



Minutes

The 524th MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held at PEO Offices, 40 Sheppard Avenue West, Toronto, Ontario on Friday, February 8, 2019 at 9:00 a.m.

- Present:
- D. Brown, P.Eng., President and Council Chair
 - B. Dony, P.Eng., Past President
 - N. Hill, P.Eng., President-Elect
 - M. Sterling, P.Eng., Vice-President (Elected) – [minutes 12070 to 12082 only]
 - K. Reid, P.Eng., Vice-President (Appointed)
 - I. Bhatia, P.Eng., Eastern Regional Councillor
 - G. Boone, P.Eng., Eastern Regional Councillor
 - M. Chan, P.Eng., Lieutenant Governor-In-Council Appointee
 - T. Chong, P.Eng., East Central Regional Councillor
 - L. Cutler, P.Eng., Lieutenant Governor-In-Council Appointee [via teleconference]
 - R.A. Fraser, P.Eng., Councillor at Large
 - L. Hidalgo, P.Eng., Western Regional Councillor
 - G. Houghton, P.Eng., Western Regional Councillor
 - Q. C. Jackson, Barrister & Solicitor, Lieutenant Governor-In-Council Appointee
 - T. Kirkby, P.Eng., Lieutenant Governor-In-Council Appointee
 - L. Lederman, Q.C., Lieutenant Governor-In-Council Appointee
 - L. MacCumber, P.Eng., West Central Regional Councillor
 - N. Rush, C.E.T., Lieutenant Governor-In-Council Appointee [via teleconference]
 - T. Olukiyesi, P.Eng., Lieutenant Governor-In-Council Appointee
 - S. Robert, P.Eng., Northern Regional Councillor
 - M. Spink, P.Eng., Lieutenant Governor-In-Council Appointee
 - R. Subramanian, P.Eng., Northern Regional Councillor
 - K. Torabi, P.Eng., East Central Regional Councillor
 - W. Turnbull, P.Eng., Western Regional Councillor [via teleconference]
 - G. P. Wowchuk, P.Eng., Councillor at Large
- Staff:
- J. Zuccon, P.Eng., Registrar
 - S. Clark, LL.B., Chief Administrative Officer and Corporate Secretary
 - L. Latham, P.Eng., Deputy Registrar, Regulatory Compliance
 - D. Smith, Director, Communications
 - M. Wehrle, Director, Information Technology
 - R. Martin, Manager, Secretariat
 - D. Power, Secretariat Administrator
 - N. Axworthy, Editor, Engineering Dimensions [minutes 12070 to 12082 excluding 12079]
 - J. Max, Manager, Policy [minutes 12070 to 12082, excluding 12079]
 - E. Chor, Research Analyst

- Guests:
- A. Bergeron, P.Eng., PEO Director, Engineers Canada [minutes 12070 to 12082 only, excluding 12079]
 - C. Bellini, P.Eng, PEO Director, Engineers Canada [minutes 12070 to 12084 only, excluding 12079]
 - H. Brown, Brown & Cohen [minutes 12070 to 12084 only, excluding 12079]
 - D. Chui, P.Eng., PEO Director, Engineers Canada [minutes 12070 to 12082 only, excluding 12079]
 - J. Hack, P.Eng., President and Chair, Ontario Society of Professional Engineers (OSPE) [minutes 12070 to 12074 only, excluding 12079]
 - C. Hill, Board Chair, Consulting Engineers of Ontario [minutes 12070 to 12074 only, excluding 12079]
 - B. Matthews, P.Eng., CEO, Consulting Engineers of Ontario [minutes 12070 to 123074 only, excluding 12079]
 - S. Perruzza, P.Eng., CEO, Ontario Society of Professional Engineers (OSPE) [minutes 12070 to 12084, excluding 12079]
 - R. Shreewastav, P.Eng., PEO Director, Engineers Canada (via teleconference [minutes 12070 to 12082 only, excluding 12079]
 - R. Steineke, PEO Legal Counsel [minute 12079 h to j only and minutes 12083 to 12084]
 - D. Williams, External Consultant [minutes 12070 to 12084 only, excluding 12079]

On Thursday evening, Council held a plenary session receiving an update on the 30 by 30 Task Force.

Council convened at 9:00 a.m. Friday, February 8, 2019.

CALL TO ORDER

Notice having been given and a quorum being present, the Chair called the meeting to order.

