



**Professional Engineers**  
Ontario

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# Council Meeting

518th Meeting of Council  
of Professional Engineers Ontario

to be held on

Saturday, April 21, 2018  
3:00 p.m. – 5:00 p.m.

Westin Harbour Castle  
1 Harbour Square, Toronto  
Regatta Room, Main Floor

## APPROVAL OF AGENDA

**Purpose:** To approve the agenda for the meeting.

**Motion(s) to consider:** (requires a simple majority of votes cast to carry)

**That:**

- a) the agenda, as presented to the meeting at C-518-1, Appendix A be approved; and*
- b) the Chair be authorized to suspend the regular order of business.*

**Prepared by:** Dale Power – Secretariat Administrator

## Appendices:

- Appendix A – 518th Council meeting agenda



# Agenda

**REVISED**  
C-518-1  
Appendix A

## 518<sup>th</sup> Meeting of the Council Professional Engineers Ontario

**Date:** Saturday, April 21, 2018  
**Time:** 3:00 p.m. – 5:00 p.m.  
**Place:** Westin Harbour Castle, 1 Harbour Square, Toronto  
 Regatta Room, Main Floor

|     | Description  | Type        |
|-----|--|-------------|
|     | <b>PRESIDENT’S OPENING REMARKS AND CALL TO ORDER</b>   |             |
| 1.  | <b>APPROVAL OF THE AGENDA</b>  | Decision    |
| 2.  | <b>SPECIAL RULES OF ORDER</b>  | Decision    |
| 3.  | <b>APPOINTMENT OF COUNCIL MEETING CHAIR</b>  | Decision    |
| 4.  | <b>APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE</b>                                | Decision    |
| 5.  | <b>APPOINTMENT OF VICE PRESIDENT</b>   | Decision    |
| 6.  | <b>APPOINTMENT OF COUNCILLORS TO EXECUTIVE COMMITTEE</b>                                     | Decision    |
| 7.  | <b>APPOINTMENT OF COUNCILLORS TO HUMAN RESOURCES COMMITTEE</b>                               | Decision    |
| 8.  | <b>APPOINTMENT OF COUNCILLORS TO BOARD COMMITTEES FOR 2018-2019</b>                          | Decision    |
| 9.  | <b>IN CAMERA</b>   |             |
|     | a. Awards Committee – 2018 Ontario Professional Engineers Award Nominees                     | Decision    |
|     | b. Complaints Review Councillor Appointment  | Decision    |
| 10. | <b>REQUEST FROM THE CANADIAN ENGINEERING ACCREDITATION BOARD (CEAB) NOMINATING COMMITTEE</b> | Information |
| 11. | <b>COUNCILLOR ITEMS</b>  | Information |

|     | Description | Type |
|-----|-------------|------|
| 12. | CONCLUSION  |      |

### **Councillors Code of Conduct**

Council expects of itself and its members ethical, business-like and lawful conduct. This includes fiduciary responsibility, proper use of authority and appropriate decorum when acting as Council members or as external representatives of the association. Council expects its members to treat one another and staff members with respect, cooperation and a willingness to deal openly on all matters.

PEO is committed that its operations and business will be conducted in an ethical and legal manner. Each participant (volunteer) is expected to be familiar with, and to adhere to, this code as a condition of their involvement in PEO business. Each participant shall conduct PEO business with honesty, integrity and fairness and in accordance with the applicable laws. The Code of Conduct is intended to provide the terms and/or spirit upon which acceptable/unacceptable conduct is determined and addressed.

At its September 2006 meeting, Council determined that PEO volunteers should meet the same obligations and standards regarding conduct when engaged in PEO activities as they are when engaged in business activities as professional engineers.

[s. 2.4 of the Council Manual]

#### **Upcoming Events**

Thursday, Friday and Saturday, May 31–June 2, 2018 – Council Retreat  
Delta Kingston, Kingston, ON

#### **Council Meetings**<sup>1</sup>

Thursday and Friday, June 21 - 22, 2018  
Thursday and Friday, September 20 - 21, 2018  
Thursday and Friday, November 15 - 16, 2018<sup>2</sup>

<sup>1</sup> Plenary Sessions - Thursdays – reception/dinner 5:30 p.m. – session 7:00 p.m. – 9:00 p.m.;  
Council meetings – Fridays 9:00 a.m. – 4:00 p.m.

<sup>2</sup> Held in conjunction with the Chapter Leaders Conference and OPEA Gala

# Briefing Note - Decision

## SPECIAL RULES OF ORDER

**Purpose:** To consider the *Special Rules of Order* for meeting conduct for 2018-2019.

**Motion to consider:** (requires a two-thirds majority of votes cast to carry)

***That the Special Rules of Order, as presented to the meeting at C-518-2, Appendix A, be approved effective immediately and remain in effect until the close of business at the 2018 Annual General Meeting.***

**Prepared by:** Ralph Martin, Manager, Secretariat.

### 1. Need for PEO Action

Section 25(1) of By-Law No. 1 requires that all meetings of the association are to be governed by *Wainberg's Rules of Order*. These rules may be amended by passing *Special Rules of Order*, which supersede *Wainberg's*, and which remain in effect only until the close of business at the next Annual General Meeting.

Adopting *Special Rules* provides guidance on how to deal with certain situations that arise in meetings where PEO convention varies from the rules contained in its parliamentary authority, *Wainberg's Rules of Order*, or on which *Wainberg's* is silent.

Adopting *Special Rules* also provides consistency on how such matters may be handled at all meetings of the association.

Section 25(3) of By-Law No. 1 requires that, at the first meeting of Council following the Annual General Meeting, all *Special Rules*, which were in force immediately before the close of business at the Annual General Meeting, are to be presented to Council for adoption and/or amendment, if it so wishes. Consequently, Council may approve the *Special Rules* for the next Council year at this time.

### 2. Recommendation

That the Special Rules be approved.

### 3. Next Steps

If approved by Council, all Committee Chairs and staff will be notified of any approved *Special Rules* for the 2018-2019 Council year.

### 4. Policy or Program contribution to the Strategic Plan

Approving the Special Rules for the 2018-2019 Council is related to Objective 9 in the 2018-2020 Strategic Plan.

### 5. Financial Impact on PEO Budgets (for five years)

|                     | Operating | Capital | Explanation  |
|---------------------|-----------|---------|--|
| Current to Year End | \$0       | \$0     | Funded from Surplus Fund (Council discretionary funds) |
| 2 <sup>nd</sup>     | \$        | \$      |  |

|                 |    |    |  |
|-----------------|----|----|--|
|                 |    |    |  |
| 3 <sup>rd</sup> | \$ | \$ |  |
| 4 <sup>th</sup> | \$ | \$ |  |
| 5 <sup>th</sup> | \$ | \$ |  |

**6. Peer Review & Process Followed**

|                                  |  |
|----------------------------------|--|
| <b>Process Followed</b>          | Per Section 25.(3) of By-Law No. 1     |
| <b>Council Identified Review</b> | Council is the appropriate peer group. |
| <b>Actual Motion Review</b>      | N/A                                    |

**7. Appendices**

- Appendix A –Draft *Special Rules* for the 2018-2019 Council year.
- Appendix B – Process for Appointment of Councillors to Board Committees Approved by Council, September 23, 2016



**Professional Engineers  
Ontario**

**SPECIAL RULES OF ORDER**

**AT**

**PEO MEETINGS**

**2018-2019**

## **1. INTRODUCTION**

With the adoption of *Wainberg's Society Meetings* as the parliamentary authority to govern how meetings of members, Council and committees are to be conducted, few *Special Rules of Order* are required. *Special Rules* are rules that are adopted to vary *Wainberg's* or to deal with special situations that may arise at meetings but that are not covered in *Wainberg's*. Others are an expansion of the minimum requirements of By-Law No. 1. In any event, the *Special Rules of Order* supersede *Wainberg's*.

