members annually, or as necessary, in accordance with the By-Laws and these Terms of References. The consideration, approval, and ratification of all nominations are approved by the Board of Directors. The Chairs of each committee and sub-committee will be an AIC member, and each committee and sub-committee will have a Board Advisor who will be a present Member of the Board of Directors unless otherwise noted in these Terms of Reference.

TEMPORARY APPOINTMENT

If a committee requires additional Members, or in cases where a sitting member is temporarily unable to fulfill their duties, the Nominating Committee, after consultation with the committee Chair, may appoint an individual, who would otherwise be qualified for appointment as a committee member. An appointment under this provision will be reviewed not less than every six (6) months, to determine if there is a continuing need for the appointment.

An individual may be appointed on a temporary basis to a committee only twice in any two (2) year period.

The Nominating Committee may establish conditions and qualifications for temporary appointments in accordance with AIC policies. The temporary appointee will perform their duties in accordance with AIC policies.



TERM

With the exception of the Board Advisors, who will serve for a one-year period, committee member appointments will be for a term of two years. No one may serve on the same committee for more than three consecutive two-year terms (6 years in total) except in those cases where, in the judgment of the Board of Directors, a further extension is warranted. Board Advisors, Chairs and any Co-Chairs are to be appointed by the President with input provided by the executive of the AIC unless otherwise noted in these Terms of Reference. Board working groups are approved by the Board of Directors. Chairs can only be eligible to serve in the role after serving one term as a member on a committee.

BUDGET & WORK PLAN

The Board may from time-to-time task each committee with specific undertakings in accordance with AIC's strategic plan. Should a budget be required for the committee work AIC support staff will include it in the budget for Board approval.

MEETINGS

Each committee shall hold no less than one (1) meeting per year. Meetings of the committee shall be held at the discretion of the Chair or at the request of at least one-half (½) of the Members of the Committee. At least fourteen (14) days' notice shall be given of the date, time, place, and agenda for meetings, unless in the case of an emergency. For an emergency meeting to be called, a minimum of twenty-four (24) hours' notice must be given and the unanimous agreement to waive the notice of the meeting from ALL the committee's Members must be stated for the record.

QUORUM

A simple majority (50% plus one) shall constitute a quorum of each committee.

VOTING

Each voting member shall have one (1) vote at all committee meetings and all questions shall be decided by a majority of votes cast. Any committee positions which are ex-officio, or held by AIC staff or AIC CEO supporting a committee will be non-voting positions. In the case of a tie, the Chair will have one additional vote which shall be cast to break the tie.



REPORTING

Each committee is required to maintain minutes of their meetings, which must be submitted to AIC management within fourteen (14) days of the meeting, and which are subject to review by request of the Board of Directors. Progress on committee work plans and meetings shall be provided to the Board of Directors during their meetings. The minimum reporting will be a written update at each face-to-face meeting of the Board of Directors, with verbal or written updates to be given, as necessary, during any Board of Directors' teleconference or virtual meetings.

STATEMENTS OF CLAIM AGAINST INSTITUTE COMMITTEE AND/OR BOARD MEMBERS

Members sitting on any committee or sub-committee of the AIC, or National Board must notify the AIC and their respective Chair or National President of any claim or other legal process where the Member is a party to such claim or process.

Depending on the nature and the seriousness of the matter, the Member may be removed from their duties until a final determination is reached.



BOARD STANDING COMMITTEES

TERMS OF REFERENCE

The standing committees of AIC are permanent committees responsible for handling specific issues on an ongoing basis. The Executive Committee will act as the administrative master* committee.

The objective of these committees encompasses day-to-day operational level functions within AIC.

The standing committees are as follows:

1. Executive
2. Audit & Finance
3. Governance
4. Nominating
5. Professional Practice



EXECUTIVE COMMITTEE TERMS OF REFERENCE

MANDATE

The Executive Committee supports the Strategic Plan and is responsible for the day-to-day administration of the affairs of AIC in accordance with policies and actions approved by the Board and always subject to restrictions, if any, contained in the Act or by the By-Laws or the Articles of the AIC. The Committee does not make policy decisions other than those directly related to the administration* of AIC. The committees meet as needed to make decisions in contingent circumstances between regularly scheduled Board meetings.

*** Administrative functions of the Executive Committee**

Definition:

The administrative duties of the Executive Committee of the Board primarily involve supporting the Board by managing routine operational matters, preparing agendas, facilitating communication, monitoring organizational performance, and ensuring compliance with governance policies. The Executive Committee acts as a resource for the Board, providing recommendations and carrying out delegated tasks, but it is not empowered to make decisions on behalf of the full Board. All final decisions remain the responsibility of the full Board of Directors, ensuring collective oversight and accountability.