**12070
APPROVAL OF AGENDA**

Moved by Councillor Chong, seconded by Councillor Subramanian:

That:

- a. **the agenda, as presented to the meeting at C-524-1.1, Appendix A be approved as presented and**
- b. **the Chair be authorized to suspend the regular order of business.**

CARRIED

Johnny Zuccon, newly appointed Registrar, thanked Council for selecting him as PEO’s next Registrar and that he was honoured and excited for the challenges and opportunities that lie ahead as PEO moves forward to usher in unprecedented change. He also thanked staff who give and continue to give to the organization.

**12071
GOVERNANCE AND MANDATE CONCERNS
FROM CEO AND OSPE**

Representatives from Consulting Engineers of Ontario and the Ontario Society of Professional Engineers were invited to address the issues and concerns they raised in their respective letters to the Attorney General of Ontario regarding governance issues, lack of focus and the extent of non-regulatory activity at PEO.

J. Hack, President and Chair of the Ontario Society of Professional Engineers and B. Matthews, CEO of Consulting Engineers of Ontario discussed their concerns and proposed actions/recommendations. J. Hack noted that the briefing note was an attempt to point to the fundamental structural issues that, once resolved, could help to ensure

that PEO is better aligned to support its important regulatory mandate. B. Matthews stated that while CEO and OSPLE applauded PEO for engaging in an independent regulatory performance review, it was felt that the root cause of the problems that exist at the regulatory performance level are ultimately founded in issues of governance and that is why expanding the review to include a review of governance and a review of all PEO activities through that lens of regulatory governance was so important.

Council expressed concerns regarding some of the recommendations which included incomplete financial information regarding the cost of a second phase of the governance review as well as a lack of information related to the scope, the need for an RFP, the absence of examples of where the public interest was not being served and abdicating PEO's regulatory authority to a consultant. While Council was supportive of continued discussions on governance issues, the outcome of the governance review in progress was an integral part of this.

Moved by Councillor MacCumber, seconded by Councillor Chong:

That:

- 1. Council extend the scope of the independent Regulatory Performance Review currently being undertaken by Harry Cayton, CBE, et al, to include a second phase looking specifically at governance issues and a review of all PEO activities through the lens of regulatory governance and the principal and secondary objects under the Professional Engineers Act;**
- 2. Council stand down the Governance Working Group – Phase I and apply its \$40,000 budget towards the cost of the second phase work noted in item (1);**
- 3. Council make the reports from all phases of the independent Regulatory Performance Review public on the date received by PEO;**
- 4. Council adopt the recommendations contained in the reports from both phases of the independent Regulatory Performance Review and, within three months of receipt of any report, works with staff to establish and begin execution of an implementation plan to address the policy, by-law, regulation and statutory changes necessary to fulfill the recommendations.**

Moved by President-elect Hill, seconded by Past President Dony:

That the motion brought before Council regarding governance and mandate concerns from Consulting Engineers of Ontario (CEO) and Ontario Society of Professional Engineers (OSPE) be withdrawn.

**CARRIED
Unanimously**

Moved by Councillor Spink, seconded by Councillor Hidalgo:

That Council instruct the Registrar to prepare an RFP to conduct an external governance review of PEO with oversight from the chair of the Governance Working Group - Phase 1, and the mover and/or seconder of the 2017 PEO AGM members motion and to bring the completed RFP back to Council for approval at the March Council meeting complete with any supporting documentation.

Required a 2/3 majority votes cast to carry.

Moved by Councillor Fraser, seconded by Councillor Chan:

That the motion to instruct the Registrar to prepare an RFP to conduct an external governance review of PEO with oversight from the chair of the Governance Working Group – Phase 1 be tabled until after the report of the current governance review is received by Council.

CARRIED

**12072
GOVERNANCE WORKING GROUP PHASE 1
UPDATE**

At the November 2018 meeting, Council approved the 2019 PEO Operating budget. The budget included a number of cost saving initiatives including withholding funds for the operation of the Governance Working Group Phase 1 (GWGP1) for 2019.

With the GWGP1 unable to continue their work due to a lack of funding, the Working Group will be unable to deliver a report to Council prior to the 2019 Annual General Meeting as was set out in the Terms of Reference approved by Council when the GWGP1 was established in March, 2018.

At the March, 2018 meeting, Council approved Terms of Reference for the GWGP1 that directed the GWGP1 “To deliver a report for Council approval prior to the 2019 AGM to confirm if a governance review is warranted.