All members of Council and committees are required to know and abide by both *Wainberg's Society Meetings* and the *Special Rules*.

## **2. RECONSIDERING AND RESCINDING MOTIONS**

A two-thirds majority vote is required to reconsider or rescind a resolution made during the same Council year.

A motion to reconsider or rescind a resolution made outside the same Council year requires the same majority vote to pass as the resolution which it seeks to have reconsidered or rescinded.

## **3. RECORDING OF ROLL CALL VOTES**

All roll call votes of Council are to be recorded in the minutes of Council meetings in such a way that members can determine how each Councillor voted on a particular motion.

## **4. PROCEDURES FOR COUNCIL MEETING CHAIR, VICE PRESIDENT, HUMAN RESOURCES COMMITTEE MEMBERS AND OTHER COUNCIL APPOINTMENTS**

The following procedures are to be used when making Council Meeting Chair, Vice President and other Council appointments:

1. At least three weeks prior to the meeting at which such appointments are to be made; the Registrar will request Councillors to express their interest in serving as Council Meeting Chair, Vice President, Human Resources Committee member; or their interest in other Council appointments as the case may be.
2. At the meeting, the Chair will ask for additional nominations. If none is received, the Chair will declare the nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.
3. Each candidate will be asked if he/she consents to the nomination.
4. A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Chief Administrative Officer that he/she consents to the nomination and



agrees to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of his/her nomination.

5. Each nominee will be afforded an opportunity to make a brief (3 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees.
6. Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).
7. Upon completion of the vote, the results will be presented and the Chair will declare the nominee(s) with the most votes elected.
8. Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected.
9. Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.
10. In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.
11. If applicable, ballots cast will remain with the Secretariat until a motion to destroy the ballots has been passed by Council.

## **5. PROCEDURES FOR BOARD COMMITTEE APPOINTMENTS**

The following procedures are to be used when making Board Committee appointments:

1. At least three weeks prior to the meeting at which such appointments are to be made; the Registrar will request Councillors to express their interest in serving on Board Committees.
2. Annually, following the Council elections:
  - i. Councillors will be asked to submit Board Committee participation preferences to the outgoing Human Resources Committee (HRC)
  - ii. HRC would match committee needs to Councillor preferences
  - iii. HRC presents its recommendations at the AGM Council meeting for approval
  - iv. Should the HRC be unable to present a recommendation regarding an appointment, Council will fill the position(s) through a vote utilizing the voting procedure as specified in Section 4, Procedures For Council Meeting Chair, Vice President, Human Resources Committee members and Other Council Appointments.

## **Appointment of Councillors to Board Committees**

Annually, following Council elections:

- Councillors will be asked to submit Board Committee participation preferences to the outgoing Human Resources Committee (HRC)
- HRC would match committee needs to Councillor preferences
- HRC presents its recommendations at the AGM Council meeting for approval
- Should HRC be unable to present a recommendation regarding an appointment, Council will fill the position(s) through a vote

## APPOINTMENT OF COUNCIL MEETING CHAIR

**Purpose:** To appoint a Council Meeting Chair for the 2018-2019 Council year.

**Motion to consider:** (requires a simple majority of votes cast to carry)

***That [name to be inserted at the meeting] be appointed the Council Meeting Chair for the 2018-2019 Council year or until his successor is appointed.***

**Prepared by:** Ralph Martin, Manager, Secretariat

### 1. Need for PEO Action

At its February 2011 meeting, Council approved a process for annually selecting a Council Meeting Chair (Appendix A).

The process requires that Council annually appoint its Meeting Chair at the first Council meeting following the Annual General Meeting.

Those wishing to put their name forward for the position of Council Meeting Chair had until March 26, 2018 to submit their names. A list of nominees is presented at Appendix B. In addition, at the meeting, the Chair will ask for additional nominations.

Voting for the Council Meeting Chair will be done in accordance with the Special Rules.

### 2. Policy or Program contribution to the Strategic Plan

Appointing the Council Meeting Chair for the 2018-2019 Council year is related to Objective 9 in the 2018-2020 Strategic Plan.

### 3. Financial Impact on PEO Budgets (for five years)

|                     | Operating | Capital | Explanation  |
|---------------------|-----------|---------|--|
| Current to Year End | \$0       | \$0     | Funded from Surplus Fund (Council discretionary funds) |
| 2 <sup>nd</sup>     | \$        | \$      |  |
| 3 <sup>rd</sup>     | \$        | \$      |  |
| 4 <sup>th</sup>     | \$        | \$      |  |
| 5 <sup>th</sup>     | \$        | \$      |  |

#### 4. Peer Review & Process Followed

|                                  |   |
|----------------------------------|---|
| <b>Process Followed</b>          | As per the February 2011 Council meeting wherein a motion was passed that:<br><i>Council will annually elect a meeting chair from among the members of Council.</i> |
| <b>Council Identified Review</b> | Council is the appropriate peer group.  |
| <b>Actual Motion Review</b>      | N/A   |

#### 5. Appendices

Appendix A – Role, Responsibilities and Selection Process for a Council Meeting Chair

Appendix B – List of Nominees for Council Meeting Chair

## **Appendix A – Role, Responsibilities and Selection Process for a Council Meeting Chair**

### ***Council Meeting Chair Role and Responsibilities***

In general accordance with *Wainberg's Rules of Order*<sup>1</sup>, the chair will:

1. Preside over meetings of Council “to keep the meeting going in a legal and democratic manner.”<sup>2</sup>
2. Ensure Council discussions are focused on the agenda.
3. Encourage full Councillors’ participation.
4. Be the role model in good governance for the rest of Council.
5. Consult with the President, Registrar and governance staff regarding the agendas and associated background.
6. Have a strong working knowledge of the Council Manual, *Wainberg's Rules of Order* and *PEO's Special Rules*, as they apply to Council meetings.

### ***Section Process***

1. Annually, Council will first select its Meeting Chair at its meeting following the Annual General meeting.
2. The Meeting Chair, who must be a member of Council, will serve at the pleasure of Council for a one-year term; however, the Council Meeting Chair may be removed by two-thirds vote of Council.
3. The Past President will conduct the vote in accordance with PEO procedure.
4. The President may also be appointed by Council to also serve as Meeting Chair.

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<sup>1</sup> Wainberg's Rules of Order, Chapter 10, “The Chair”

<sup>2</sup> Wainberg's Rules of Order – page 55

## Appendix B – List of Nominees for Council Meeting Chair

| Councillor Expression of Interest and Comments |   |
|--|---|
| Dave Brown                                     | Traditionally President also serves as Chair. |
|  |   |
|  |   |

## **APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE**

**Purpose:** To approve the Chair of the Regional Councillors Committee for the 2018-2019 Council year.

**Motion to consider: (requires a simple majority of votes cast to carry)**

**That [name to be inserted at the meeting] be appointed as Chair of the Regional Councillors Committee, effective immediately and to hold office until the close of business at the 2019 Annual General meeting.**

**Prepared by:** Ralph Martin, Manager, Secretariat

### **1. Need for PEO Action**

Regional Councillors Committee (RCC) has been designated as a board committee.

The Terms of Reference for the RCC prescribe that the Committee be composed of the ten elected members from each of the five regions. Because of the composition, its membership and operations are aligned to the Council year. Non-board committees are aligned with the calendar year.

The Terms of Reference also require that the chair is to be elected by and from among members of the RCC for a one-year term. The Committees and Task Forces Policy requires that chairs of committees be ratified by Council.