- Assisting in the preparation of board meeting agendas in collaboration with the Board Chair and CEO.
- Organizing Board schedules, setting priorities, and ensuring follow-through on board actions.
- Overseeing the implementation of Board decisions and reporting progress back to the full board.
- Ensuring compliance with governance policies and regulatory requirements and reporting compliance back to the full Board.
- Monitoring the performance of the CEO.
- Overseeing the organization's adherence to By-Laws, codes of conduct, and governance practices.
- Ensuring the dissemination of accurate and timely information to Board Members.
- Leading the organization's response during crises or emergencies and report to the Board.
- Making quick decisions to protect the organization's interests and report to the Board.
- Acting on urgent matters that require immediate attention when the full Board cannot convene and report to the Board.



GOALS AND OBJECTIVES

Supports the CEO in quick decisions and leads the performance review of the CEO on behalf of the Board of Directors.

The Committee will assist the Board of Directors in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board regarding the Professional Liability Program.

The Committee will assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the Research and Development Fund and making recommendations to the Board.

APPOINTMENT

The AIC Board of Directors will appoint the Members annually, or as becomes necessary.

COMPOSITION & TERM

Voting Members Min: 5, Max: 5

Subject to the Act, The Executive Committee will consist of: The President, who shall serve as Chair, the immediate Past President, the President-Elect, two Vice Presidents, and the AIC CEO (non-voting).

The Chair of the Executive Committee is to be the AIC President. The term of the committee will be for a one-year period and is to be automatically established immediately following the election of Officers by the Board of Directors.

Members must have completed at least one year on the Board to be eligible for the Executive Committee.

MEETINGS

The Executive Committee shall hold no less than three (3) meetings per year. Meetings of the Executive Committee shall be held at the call of the President or at the request of at least one-half ($\frac{1}{2}$) of the Members of the Committee. At least fourteen (14) days' notice shall be given of the date, time, place, and agenda for meetings of the Executive Committee.

Meetings may be either in person, by teleconference, or by other electronic means. In emergencies, special meetings of the Executive Committee may be called for an immediate meeting if the Executive Committee Members are available. A special meeting may be conducted by telephone conference call or via similar electronic media.



REPORTING

The Executive Committee will provide reports on their activities and discussions – including recommendations to the AIC Board of Directors.



AUDIT & FINANCE COMMITTEE TERMS OF REFERENCE

MANDATE

The Audit & Finance Committee will assist the Board of Directors in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board of Directors regarding:

- Financial information, including audited financial statements, which will be provided to the Board of Directors;
- Strategic financial plans and the annual operating budget;
- The systems of internal controls;
- Internal audit processes; and
- Investment management activities.

GOALS AND OBJECTIVES

It will be the Committee's responsibility, to:

AUDIT

- Recommend auditors for appointment at the AIC AMM;
- Review the scope of the audit and approve the audit fees involved;
- Receive and review the audited financial statements of the AIC as to reasonableness of presentation, appropriateness of accounting principles, and adequacy of disclosure prior to their submission to the Board of Directors;
- Receive and review the annual report to management prepared by the auditor;
- Review the objectives and effectiveness of the internal audit function, including working relationships with the auditors and the administration.

FINANCE

- Review and recommend the annual budget to the Board of Directors;
- Determine whether revised budgets are necessary and recommend accordingly to the Board of Directors;
- Review contracts, agreements or other instruments involving the financial affairs of AIC, within the mandated Board policy, and to make recommendations to the Board of Directors regarding appropriate action;
- Ensure that AIC has effective policies and processes in place that provide appropriate



alignment of financial resources with strategic direction, investment policies, management of reserves, financial authority, etc.;

- Promote transparency and accountability in all financial and planning activities of AIC;
- Assume such other responsibilities as from time to time may be delegated by the Board of Directors.

APPOINTMENT

The Members are to be appointed by the President with input provided by the Executive Committee of the AIC.

COMPOSITION & TERM

Voting Members Min: 3, Max: 5

Members of the Audit & Finance Committee shall be composed of not less than three directors, the majority of whom are not officers or employees of the corporation or any of its affiliates.

The Director of Finance & Administration and the AIC CEO will act as staff liaisons to support the committee.

The Chair of the Audit & Finance Committee is to be the AIC President-Elect. The term of the committee Members will be for one year and is to be established immediately following the election of officers by the Board of Directors.