Council also approved a budget of \$40,000 for the Working Group to be used to engage a governance expert; however, since this money was eliminated by Council at its November 2018 meeting, there is no money for the Working Group to continue its work.

The GWGP1 has to date incurred \$462.46 in expenses related to one in-person meeting and one teleconference.

**12073
CEDC REQUEST FOR TEMPORARY
EXEMPTION FROM TERM LIMITS**

At its September 2017 meeting, Council approved amendments to the Committees Terms of Reference Template as contained in the Committees and Task Forces Policy – Reference Guide establishing term limits for committees.

As part of the template, Council granted exemption to certain

committees (Academic Requirements Committee (ARC), Complaints Committee (COC), Discipline Committee (DIC), Experience Requirements Committee (ERC), Fees Mediation Committee (FMC) and Registration Committee (REC) as they have statutory mandates.

The following note was also approved by Council, as part of the revised template:

- *Under exceptional circumstances, the committee may request the Advisory Committee on Volunteers (ACV) to consider a temporary exemption of the term limits provision. If deemed appropriate, the ACV may make a recommendation to Council on behalf of the committee for temporary relief from this provision. Such relief to be not more than one (1) term in duration.*

In November 2017, the then-CEDC Chair submitted a request to the Advisory Committee on Volunteers (ACV) for exemption of the CEDC members from the “term limits” provision ‘similar to other committees, like ARC, COC, DIC, ERC and REC’.

The ACV reviewed and discussed the CEDC request at its December 2017 meeting the request and responded to the then-Chair, recommending that the request for exemption of the CEDC members from the ‘term limits’ provision be submitted by CEDC directly to Council for review and consideration.

In November 2018, the CEDC Chair submitted a second request to the ACV for a one-year temporary exemption of the CEDC members from the “term limits” provision.

The ACV reviewed the second request at its December 6, 2018 meeting and passed the following motion:

Moved by Vic Pakalnis, seconded by Nick Colucci:

That the ACV accept the reasoning for the CEDC’s request to Council regarding a one-year temporary exemption from the ‘term limits’ requirement. MOTION CARRIED.

In addition, the ACV made the following recommendations to the CEDC Chair:

1. *To include in the Briefing Note to Council a Succession Plan, outlining steps for recruitment of new members, moving subcommittee members to the main committee, and retirement of members with 10+ years of service.*
2. *To keep members retired from the main committee on subcommittees to allow for a smooth transition.*

It was noted that term limits were requested of committees in March

2017. It was further noted that there were a number of long term CEDC members who could take on the role of Chair and Vice-Chair.

Moved by Councillor Chan, seconded by Councillor Chong:

That Council approve the CEDC request for a one-year temporary exemption from the “term limits” provision for the Chair, Vice Chair and committee members.

DEFEATED

**12074
COMMITTEES AND TASK FORCES
HUMAN RESOURCES AND WORK PLANS**

Under the Committees and Task Forces Policy (Committees/Task Forces Operations, Item 3), each committee/ task force is to prepare an annual work plan and human resources plan for the following year by September 30 each year.

One of the roles of Council, as identified in the Committees and Task Forces Policy (Role of Council, Item 3), is to approve committee/task force mandates, Terms of Reference, annual work plans, and annual human resources plans. A 2019 Work and HR Plans Submission Log was provided in the agenda package.

Councillor Spink noted that the Governance Working Group Phase 1 did not finalize their work plan as the Working Group is on hold.

The Licensing Committee will be asked to review their Human Resources and Work Plans to include equity and diversity and to review and consider the recommendations from the Office of the Fairness Commissioner regarding non-compliance.

Moved by Councillor Chan, seconded by Councillor Olukiyesi:

That Council approve the committee / task force work plans and human resources plans as presented to the meeting at C-524-2.4, Appendices A to B and D to F.

CARRIED

**12075
CONSENT AGENDA**

Moved by Councillor Chong, seconded by Councillor Turnbull:

That the Consent Agenda be approved as presented.

CARRIED

Included on the consent agenda:

- 3.1 Minutes – 52st Council meeting – November 16, 2018
- 3.2 Minutes – 522nd Council meeting – December 18, 2018
- 3.3 Changes to the 2019 PEO Committees and Task Forces Membership Roster

[Note: minutes 12076 to 12078 reflect the motions provided in the briefing notes presented to the meeting.]