The RCC historically has met immediately following the Annual General Meeting for the purpose of appointing a Chair for the ensuing Council year. The appointment is ratified by Council at the first meeting following the Annual General Meeting prior to the appointment of the appointed Vice President and election of Councillors to the Executive Committee.

Council is being asked to approve the appointment of the Chair of the Regional Councillors Committee at this time.

### **2. Recommendation**

That Council approve the appointment of the Chair of the RCC

### **3. Policy or Program contribution to the Strategic Plan**

Appointing the Chair of the Regional Councillors Committee is related to Objective 9 in the 2018-2020 Strategic Plan.

#### 4. Financial Impact on PEO Budgets (for five years)

|                     | Operating | Capital | Explanation  |
|---------------------|-----------|---------|--|
| Current to Year End | \$0       | \$0     | Funded from Surplus Fund (Council discretionary funds) |
| 2 <sup>nd</sup>     | \$        | \$      |  |
| 3 <sup>rd</sup>     | \$        | \$      |  |
| 4 <sup>th</sup>     | \$        | \$      |  |
| 5 <sup>th</sup>     | \$        | \$      |  |

#### 5. Peer Review & Process Followed

|                                  |  |
|----------------------------------|--|
| <b>Process Followed</b>          | Per the RCC Terms of Reference.        |
| <b>Council Identified Review</b> | Council is the appropriate peer group. |
| <b>Actual Motion Review</b>      | N/A                                    |



## APPOINTMENT OF VICE PRESIDENT

**Purpose:** To appoint a Vice President for the 2018-2019 Council year.

**Motion to consider: (requires a simple majority of votes cast to carry)**

**That [name to be inserted at the meeting] be appointed as Vice President for the 2018-2019 Council year.**

**Prepared by:** Ralph Martin, Manager Secretariat

### 1. Need for PEO Action

Section 3(1)2 of Regulation 941 under the *Professional Engineers Act* (Appendix A) requires that Council elect a Vice President from among its Councillors who are members of the Association at a meeting to be held after the close of business and on the day of the Annual Meeting of members or within thirty days thereafter. Non-member Lieutenant Governor-in-Council appointees are excluded from the office of Vice President under this Regulation.

Those wishing to put their name forward for the position of Vice President appointed had until March 26, 2018 to submit their names (Appendix B). In addition, at the meeting, the Chair will ask for additional nominations.

The procedures for appointing Councillors to board positions and committees will be in accordance with the Special Rules.

### 2. Proposed Action / Recommendation

It is recommended that Council elect a Vice President in accordance with Regulation 941.

### 3. Next Steps (if motion approved)

The Voting procedures to appoint a Vice President will be in accordance with the Special Rules.

### 4. Policy or Program contribution to the Strategic Plan

Appointment of the Vice President is related to Objective 9 in the 2018-2020 Strategic Plan.

### 5. Financial Impact on PEO Budgets (for five years)

|                     | Operating | Capital | Explanation  |
|---------------------|-----------|---------|--|
| Current to Year End | \$0       | \$0     | Funded from Surplus Fund (Council discretionary funds) |
| 2 <sup>nd</sup>     | \$        | \$      |  |

|                 |    |    |  |
|-----------------|----|----|--|
| 3 <sup>rd</sup> | \$ | \$ |  |
| 4 <sup>th</sup> | \$ | \$ |  |
| 5 <sup>th</sup> | \$ | \$ |  |

**6. Peer Review & Process Followed**

|                                  |   |
|----------------------------------|---|
| <b>Process Followed</b>          | Per Section 3.(1) 2 of Regulation 941 under the <i>Professional Engineers Act</i> . |
| <b>Council Identified Review</b> | Council is the appropriate peer group.  |
| <b>Actual Motion Review</b>      | N/A   |
|                                  |   |

**7. Appendices**

- Appendix A – Referenced sections of the *Professional Engineers Act* and Regulation 941
- Appendix B – List of Nominees for Vice President

## **Appendix A - Referenced Sections of the *Professional Engineers Act* and Regulation 941**

### Section 3(1)2 of Regulation 941 under the *Professional Engineers Act*

3. (1) There shall be the following additional officers of the Association:
  2. A vice-president, who shall be appointed annually by Council from among its members elected or appointed under clause 3 (2) (a) or 3 (2) (b) of the Act at a meeting of Council to be held after the close of business and on the day of the annual meeting of Members or within thirty days thereafter.

### S.3.(2) of the *Professional Engineers Act*

3. (2)The Council shall be composed of,
  - (a) not fewer than fifteen and not more than twenty persons who are members of the Association and who are elected by the members of the Association as provided by the regulations;
  - (b) not fewer than five and not more than seven persons who are members of the Association and who are appointed by the Lieutenant Governor in Council;

**Appendix B – List of Nominees for Vice President (Appointed)**

| <b>Councillor Expression of Interest and Comments</b> |   |
|---|---|
| Ishwar Bhatia   | <p>Well Rounded Experience:<br/>Governance:<br/>Member, Executive Committee, handled sensitive issues around the President and a Councilor removal and it's Appeal, former chair of Audit, vice chair of Finance, chair of Building task force, member of GLC almost since inception and active member of Discipline Committee, council liaison for GLC and DIS committees. Vice Chair, Chapter Leader Conference. Elected Councillor for Eastern Region 2017-2019, chair for eastern region elections search committee and member of ERC and RCC</p> <p>Other Volunteer:<br/>President and Chair, Civic Institute of Professional Personnel, City of Ottawa and handled arbitrations and grievances, resolved issues in community Elections, facilitator of amalgamation of 11 municipalities, MOU among 3 unions on Job Evaluation/ pay factors</p> <p>Certification from Osgood Law SOAR-Society of Arbitrators and Regulators, served on DIS panels and chaired 3 panels</p> <p>Financial Acumen:<br/>Adviser to Investment Club, executive Condo Board of 140 properties; built, owned and developed properties with partners. Understand chapter Financing, RAT and Patrick Models how to apportion sums to 36 chapters</p> <p>LGA: Appointed 3 times by different AG's as a Councillor</p> |
| Kelly Reid  | <p>Attributes: Strong interpersonal skills, highly organized, experienced with resolving diverse issues, sought after by Senior Management.<br/>In my last 3 roles at OPG I have been given various special assignments to assist the Senior Management Team. These have ranged from White Paper studies to support projects, obtaining additional funding to working with other organizations to set up accountability models. As such, I am accustomed and find great interest in performing a variety of duties to assist Senior Management with their needs.</p>  |
| Warren Turnbull                                       | <p>Experienced, team player, motivational leader, good communicator, innovative thinker, get things done</p>  |

## APPOINTMENT OF COUNCILLORS TO EXECUTIVE COMMITTEE

**Purpose:** To appoint additional Councillors to serve on the Executive Committee.

**Motion to consider:** (each requires a simple majority of votes cast to carry)

**That Council appoint LGA Councillor {insert name} to the Executive Committee for the 2018-2019 Council year.**

**That Council appoint {insert number} of other Councillors to the Executive Committee for the 2018-2019 Council year**

**That of {insert number} additional Council members and that {insert names} be appointed as members of the Executive Committee for the 2018-2019 Council year.**

**Prepared by:** Ralph Martin, Manager Secretariat

### 1. Need for PEO Action

Section 28.(1)(e) of Regulation 941 under the *Professional Engineers Act* (Appendix A) requires that Council appoint one or more other members of Council, in addition to the president, president-elect, immediate past president and the two vice presidents, to serve on the Executive Committee.

Section 28.(1.1) of Regulation 941 requires that at least one member appointed by the Lieutenant Governor be appointed to the Executive Committee.