MEETINGS

The meeting should ideally be held, together with AIC's auditors, just prior to the spring meeting of the Board of Directors.

REPORTING

The Audit & Finance Committee will provide reports on their activities and discussions - including recommendations to the AIC Board of Directors.



GOVERNANCE COMMITTEE TERMS OF REFERENCE

MANDATE

The Committee shall have the responsibility to review material prepared by or on behalf of the various AIC Committees or produce material for advice with respect to By-Laws and Policies. Other duties and responsibilities that may be delegated to it from time to time by the Board.

GOALS AND OBJECTIVES

The Committee will assist the Board of Directors in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board of Directors regarding:

- All By-Law proposals and amendments;
- All policy proposals and amendments;
- Review policies and procedures as documented and bring forward any recommendations to the Board;
- Assist, when necessary, AIC committees and board Members in the preparation of motions that are intended for Board approval;
- Review board survey's and bring any recommendations to the President, Executive Committee and/or Board of Directors.

APPOINTMENT

The Members are to be appointed by the President with input provided by the Executive Committee of the AIC.

COMPOSITION & TERM

Voting Members Min: 3, Max: 5

Members of the Governance Committee will include the AIC Past- President and a minimum of two sitting Board Members, as well as the AIC CEO. (non-voting).

The Chair of the Governance Committee is to be the AIC immediate Past-President.

The term of the committee Members will be for a one-year period and is to be established immediately



following the election of Officers by the Board of Directors.

MEETINGS

The meetings shall be no less than one (1) meeting per year. Meetings of the Governance Committee may be either in person, by teleconference, or by other electronic means.

REPORTING

The Governance Committee will provide reports on their activities and discussions – including recommendations to the AIC Board of Directors.



NOMINATING COMMITTEE TERMS OF REFERENCE

MANDATE

The Nominating Committee shall solicit and review nominations for AIC Members to serve on AIC committees and on the Board of Directors.

GOALS AND OBJECTIVES

The Committee will assist the AIC Board of Directors in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board of Directors regarding:

- Bringing forward a slate of the best aligned board candidates to the needs of the board.
- Ensuring the board is aware of the best practices for nominations of Board Directors.
- Maintaining an ongoing file of all eligible nominees for a two-year period to facilitate appointments to fill vacancies for unexpired terms.

COMPOSITION & TERM

Voting Members Min: 7, Max: 7

The Nominating Committee will be comprised of seven (7) Members, as follows:

- The President-Elect
- The CEO to support, non-voting Member
- External expert in governance competency evaluation as an advisor, non-voting Member
- Four (4) AIC Members from different geographical areas.

The Board Advisor of the Nominating Committee is to be the AIC President Elect. The four (4) AIC Members are to be nominated by the outgoing Nominating Committee. The Chair is appointed by the President from the Members of the committee.

The term of the committee will be for a two-year period. Note the first year will have 2 (two) 1 –year term positions and 2 (two) 2-year terms for continuity.

Nominating Committee Members must preclude themselves if seeking any nominations.



APPOINTMENT

The Members are to be appointed by the President with input provided by the AIC executive.

MEETINGS

The Nominating Committee should meet at least once per year as needed for the nomination process(s). Meetings may be conducted by teleconference or by other electronic means.

REPORTING

The Nominating Committee will provide reports on their activities and discussions, including recommendations of the nominations, to the AIC Board of Directors.



PROFESSIONAL PRACTICE COMMITTEE TERMS OF REFERENCE

MANDATE

The Professional Practice Committee (PPC) is responsible for administering disciplinary matters and setting professional practice standards for all AIC Members.

GOALS AND OBJECTIVES

The Committee will assist the Board in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board regarding:

- Establishing and improving the standards of professional appraisal practice as they relate to professional services and ethics to guide and educate AIC Members, the real estate industry, and the public; and
- Administering a disciplinary process that is procedurally fair, protects the public interest and the integrity of the profession, and ensures Member accountability.

COMPOSITION

Voting Members Min: 10, Max: 15

The PPC is a standing committee. Members are to be nominated through the Nominating Committee and approved by the Board of Directors. Additionally, the chair(s)/lead(s) from each Adjudicating, Appeal, Investigating, Advocates, Standards, and Criminal Record Check working groups/panels will automatically be a part of this Committee.

The Terms of Reference set out the committee and its sub-committees' structure, role and reporting functions and must be read in conjunction with AIC's By-Laws and Consolidated Regulations.