**12076
MINUTES – 521ST COUNCIL MEETING –
NOVEMBER 16, 2018**

That the minutes of the 521ST meeting of Council, held November 16, 2018, as presented to the meeting at C-524-3.1, Appendix A, and amended, accurately reflect the business transacted at that meeting.
CARRIED

**12077
MINUTES – 522ND COUNCIL MEETING –
DECEMBER 18, 2018**

That the minutes of the 522ND meeting of Council, held December 18, 2018, as presented to the meeting at C-524-3.2, Appendix A, accurately reflect the business transacted at that meeting.
CARRIED

**12078
CHANGES TO THE 2019 PEO COMMITTEES
AND TASK FORCES MEMBERSHIP ROSTER**

That Council approve changes to the 2019 PEO Committees and Task Forces Membership Roster as presented to the meeting at C-524-3.3, Appendix A.
CARRIED

Moved by Councillor Hidalgo, seconded by Councillor Olukiyesi:

That Council move in-camera

CARRIED

**12079
IN-CAMERA SESSION**

While in-camera, Council:

- a) verified the in-camera minutes from the 521st meeting of Council held November 16, 2018 and the in-camera minutes from the 522nd meeting of Council held December 18, 2018 as presented;
- b) approved the 2018 Wolfe-Smith Awardees;;
- c) made a decision regarding the Scott Johnson Coroner’s Inquest;
- d) received decisions and reasons of the Discipline Committee;
- e) noted there were no issues reports regarding PEO’s Anti-Workplace and Violence Policy;
- f) discussed the governance and mandate concerns from CEO and OSPE;
- g) received a legal opinion regarding a December 28, 2018 letter from the Ontario Fairness Commission;
- h) received a legal opinion regarding bylaw change – additional fee increases;
- i) received a legal update on legal actions in which PEO is involved and discussed the Appeals of Discipline Committee Decisions policy;
- j) received an HRC Update (staff, with the exception of the Registrar), were recused from this portion of the in-camera meeting)

**12080
COUNCIL ACTION LOG**

In June, 2018 Council tasked staff with developing a Council Action Log. The log is designed to capture action items as well as identify the lead responsibility and the status.

The Council Action Log, updated as of January 23, 2019, was provided in the Council agenda package.

It was requested that staff follow up with Councillors who are named as leads for any action item(s) contained in the Council Action Log in a timely manner.

**12081
REGULATORY RISK REGISTER**

The Regulatory Risk Register was provided in the Council agenda package and in the future will also include a heat map as a regular attachment.

President Brown noted that the risk impact of each item on the risk register should be monitored and reviewed at each Council meeting and revised as necessary.

It was suggested that item 6. Backlog in experience requirements assessments be altered/expanded to include how to assess certain disciplines of engineering from the experience side, including the way applicants are being evaluated and that the risk impact be increased.

Additional Items suggested for the Regulatory Risk Register included:

- Certificate of Authorization – cumbersome process - risk impact to be determined
- Office of the Fairness Commissioner – high risk

**12082
COUNCILLOR ITEMS**

a. Wainberg's Rules of Order

Action: The Secretariat will prepare a summary of motions in order of precedence and their characteristics according to Wainberg's Society of Meetings including Rules of Order for distribution to all Councillors.

b. Enhanced Recognition Program

Councillor Boone advised that he would like to see a mechanism to recognize deceased members of staff who contributed significantly to the engineering profession. Registrar Zuccon advised that criteria is currently in place and being deployed but that this would be looked at on a broader scale which might include an environmental scan to see what other organizations do and bringing recommendations to Council. Councillor Boone advised that there was a particular former member of PEO staff that he would like to see be the first honoured under the enhanced recognition program if approved by Council.

Enhanced Recognition Program will be added to the Action Log.

c. Annual Budget Cycle

Councillor Chong suggested that PEO look at a multi year budget cycle aligned to the strategic plan.

d. Chapter Financial Statements

Councillor Chong noted that some Chapters are unable to reconcile financial figures from one year to the next and asked that this be reviewed by the Audit Committee.

e. Equity and Diversity

A number of opinions were expressed around the importance of equity, diversity and inclusion.

f. Councillor Access to Information on SharePoint

Councillor Wowchuk advised that although the minutes and agendas for committees and task forces are on the PEO website, documents should be on the Council Sharepoint site and should be timely. He noted that all Directors of the corporation with fiduciary duty are responsible for the affairs of the organization and thus require access to all relevant documents and proceedings.