Appointments will be made in accordance with the process approved by Council at its September 2016 meeting for Board Committee appointments (Appendix B) and the Special Rules. The Human Resources Committee met on April 4, 2018 and did not make recommendations for positions on the Executive Committee.

Those wishing to put their name forward to serve on the Executive Committee had until March 26, 2018 to submit their names.

### 2. Peer Review & Process Followed

|                                  |   |
|----------------------------------|---|
| <b>Process Followed</b>          | Per Section 28.(1)(e) and 28.(1.1) of Regulation 941 under the PEA. |
| <b>Council Identified Review</b> | Council is the appropriate peer review group.                       |
| <b>Actual Motion Review</b>      | N/A   |

### 3. Appendices

- Appendix A – Sections 28.(1) and 28.(1.1) of Regulation 941 under the *Professional Engineers Act*
- Appendix B – Process for Appointment of Councillors to Board Committees Approved by Council, September 23, 2016

## **Regulation 28 under the *Professional Engineers Act***

### ***Executive Committee***

**28.** (1) The Executive Committee shall consist of,

- (a) the president;
- (b) the president-elect;
- (c) the immediate past-president;
- (d) the two vice-presidents; and
- (e) one or more other members of the Council from time to time appointed by the Council. R.R.O. 1990, Reg. 941, s. 28 (1).

(1.1) The Council shall ensure that at least one member appointed to the Council by the Lieutenant Governor in Council is appointed under clause (1) (e) at any given time. O. Reg. 205/09, s. 1.

(2) Three members of the Executive Committee, at least one of whom shall be a person named in clause (1) (a), (b) or (c), constitute a quorum. R.R.O. 1990, Reg. 941, s. 28 (2).

**Appendix B – List of Nominees for Executive Committee**

| Councillor Expression of Interest and Competencies |   | HRC Recommendation -and- 2018-19 Mandated Appointments <sup>1</sup>   |
|--|---|---|
| I. Bhatia  | <p>Well Rounded Experience:</p> <p>Governance:<br/>Member, Executive Committee, handled sensitive issues around the President and a Councillor removal and it's Appeal, former chair of Audit, vice chair of Finance, chair of Building task force, member of GLC almost since inception and active member of Discipline Committee, council liaison for GLC and DIS committees. Vice Chair, Chapter Leader Conference. Elected Councillor for Eastern Region 2017-2019, chair for eastern region elections search committee and member of ERC and RCC</p> <p>Other Volunteer:<br/>President and Chair, Civic Institute of Professional Personnel, City of Ottawa and handled arbitrations and grievances, resolved issues in community Elections, facilitator of amalgamation of 11 municipalities, MOU among 3 unions on Job Evaluation/ pay factors</p> <p>Certification from Osgood Law SOAR-Society of Arbitrators and Regulators, served on DIS panels and chaired 3 panels</p> <p>Financial Acumen:<br/>Adviser to Investment Club, executive Condo Board of 140 properties; built, owned and developed properties with partners. Understand chapter Financing, RAT and Patrick Models how to apportion sums to 36 chapters</p> <p>LGA: Appointed 3 times by different AG's as a Councillor</p> | <p>[To be appointed by Council <sup>2</sup> including at least one LGA]</p> <ol style="list-style-type: none"> <li>1.</li> <li>2.</li> <li>3. <b>D. Brown – President</b></li> <li>4. <b>N. Hill – Pres-elect</b></li> <li>5. <b>B. Dony – Past Pres</b></li> <li>6. <b>M. Sterling – VP – Elected</b></li> <li>7. <b>VP – Appointed</b></li> </ol> |
| M. Chan  | <p>8 years on Council as PEO staff and 10 years in ACV committee gave me a good insight of how Council, Committee and Chapters work. Recent one year on Council gave me an up-to-date hands on current Council operation.</p> <p>I am currently on a few Executive Committees of community volunteer organizations.</p>   |   |
| L. Lederman [LGA]                                  | <ul style="list-style-type: none"> <li>• Knowledge</li> <li>• Experience</li> <li>• Decision-Making</li> <li>• Temperament</li> </ul>   |   |

## Appendix B – List of Nominees for Executive Committee

|  |  |  |
|--|--|--|
|  | <p>Lew Lederman is a Consultant/Businessman (<i>Knowledge E*Volutions Inc.</i>), Lawyer, (<i>Lew Lederman QC</i>), (of Ottawa &amp; Toronto), and Canada representative (and Innovation Council member) for <i>Capital Expert Services, LLC</i> (of Washington DC). Over the course of his career, Lew has worked in most major legal and business sectors including: private practice at <i>Gowling &amp; Henderson</i> (now <i>Gowling WLG</i>) and <i>Fraser &amp; Beatty</i> (now <i>Dentons</i>); and business and government as General Counsel &amp; Corporate Secretary and Executive Management member, first at the <i>Canadian Payments Association</i> (now <i>Payments Canada</i>) processing then some \$11 Trillion p.a. (now \$50 Trillion), and subsequently <i>Canada Deposit Insurance Corporation</i> with revenues then of \$500 Million p.a. Lew’s current focus (in addition to work at PEO) includes: in Law – Governance, Regulation, and Problem-Solving generally; and in Consulting – Potentials in Pharma &amp; in Artificial Intelligence. Lew’s booklets and papers include: <i>“Big, Bang, Boom”: Adventures in Banking; A Declaration of Independence for Boards; Shakespeare on Audit Committees; “Watch Out, He Bites”: A Zoology of Dangerous Businessmen</i>. Lew has also served on several Boards, including: the Council of the <i>Ontario College of Pharmacists</i>, the <i>International Ship-Owners Alliance of Canada</i>, and the <i>Ottawa Symphony Orchestra</i>. <a href="mailto:lew.lederman@ledlaw.com">lew.lederman@ledlaw.com</a></p> <ul style="list-style-type: none"> <li>• My Law Firm – Founder: Lew Lederman QC</li> <li>• My Company – Founder &amp; CEO: <i>Knowledge E*Volutions Inc.</i> (A “Knowledge Work” Company)</li> <li>• Affiliated Expert with <i>Capital Expert Services LLC</i> of Washington DC (over 200 experts)</li> <li>• My Legal &amp; Industry Work &amp; Experience has included: <ul style="list-style-type: none"> <li>• <u>Focus on Understanding &amp; Working in Key Regulated Systems in our Economy,</u></li> <li>• <u>Notably: Governance (Theory &amp; Practice) Financial-Commercial &amp; Learned Professions.</u></li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>➤ A Base of Experience in Systems &amp; Regulation at the <i>Canadian Payments Association</i>.<br/>(General Counsel &amp; Corporate Secretary – CPA then supervising clearings of \$11 T per annum)</li> <li>➤ A Base of Experience in Systems &amp; Regulation at <i>Canada Deposit Insurance Corporation</i>.<br/>(General Counsel &amp; Corporate Secretary – dealing, <i>inter alia</i>, with Financial Institution failures)</li> </ul> <p><b><i>From an “Analysis-of-Failed Institution-Governance” Perspective:</i></b></p> |  |
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## Appendix B – List of Nominees for Executive Committee