POWERS AFTER RESIGNATION OR EXPIRY OF TERM

If a member resigns or their appointment expires, the PPC Chair may authorize that individual to continue to exercise the powers of a member of the PPC in any complaint investigation or hearing over which that individual had jurisdiction immediately before the end of their term.



APPOINTMENT

The Chair will be appointed by the President from one of the approved Members of the Committee.

The President-Elect will serve as the Vice-Chair and Board Advisor.

MEETINGS

The Committee will meet no less than quarterly and these meetings will be held by virtual means. One of these meetings will be face-to-face.

REPORTING

The Committee will provide reports on their activities and discussions – including any recommendations to the AIC Board of Directors.



BOARD WORKING COMMITTEES TERMS OF REFERENCE

Board working committees are committees that are primarily an advisory role, providing information and advice to the board of directors when requested.

The working committees are:

1. President's Council of Equity, Diversity and Inclusion
2. Advocacy
3. Admissions and Accreditation
4. Standards Sub-Committee



PRESIDENT'S COUNCIL ON EQUITY, DIVERSITY, AND INCLUSION TERMS OF REFERENCE

INTRODUCTION

The AIC is committed to providing an atmosphere free of barriers in order to promote equity, diversity, and inclusion. We celebrate and welcome diversity in our Membership as well as amongst our volunteers, employees, and stakeholders. It is the policy of the AIC to foster an environment that respects people's dignity, ideas, and beliefs, thereby ensuring equity and diversity throughout the organization as well as in professional appraisal at large. We demonstrate our commitment to this by providing a supportive environment and a corporate culture that welcomes and encourages equal opportunities for all Members, volunteers, and employees.

MANDATE

The President's Council on Equity, Diversity, and Inclusion (EDI) will assist the Board of Directors in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board of Directors on matters of EDI. This includes:

- Identifying barriers to participation for Members, volunteers, and employees in professional appraisal;
- Supporting the AIC's efforts to promote Membership and volunteerism to individuals from all demographic groups, with intentional strategies to welcome and uplift marginalized communities.

GOALS AND OBJECTIVES

It will be the Council's responsibility to:

- Advise AIC Board of Directors and staff on issues specific to EDI;
- Review, as necessary, EDI-related information to be posted to the Membership and/or stakeholders; and
- Assuming other responsibilities may be delegated by the Board of Directors.

COMPOSITION & TERM

Voting Members Min 8, Max: 12



- Members of the Council will include no less than eight (8) and no more than twelve (12) individuals.
- The AIC President will be a de facto Member of the Council.
- Council Members may include designated Members, Candidates, and Student Members.
- Council Members' terms will be two (2) year terms renewable three (3) times for a total of six (6) consecutive years.
- The Chair of the Council will be appointed by the AIC President.
- The Council's term will extend until such a time as determined by the Board.

APPOINTMENT

The Members are to be nominated through the Nominating Committee and approved by the Board of Directors. The Chair will be appointed by the President from one of the approved Members of the Committee.

MEETINGS

The Council will meet no less than annually and these meetings will be held by virtual means.

REPORTING

The EDI Council will provide reports on their activities and discussions, including any recommendations to the AIC Board of Directors as required.



ADVOCACY WORKING COMMITTEE TERMS OF REFERENCE

MANDATE

The Advocacy Committee is responsible for developing a proactive, consistent and national strategy for public policy and strategic partnerships on issues that affect Appraisal Institute of Canada (AIC) Members.

GOALS AND OBJECTIVES

The Committee will assist the Board of Directors in fulfilling its oversight responsibilities by reviewing and making recommendations regarding strategies for:

- Identifying and helping maintain relationships with the federal government and key decision makers to affect change on key issues;
- Building a strong profile as a credible industry voice solicited on public policy issues;
- Developing positions relating to legislative, regulatory and other proposals that are relevant to the appraisal profession and consistent with the policies and directives of AIC;
- Ensuring AIC is represented at political activities impacting the appraisal profession;
- Identifying alliances amongst like-minded organizations and industry- related stakeholders;
- Identifying alliances with public and private sector employers and stakeholders;
- Supporting, when appropriate, AIC's affiliates with their provincial advocacy activities.

COMPOSITION & TERM

Voting Members Min: 11, Max: 13

The provincial affiliates will nominate one (1) representative, to be submitted to the nominating committee.

- The Director, Public Affairs and Communications, will be a non-voting member of the Committee.
- From time to time, the Sub-Committee may include additional advisors with expertise from relevant external fields of activities as ex-officio Members.
- Each individual would have the ability to sit on the panel for a term of two (2) years to a maximum of three (3) terms. The Board of Directors may, at its discretion, extend the term of any panel member beyond six years should such an extension be deemed appropriate.