President Brown will work with staff to establish a clear objective in providing Councillor access to information on Sharepoint.

g. Innovation and Entrepreneurship

Councillor Boone referred to a letter that was written to the President from the Ottawa Chapter regarding innovation and entrepreneurship. President Brown advised that a response from him was forthcoming.

Council recessed for lunch.

Upon reconvening, President Brown presented the following Councillors with service pins and certificates in appreciation of their volunteer services to Professional Engineers Ontario:

Councillor Spink – 5 years
Councillor Bhatia – 10 years FEC
Councillor MacCumber – 10 years FEC
Councillor Robert – 10 years FEC
President-elect Hill – 25 years

**12083
EXTERNAL REGULATORY PERFORMANCE
REVIEW**

Harry Cayton, provided an update on the progress of the external regulatory performance review. He stated that through an interactive process he, along with Deanna Williams, have received many ideas and advice from members of Council. He stated that his team looks at all policies, procedures, legislation, etc. to form an understanding of the way PEO operates. He advised that he would be returning to the U.K. shortly and that Deanna Williams would continue to meet with Councillors and senior members of staff to discuss how PEO's regulatory functions are carried out.

A report will be drafted with preliminary findings and that he would return to Canada at the end of March/early April to go through a quality assurance process and to give PEO the opportunity to make any corrections. The final report will then be submitted to the PEO President.

In response to a query regarding a regulatory review vs. a governance

review H. Cayton advised that a governance review looks not only at legal structures but also a whole range of how Council and all committees manage themselves and how they conduct their business. He added that the current review being conducted is focussed on PEO's regulatory tasks of protecting the public interest which includes functions such as the setting of standards, issuing of guidance on engineering practice, the licensing of professional engineers, the range of different licenses that are issued and the approaches that PEO takes to assessing applicants for licenses as well as complaints, discipline and enforcement. He stated that if the areas of complaints, discipline and enforcement are done very well there isn't likely a governance issue. He noted that the regulatory and governance reviews are interlinked but separate.

Further to the matter of public safety, H. Cayton advised that PEO has published an open web address on PEO's website for the public to submit emails and that he has already received quite a few.

H. Cayton advised that he has met with the Attorney General to discuss deficiencies in the Professional Engineers Act and the need for improvements. His team will also be looking any disparity between legislation and what PEO is doing.

President Brown thanked H. Cayton for his time.

Moved by Councillor Boone, seconded by Past President Dony:

That Council move in-camera.

CARRIED

**12084
BYLAW CHANGE – ADDITIONAL FEE
INCREASES**

Council was provided with a legal opinion regarding bylaw change – additional fee increases “in camera.” Following this there was a consensus to vote on this item in open session.

Required a 2/3 majority votes cast to carry.

Moved by Councillor Lederman, seconded by Councillor Olukiyesi:

That Council repeals section 59 of By-Law No. 1; this amendment is effective immediately when passed without confirmation by the members.

CARRIED

Required a 2/3 majority votes cast to carry.

Moved by Councillor Lederman, seconded by President-elect Hill:

That Council approves the policy intent to equally increase all PEO fees in By-Law No. 1 to catch up with inflation since 2004 that were not increased by Council at its November 16, 2018 meeting, as listed in

Appendix B, using section 8(2) of the Act and effective immediately.

**CARRIED
Recorded Vote**

<u>For</u>	<u>Against</u>	<u>Abstain</u>
I. Bhatia	R. Fraser	T. Chong
G. Boone	K. Reid	
M. Chan	K. Torabi	
L. Cutler	G. Wowchuk	
B. Dony		
L. Hidalgo		
N. Hill		
G. Houghton		
Q. Jackson		
T. Kirkby		
L. Lederman		
L. MacCumber		
T. Olukiyesi		
S. Robert		
N. Rush		
M. Spink		
R. Subramanian		
W. Turnbull		

President Brown advised that the Finance Committee is currently working on a policy and a long term financial plan.

Registrar Zuccon advised that an implementation and communication plan regarding the fee increase will be forthcoming to Council as soon as possible.

President Brown advised that a Funding Formula Task Force is analysing how Engineers Canada is funded. D. Chui is PEO's representative on this task force.

Moved by Councillor Kirkby, seconded by Councillor Boone:

That Council move in-camera.

CARRIED

These minutes consist of eleven pages and minutes 12070 to 12084 inclusive.

D. Brown, P.Eng., Chair

S. Clark, LL.B., Chief Administrative Officer and
Corporate Secretary