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|  | <p><b><i>CDIC's own assessment (set out in an Annual Report) was that <u>all</u> the failures it addressed (over 30 of them) involved <u>Management Failures</u>, exacerbated by <u>Board Inaction</u>.</i></b></p> <p><b><i>Secretary to Audit Committee. A Principal Author of CDIC's own Governance Study.</i></b></p> <p><b><i>Overall view of Litigation against Directors, Officers &amp; Auditors of failed Financial Institutions.</i></b></p> <ul style="list-style-type: none"> <li>➤ <u>A Base of Experience in Health Systems &amp; Regulation at the Ontario College of Pharmacists.</u><br/>(Three-Term government-appointed member of the Council governing the College.)</li> <li>• Boards – <ul style="list-style-type: none"> <li>➤ Member (Order-in-Council): Council of Association of Professional Engineers of Ontario</li> <li>➤ Former Member (Order-in-Council): Council of Ontario College of Pharmacists</li> <li>➤ Former Member : Board of International Ship-Owners Alliance of Canada Inc.</li> <li>➤ Former Member (some 20 years) : Board of Ottawa Symphony Orchestra</li> <li>➤ Governance Advisor to Telefilm Canada (under Chairman Laurier LaPierre)</li> </ul> </li> <li>• Author (<i>inter alia</i>) – <ul style="list-style-type: none"> <li>➤ Building A Better Economy</li> <li>➤ A “Democracy” Can Be A “Tyranny” too</li> <li>➤ Inflation: The “Humpty Dumpty Hypothesis”</li> <li>➤ Dancing With Whales: The New Economy</li> <li>➤ “Watch Out ... He Bites”: A Zoology Of Dangerous Businessmen</li> </ul> </li> <li>• Lecturer (and sometime Mentor/Muse) on Governance, with writings/presentations including – <ul style="list-style-type: none"> <li>➤ Winnings Ways: A Common-Sense Psychology Of Successful Governance</li> <li>➤ A Declaration of Independence For Boards In The Information Age</li> <li>➤ The Unhealthy Company – How To Know, What To Do</li> <li>➤ Building Stronger Boards</li> <li>➤ False Profits &amp; False Prophets</li> <li>➤ “Forensic Governance”™</li> <li>➤ The “Are You A Sucker Checklist”</li> <li>➤ A Child’s Guide To Leadership (Adult Version)</li> <li>➤ Shakespeare On Audit Committees</li> </ul> </li> </ul> <p><b><i>The large part of these lectures/presentations were to seminars, organized by the private companies that then</i></b></p> |  |
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## Appendix B – List of Nominees for Executive Committee

|         |  |  |
|---------|--|--|
|         | <p><b><i>largely occupied the Continuing Education field, before the now more pervasive Institutes on Governance had established their predominance.</i></b></p> <ul style="list-style-type: none"> <li>• Education – <ul style="list-style-type: none"> <li>➤ Queen’s University at Kingston: BA Economics &amp; PoliSci (<i>magna cum laude</i> &amp; Medal)</li> <li>➤ Queen’s University: LLB (heavy emphasis on things that now could be called “Governance”)</li> <li>➤ University of Western Ontario (now “Ivey”): Executive Program (WEP)</li> <li>➤ Always Learning</li> </ul> </li> <li>• Research &amp; Knowledge Base – <ul style="list-style-type: none"> <li>➤ Researching Client Work &amp; Independent: Legal, Governance, Systems, Political-Economic</li> <li>➤ Building a Comprehensive &amp; also Specialized Research Library &amp; Knowledge Base</li> <li>➤ Studying the Whys &amp; Hows of People, Inspiration &amp; Motivation, Creativity &amp; Innovation</li> <li>➤ Work on Artificial Intelligence</li> </ul> </li> <li>• Honours – <ul style="list-style-type: none"> <li>➤ Queen’s Counsel (“QC”), Federal</li> <li>➤ Queen’s Golden Jubilee Medal</li> </ul> </li> <li>• Personal – <ul style="list-style-type: none"> <li>➤ Husband (Margot Panet) &amp; Father (Alexander, de Lotbinière, Margot)</li> <li>➤ Left-Handed Presbyterian</li> <li>➤ Part Western (Saskatchewan), part Eastern (NS), part Ontarian (Kingston, Toronto, Ottawa)</li> <li>➤ Enthusiastic (but not-so-good) golfer &amp; skier</li> <li>➤ Wears bow-ties because his Wife says it makes him a happier person</li> </ul> </li> </ul> |  |
| K. Reid | <p>Attributes: Strong interpersonal skills, highly organized, experienced with resolving diverse issues, sought after by Senior Management.</p> <p>For over 7 years now I have been reporting to and dealing with VPs, Directors, and Senior Managers to resolve various OPG issues. This has included various Contract, Project and Quality Engineering issues. Most recently I have been recognized for my development of Refurbishment Engineering Supervisor training on proficiency (i.e., how to perform work well). The Supervisor training I developed is to be rolled out to the rest of the Engineering fleet. I also recently have had an abstract accepted by the International Conference on Quality, Leadership and Management in the Nuclear Industry to be held in Ottawa 16-19 July 2018.</p>   |  |

## Appendix B – List of Nominees for Executive Committee

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|-------------|---|--|
|             |   |  |
| W. Turnbull | Experienced, team player, motivational leader, good communicator, innovative thinker, get things done |  |

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<sup>1</sup> Indicated names are mandated by legislation or Council-approved terms of reference

<sup>2</sup> S.28(1)(e) of Regulation 941 under the *Professional Engineers Act* requires Council to appoint one or more other members of Council and s.28.(1.1) requires that at least one member must be a member appointed by the Lieutenant Governor

## APPOINTMENT OF COUNCILLORS TO THE HUMAN RESOURCES COMMITTEE 2018-2019

**Purpose:** To elect Councillors to the Human Resources Committee

**Motion(s) to consider: (requires a simple majority of votes cast to carry)**

*That [two names to be inserted at the meeting] be elected as members to the Human Resources Committee for the 2018-2019 Council year.*

**Prepared by:** Ralph Martin – Manager, Secretariat

### 1. Need for PEO Action

Annually, Council elects two Councillors to the Human Resources Committee (HRC)

Those wishing to put their name forward for positions on the HRC had until March 26, 2018 to submit their names. A list will be circulated to Council prior to the April 21, 2018 meeting. In addition, the Chair will ask for additional nominations at the meeting.

### 2. Policy or Program contribution to the Strategic Plan

Appointing Councillors to the HRC for the 2018-2019 Council is related to Objective 9 in the 2018-2020 Strategic Plan.

### 3. Financial Impact on PEO Budgets (for five years)

|                     | Operating | Capital | Explanation  |
|---------------------|-----------|---------|--|
| Current to Year End | \$0       | \$0     | Funded from Surplus Fund (Council discretionary funds) |
| 2 <sup>nd</sup>     | \$        | \$      |  |
| 3 <sup>rd</sup>     | \$        | \$      |  |
| 4 <sup>th</sup>     | \$        | \$      |  |

|                 |    |    |  |
|-----------------|----|----|--|
|                 |    |    |  |
| 5 <sup>th</sup> | \$ | \$ |  |

#### 4. Peer Review & Process Followed

|                                  |   |
|----------------------------------|---|
| <b>Process Followed</b>          | Section 3.1 of the Committees and Task Forces Reference Guide states that “Most committees and task forces operate on the calendar year [non-board committees]. Certain committees, however, (Executive, Audit, Finance, Human Resources, Legislation, OSPE-PEO Joint Relations, Regional Councillors [board committees]) follow the Council year because membership on these committees is determined by Council elections. The year for these committees begins with the first Council meeting following the PEO Annual General Meeting. ...” |
| <b>Council Identified Review</b> | Council is the appropriate peer group.  |
| <b>Actual Motion Review</b>      | N/A   |