APPOINTMENT

The non-board Members are to be nominated through the Nominating Committee and approved

by the Board of Directors. The Chair will be a Member appointed by the President. The President will appoint a Board Advisor.



MEETINGS

The Committee will meet no less than quarterly and these meetings will be held by virtual means. One of these meetings will be face-to-face.

REPORTING

The Committee will provide reports on their activities and discussions – including any recommendations to the AIC Board of Directors.



ADMISSIONS AND ACCREDITATION WORKING COMMITTEE

TERMS OF REFERENCE

MANDATE

The Admissions and Accreditation Working Committee (AAC) is responsible for the designation process of Candidate Members as well as the continuing professional development of all AIC Members to ensure they have the skills, knowledge and competencies required to sustain the strong reputation of the CRA and AACI designation.

GOALS & OBJECTIVES:

The Working Committee will assist the Board in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board regarding:

Proposing new and improved policies, guidelines, and processes to AIC's Program of Professional Studies for Candidates.

- Providing a framework for an effective and efficient Applied Experience Program (AEP) that applies the academic knowledge gained by a Candidate Member through the AIC Program of Professional Studies to the practical work environment under the guidance of a Designated Member.
- Informing the Standards Sub-Committee on key areas requiring clarification of the Canadian Uniform Standards of Professional Appraisal Practice (CUSPAP) could be beneficial.
- Proposing new and improved policies, guidelines, and processes with respect to the Individual Degree Exemption Assessment (IDEA) Developing, reviewing, improving professional qualifications and competency guidelines in relation to the maintenance of AIC designations (AACI & CRA).
- Developing, reviewing, improving professional qualifications and competency guidelines in relation to the maintenance of AIC designations (AACI & CRA).
- Advise the Board on professional qualifications matters of fundamental change; and
- Make recommendations on such other matters as are within the scope of the Admissions and Accreditation Committee

COMPOSITION & TERM

Voting Members Min: 7, Max: 10



The AAC will consist of no less than six (6) AIC Members who represent a cross section of the industry and designations (including a voting representative from Candidate Member category), as well as ex-officio Members including staff support: the Director, Member Education, Director, Appraisal Review and a representative from the affiliated University(ies). From time to time, the Committee may include additional advisors with expertise from external relevant fields of activities as ex-officio Members.

APPOINTMENT

The Members are to be nominated through the Nominating Committee and approved by the Board of Directors. The Chair will be appointed by the President from one of the approved Members of the Committee. There will be one Board Advisor appointed by the President.

MEETINGS

The Committee will meet no less than quarterly and these meetings will be held by virtual means. One of these meetings will be face-to-face.

REPORTING

The Committee will provide reports on their activities and discussions – including any recommendations to the AIC Board of Directors.



STANDARDS SUB-COMMITTEE

MANDATE

The Standards Sub-Committee is responsible for establishing, reviewing, improving, and promulgating standards of professional appraisal practice and ethics, and such other duties and responsibilities as may be delegated to it from time to time by the Board.

GOALS AND OBJECTIVES

The goals of the Standards Sub-Committee are:

- To establish and improve the standards of professional appraisal practice as they relate to professional services and ethics to guide and educate AIC Members, the users of appraisals, investors, financial institutions, real estate brokers, issuers of securities, government agencies, regulatory bodies, and the public;
- To monitor key issues related to standards of professional appraisal practice arising from the disciplinary process and undertake revisions of CUSPAP; and
- To monitor changes in the professional appraisal practice standards in key countries such as the United States (USPAP) and internationally (International Valuation Standards), and to report to Board of Directors and Members on recommended changes to CUSPAP.

COMPOSITION & TERM

Voting Members Min: 4 Max: 10

The Standards Sub-Committee will consist of one (1) Board member, and at least three (3) Members.

CRA Members shall not vote on matters dealing with changes to the requirements for the awarding or withdrawal of the AACI designation and shall only sit on professional practice matters which are within the limits of the CRA designation.

The Director of Professional Practice and the Director, Appraisal Review, will support the committee.

APPOINTMENT

Standards Sub-Committee Members are nominated by the Nominating Committee and approved



by the Board. The Standards Sub-Committee Chair is a member of the Board and appointed by the Board.

MEETINGS

The Sub-Committee will meet no less than biannually. One of these meetings will be held in person, additional meetings will be held virtually.

REPORTING

The Sub-Committee will provide reports on their activities and discussions to the Professional Practice Committee – including any recommendations to the AIC Board of Directors.