#### 5. Appendices

- Appendix A – Applicants for the Human Resources Committee

Council Appointments- Human Resources Committee (HRC)

| Councillor Expression of Interest and Competencies |   | Council Recommendation<br>-and- 2018-19 Mandated Appointments <sup>1</sup>   |
|--|---|--|
| Tim Kirkby   | <p>This position will be selected by vote during the April council meeting. I am currently on the hrc...selected by vote for my first one year term in April 2017. Moving forward in year 2018 this committee will be involved in the management of the staffing action to replace Gerard MacDonald our past Registrar. I offer vast hands on experience in Staffing actions within my past work within the federal government and volunteer work with the United Way. I realize that it will be a political vote that will establish this selection. I would not be responsible or respectful to council if I did not offer my energy and commitment to assist with the priority task that this committee must accomplish in 2018. The choice is council's respectfully. Please note that I will be with my daughter in pvr mexico in April during the April council meeting and not available to participate in the election process for this position. I support and respect council's vote.</p> | <p>[To be appointed by Council ]</p> <ol style="list-style-type: none"> <li>1.</li> <li>2.</li> <li>3. <b>D. Brown – President</b></li> <li>4. <b>N. Hill – Pres-elect</b></li> <li>5. <b>B. Dony – Past Pres</b></li> </ol> |
| Thomas Chong                                       | <ul style="list-style-type: none"> <li>-Member of Human Resource Ministry St. Agnes Church with 1,100 parishioner families.</li> <li>-President of EANG Network with 4,000 members, oversight on human resources policy</li> <li>-Former Board Executive of Legal Aids Ontario with over 4,000 private lawyers</li> <li>-Experiences in Human resources policies and strategies, diversity, inclusion and anti-racism policies, recruitment policy and process, leadership development and training, succession planning, performance evaluation, onboarding and coaching, effective governance and compensation policies.</li> </ul>   |  |

## 2018-2019 Council Appointments to Human Resources Committee (HRC)

|                        |   |  |
|------------------------|---|--|
|                        | <p>- Knowledge of human resource management and legislations, including: Human Rights Act, Employment Equity Act, Employment standards and Labour Act, Immigration law, Landlord &amp; Tenant Act, Health &amp; Safety Act</p>  |  |
| Lisa MacCumber         | <p>Provided extensive input on working conditions for engineers report, breaking barriers survey, look at programs with an equity, diversity and inclusion lens, bias awareness training, experience developing roles, responsibilities, skills and associated measurable performance metrics.</p>  |  |
| Kelly Reid             | <p>I have experience recruiting staff, dealing with various human resources issues including harassment, setting up annual performance reviews for staff, etc. In addition, I was involved at the request of my colleagues to negotiate with the Senior Management team the union collective agreement at Nuclear Safety Solutions after it was sold by OPG Inc.</p>  |  |
| Qadira Jackson Kouakou | <p><u>LSUC</u>: on Equity Advisory Committee shortlisted 100s of resumes; <u>U of Windsor</u>: File Reader for Applications Committee (accepting students to law school); <u>Jaxon Law PC</u>: Hired and trained many Law Clerks and students over the years; <u>York U</u>: Certificate in Dispute Resolution - Can assist in human resource issues that may arise; Would contribute a unique perspective based on my ethnic background, gender, age, education, and occupation.</p> |  |
| Marisa Sterling        | <p>I can bring people and board management experience from my role as President of the Foundation for Education these past 8 years, my past work experience at PEO in both the enforcement and chapters departments, and my engineering career where I currently lead building an inclusive culture at the Lassonde School of Engineering at York University.</p>   |  |
| Keivan Torabi          | <p>28 years of experience in large corporates; government and private with 1000s of staff.</p>  |  |

## 2018-2019 Council Appointments to Human Resources Committee (HRC)

|               |   |  |
|---------------|---|--|
| Marilyn Spink | <ol style="list-style-type: none"><li>1. <b>Completion of the Institute of Corporate Directors Human Resource &amp; Compensation Committee Effectiveness 2 Day short course</b> – May 2016 - developed deeper insights into CEO succession planning tools, executive compensation and incentive strategies, human capital development beyond the CEO, and dealing with increased scrutiny of executive compensation plans.</li><br/><li>2. <b>Attended Leading Effective CEO Succession Afternoon Session</b> Feb 2018 - The selection of an organization’s senior leader is one of Council’s most important responsibilities, and one of the key ways in which Council can most directly influence organizational success. CEO succession requires dedicated focus, time and planning. An over view of “better practices” for effective leadership of CEO succession as well as pitfalls to avoid through the process.<ul style="list-style-type: none"><li>• The principles underlying successful CEO succession</li><li>• Tips for building Board insight into and alignment on the required skill set of the next CEO</li><li>• The Board’s role in developing internal candidates</li><li>• Assessing the readiness of internal candidates</li><li>• Determining whether or not an external search is required</li><li>• Effectively engaging external succession planning support</li><li>• How to make effective CEO selection decisions</li><li>• How to deal with “unplanned” senior leadership succession</li></ul></li><br/><li>3. <b>The Not For Profit World of Executive Compensation Afternoon Session</b> Jan 2018 Non-profit boards have many grey areas to consider when making compensation decision to balance the internal, and financial needs against stakeholder interests for transparency and</li></ol> |  |
|---------------|---|--|



## 2018-2019 Council Appointments to Human Resources Committee (HRC)

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|  | <p>sector comparability, while attracting, retaining, and motivating talented executive teams. Panelists examined this context and outlined the Board's accountabilities by discussing the following:</p> <ul style="list-style-type: none"><li>• Ensuring alignment with strategic focus – vision, mission, values, culture</li><li>• Compensation framework components: Philosophy, design, delivery and monitoring</li><li>• Merit vs. Variable Pay: Key differences and application</li></ul> <p>Past HRC member - 2015 &amp; 2016</p> |  |
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<sup>1</sup> Indicated names are mandated by legislation or Council-approved terms of reference

## APPOINTMENT OF COUNCILLORS TO BOARD COMMITTEES FOR 2018-2019

**Purpose:** To appoint Councillors to Board committees.

**Motions to consider: (requires a simple majority of votes cast to carry)**

- 1. That, as recommended by the Human Resources Committee, the Audit Committee be composed of five Council members and that Ishwar Bhatia, P.Eng., Thomas Chong, P.Eng., Guy Boone, P.Eng. and Lorne Cutler, P.Eng., be appointed as members to the Audit Committee for the 2018-2019 Council year.**
- 2. That, as recommended by the Human Resources Committee that Michael Chan, P.Eng., Lola Hidalgo, P.Eng., Tim Kirkby, P.Eng., and Kelly Reid, P.Eng. be appointed as members to the Finance Committee for the 2018-2019 Council year.**
- 3. That, as recommended by the Human Resources Committee, Lola Hidalgo, P.Eng., Gary Houghton, P.Eng., Qaadira Jackson, LL.B., Lisa MacCumber, P.Eng. and Gregory Wowchuck, P.Eng. be appointed as members to the Legislation Committee for the 2018-2019 Council year.**
- 4. That, as recommended by the Human Resources Committee, Marisa Sterling, P.Eng. and Roydon Fraser, P.Eng., be appointed as members to the OSPE-PEO Joint Relations Committee for the 2018-2019 Council year.**

**Prepared by:** Ralph Martin, Manager, Secretariat

### **1. Need for PEO Action**

Annually, Council appoints the requisite number of Councillors to five Board Committees and a representative to the OSPE Advocacy Committee.

Those wishing to put their name forward for positions on the Board Committees and the OSPE Advocacy Committee had until March 26, 2018 to submit their names for the following committees:

- **Four to Seven (4-7)** Councillors are to be appointed to the **Audit Committee**.
- **Four (4)** Councillors are to be appointed to the **Finance Committee**.
- **Five (5)** Councillors are to be appointed to the **Legislation Committee**.
- **Two (2)** Councillors are to be appointed to the **OSPE-PEO Joint Relations Committee**

Appointments will be made in accordance with the process approved by Council at its September 2016 meeting for Board Committee appointments (Appendix A) and the Special

Rules. The Human Resources Committee met on April 4, 2018 and is recommending the appointments as presented in Appendix B. In determining its recommendations, the HRC reviewed the submitted board committee preferences of Councillors, their respective backgrounds, the need to balance committee continuity with succession planning, Councillor workloads, Councillor involvement with other committees and external appointments as well as committee terms of reference.

**2. Policy or Program contribution to the Strategic Plan**

Appointing Councillors to Board Committees for the 2018-2019 Council year is related to Objective 9 in the 2018-2020 Strategic Plan.

**3. Financial Impact on PEO Budgets (for five years)**

|                     | Operating | Capital | Explanation  |
|---------------------|-----------|---------|--|
| Current to Year End | \$0       | \$0     | Funded from Surplus Fund (Council discretionary funds) |
| 2 <sup>nd</sup>     | \$        | \$      |  |
| 3 <sup>rd</sup>     | \$        | \$      |  |
| 4 <sup>th</sup>     | \$        | \$      |  |
| 5 <sup>th</sup>     | \$        | \$      |  |

**4. Peer Review & Process Followed**

|                         |   |
|-------------------------|---|
| <b>Process Followed</b> | Section 3.1 of the Committees and Task Forces Reference Guide states that “Most committees and task forces operate on the calendar year [non-board committees]. Certain committees, however, (Executive, Audit, Finance, Human Resources, Legislation, OSPE-PEO Joint Relations, Regional Councillors [board committees]) follow the Council year because membership on these committees is determined by Council |
|-------------------------|---|

|                                  |   |
|----------------------------------|---|
|                                  | elections. The year for these committees begins with the first Council meeting following the PEO Annual General Meeting. ...” |
| <b>Council Identified Review</b> | Council is the appropriate peer group.  |
| <b>Actual Motion Review</b>      | N/A   |

## 5. Appendices

- Appendix A – Process for Appointment of Councillors to Board Committees  
Approved by Council, September 23, 2016
- Appendix B – Human Resources Committee Recommendations
- Appendix C – Human Resources Committee Recommendation Matrix
- Appendix D – Board Committee Appointments – Criteria Decision Matrix

## **Appointment of Councillors to Board Committees**

Annually, following Council elections:

- Councillors will be asked to submit Board Committee participation preferences to the outgoing Human Resources Committee (HRC)
- HRC would match committee needs to Councillor preferences
- HRC presents its recommendations at the AGM Council meeting for approval
- Should HRC be unable to present a recommendation regarding an appointment, Council will fill the position(s) through a vote

HRC Recommendations to Council – Audit Committee<sup>2</sup>

| Councillor Expression of Interest and Competencies |  | HRC Rationale   | HRC Recommendation -and- 2018-19 Mandated Appointments <sup>1</sup>  |
|--|--|---|--|
| I. Bhatia  | <p>Former Chair of Audit, currently Vice Chair, developed TOR/RFQ/ RFP in selecting Auditors, raised difficult issues for conformity, brought Not for Profit NPO issues</p> <p>As an Executive of Appeal Committee, resolved all issues of volunteers who submitted expenses late or wrongly submitted by developing a new template resulting in improvements and cut travel costs by emphasizing the purchase of Rider (Insurance) etc.</p>   | <p><i>Previous experience on Audit Committee. Provides continuity.</i></p>                | <p><b>[Minimum of 4 Councillors and 1 to 3 other Association members]</b></p> <ol style="list-style-type: none"> <li>1. Ishwar Bhatia</li> <li>2. Thomas Chong</li> <li>3. Guy Boone</li> <li>4. Lorne Cutler</li> </ol> |
| G. Boone   | <p>Currently serving as Auditor &amp; Technical Expert for Standards Council of Canada (www.SCC.ca )</p> <p>Lab Accreditation Services ... Interested in Audit Oversight, as part of Governance.</p>   | <p><i>Previous experience as an Auditor.</i></p>  |  |
| T. Chong   | <p>-Member of Joint Audit &amp; Finance Committee of EANG Network with 4,000 members</p> <p>-Member of Modern Controllorship Office of Ontario government</p> <p>-Former Board Executive of Legal Aids Ontario for 5 years</p> <p><b>-Experiences</b> in auditing, internal control policy, financial reporting, accounting policy, financial statements, risk and fraud management.</p>   | <p><i>Previous experience on Audit Committee. Provides continuity.</i></p>                |  |
| L. Cutler  | <p>As noted below, I have my MBA where I majored in Finance and International Business. Included in my studies were courses in accounting.</p> <p>In my career at EDC, my duties included reviewing financial statements of our exporters to determine their financial capability of completing a contract as well as financial statements of various borrowers to determine their ability to repay loans. During high school and university, I worked part-time for a chartered accountant where I was responsible for bookkeeping and preparation of financial statements for small companies.</p> <p>I have always actively managed my own personal portfolio which has required me to review financial statements and reports.</p> | <p><i>Councillor preference. Background and experience related to committee work.</i></p> |  |

## 2018-2019 Council Appointments to Board Committees

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|  | <p>During our March 2018 board meeting, I was one of the more active participants in the discussion on our financial statements, including making suggestions as to where the Notes to the Financial Statements could to be clearer and questioning the reporting of our Pension Liabilities. As such, I have demonstrated my ability to and interest in reviewing and analyzing financial statements. While financial statements are often not read, I believe that they are a key document for a transparent organization.</p> |  |  |
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<sup>1</sup> Indicated names are mandated by legislation or Council-approved terms of reference

<sup>2</sup> S.30(3) of By-Law No. 1 – *The President and the president-elect shall be ex-officio members of all committees established under this section 30.*

## 2018-2019 Council Appointments to Board Committees

### HRC Recommendations to Council – Finance Committee<sup>2</sup>

| Councillor Expression of Interest and Competencies |  | HRC Rationale                           | HRC Recommendation -and- 2018-19 Mandated Appointments <sup>1</sup>  |
|--|--|---|--|
| I. Bhatia  | Former vice chair and chair of building 40 Sheppard Task force, conducted weekly teleconferences with the committee to ensure timely renovations to minimize vacancies, ensure no increase in fees unless proven, answered Council on many deviations on Budget, well rounded experience.  | <i>Recommended for Audit Committee.</i> | <p><b>[4 Councillors]</b></p> <ol style="list-style-type: none"> <li>1. Michael Chan</li> <li>2. Lola Hidalgo</li> <li>3. Tim Kirkby</li> <li>4. Kelly Reid</li> </ol> |
| M. Chan  | Just completed one year as Vice Chair of the Finance Committee. Staying on for one more year will give the Finance Committee the needed continuity.  | <i>Provides continuity.</i>             |  |
| T. Chong   | <ul style="list-style-type: none"> <li>-Member of Joint Audit &amp; Finance Committee of EANG Network with 4,000 members</li> <li>-Member of Modern Controllershship Office of Ontario government</li> <li>-Former Board Executive of Legal Aids Ontario for 5 years</li> <li><b>-Experiences</b> in financial strategies, program reviews, budgeting (operation and capital budgets), investment policy, internal control policy, financial reporting, accounting policy, financial statements, risk management.</li> </ul>   | <i>Recommended for Audit Committee.</i> |  |
| L. Cutler  | I have my MBA from Ivy School of Business where I majored in Finance and International Business. My work career has primarily been in financial environments having worked for 25 years at Export Development Canada where I reviewed, negotiated and closed over \$1 billion in financing agreements with a variety of countries and organizations around the world. Since retiring from EDC, I have been involved in policy and financial consulting, including the preparation of personal taxes. I have been the treasurer of a small board for over 10 years where I have not only been responsible for keeping the financial records but I have played in the key role in pointing out the financial implications of what we do. I am also on the Foundation Board of Jewish Family Services (Ottawa) where we are responsible for running the fund raising arm of the social service agency and setting investment policy in conjunction with our investment advisor. | <i>Recommended for Audit Committee.</i> |  |



## 2018-2019 Council Appointments to Board Committees

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|            | <p>From my first meeting of PEO Council in Sept 2017, I have been an active participant in our financial discussions. I have shown both my interest and skills in budgetary matters and have made several key observations about PEO's budget, including identifying areas where additional funds can be raised or expenses cut.</p> <p>I believe that with my skills and experience, I can play a valuable role in helping to maintain PEO's strong financial position. While I recognize the potential need to raise fees after 10 years of no increases, I also believe that strong financial management should play a leading role in maintaining our financial health.</p> <p>I am applying to both the Audit Committee and Finance Committee but my preference would be the Finance Committee. As well, given my tax work, my schedule tends to be more open in the Summer/Fall when the Finance Committee does the bulk of its work, rather than the late-Fall/Winter when the Audit Committee does the bulk of its work.</p> |  |  |
| L. Hidalgo | I have experience and interest in managing programs with million dollar budgets requiring strategic planning, forecasting and attention to detail.   | <i>Potentially brings fresh perspective. Related experience.</i>           |  |
| T. Kirkby  | I would be pleased to join the finance committee. I currently am the chair of the Investment committee and as well would like to bring new considerations to the finance committee on chapter accounts and expense applications throughout peo. As we often discuss there has not been a fee increase in many years. Being a member of the finance committee would provide a view of financial impacts and solutions moving forward.   | <i>Previous experience on Board Committees. Related senior experience.</i> |  |

## 2018-2019 Council Appointments to Board Committees

|                |   |   |  |
|----------------|---|---|--|
| <p>K. Reid</p> | <p>Attributes: Experience with reading financial reports and finding creative ways to achieve savings while maintaining service levels. Served on PEO Audit Committee 2017-2018. On behalf of several Directors I have been responsible to set up budgets, review financial projections and find savings to meet Senior VPs directions for across the board cost reductions. Through my efforts I have successfully kept my organizations below budget while maintaining service levels. Looking for methods to save money such as automating metrics has allowed me to reduce costs but maintain capability. For the PEO an example of this was my motion to change the default for PEO Dimensions back to digital saving ~176k annually. I believe this experience any my creativity will assist the PEO in finding savings and balancing the budget.</p> | <p><i>Potentially brings fresh perspective. Related experience.</i></p> |  |
|----------------|---|---|--|

<sup>1</sup> Indicated names are mandated by legislation or Council-approved terms of reference

<sup>2</sup> S.30(3) of By-Law No. 1 – *The President and the president-elect shall be ex-officio members of all committees established under this section 30.*

## 2018-2019 Council Appointments to Board Committees

### HRC Recommendations to Council – Legislation Committee<sup>2</sup>

| Councillor Expression of Interest and Competencies |  | HRC Rationale   | HRC Recommendation -and- 2018-19 Mandated Appointments <sup>1</sup>   |
|--|--|---|---|
| T. Chong   | Former Board Executive of Legal Aids Ontario with over 4,000 private lawyers<br>-President of EANG Network with 4,000 members, oversight on By-Law<br>-Experiences in interpretation of legislations in Ontario government, oversight on legislation, regulations and by-law changes in Ontario ministries.  | <i>Recommended for Audit Committee.</i>   | <p><b>[5 Councillors]</b></p> <ol style="list-style-type: none"> <li>1. Lola Hidalgo</li> <li>2. Gary Houghton</li> <li>3. Qadira Jackson</li> <li>4. Lisa MacCumber</li> <li>5. Gregory Wowchuk</li> </ol> |
| R. Fraser  | Legislative Committee (though I may not be eligible due to term limit rules); I am a stickler for details, always looking for unintended consequences.   | <i>LEC member term limits is (5) years of cumulative committee service.<br/>R. Fraser was a member of LEC from 2009-AGM 2017.</i> |   |
| L. Hidalgo   | I served in 2017-2018 in LIC. I would be honoured to continue serving another term.  | <i>Provides continuity.<br/>Councillor preference.</i>  |   |
| G. Houghton  | Served on LEG committee both years of first term as Councillor. Regular exposure to, and need to interpret, various legislative instruments as a senior municipal employee.  | <i>Provides continuity.<br/>Councillor preference.</i>  |   |
| Q. Jackson   | -Previous Experience on the Committee.<br>-Legal Background  | <i>Background and experience related to committee work. Provides continuity.</i>  |   |
| L. MacCumber                                       | Through employment, worked on changes to legislation, and on development, implementation and compliance plans for multiple regulations under various acts, familiar with Regulatory Impact Assessments and cost estimates for new regulations, procedures and bylaws, Ontario's regulatory registry and Environmental Bill of Rights for new regulatory postings and requirements for each. Worked on content required for Legislation and Regulation Committee (LRC) packages (Cabinet submissions) | <i>Background and experience related to committee work.<br/>Potentially brings fresh perspective.</i>                             |   |
| K. Torabi  | 19 years of experience in heavily government regulated industry.   | <i>No previous experience on committees.</i>  |   |
| G. Wowchuk   | Decades of experience with PCPO, (which presumably will form next gov't). Knowledge of the legislative process, Prof Eng Act and of current PEO issues.  | <i>New Councillor on Board Committee. Councillor preference.</i>  |   |

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## 2018-2019 Council Appointments to Board Committees

### HRC Recommendations to Council – OSPE-PEO Joint Relations Committee<sup>2</sup>

| Councillor Expression of Interest and Competencies |   | HRC Rationale  | HRC Recommendation -and- 2018-19 Mandated Appointments <sup>1</sup>   |
|--|---|--|---|
| G. Boone   | <p>Passionate to see greater Cooperation, Collibration &amp; Resource Sharing between PEO Chapters &amp; OSPE, as part of “ Chapter Reform ”.</p> <p>I have served past 2 years (my PEO Council First term), and willing to contribute 1 more year...</p>   | <i>Recommended for Audit Committee.</i>  | <p><b>[2 Councillors]</b></p> <ol style="list-style-type: none"> <li>1. Marisa Sterling</li> <li>2. Roydon Fraser</li> <li>3. <b>D. Brown – President</b></li> <li>4. <b>N. Hill – Pres-elect</b></li> <li>5. <b>J. Zuccon – Interim Registrar</b></li> </ol> |
| R. Fraser  | <p>I was on the TF that formed OSPE; I am a strong believer that PEO can be much stronger with strong member involvement; and it is the right forum for many of my “value” and “relevancy” ideas for promoting and strengthening the profession both image wise and regulatory wise.</p>  | <i>Councillor preference. Background and experience related to committee work.</i> |   |
| T. Kirkby  | <p>I am interested in being appointed to this position. I am a current member of the GLC and subcommittee to plan and host the Queens Park Day in October 2018. I am a member of OSPE and often share information and thoughts with Patrick who is employed with OSPE and through his efforts the first Professional Engineers Day was proclaimed in 2018. Good relations with OSPE and PEO are a priority. My past peo volunteer work has included many years of hands on chapter experience which provides me insight as to the often discussed conflicting roles of peo chapters and ospe.</p> | <i>Recommended for Finance Committee.</i>  |   |
| L. MacCumber                                       | <p>OSPE member, also former OSPE committee member (WEAC), former PEO Chapter Executive, extensive stakeholder engagement experience, standard messaging and communication skills, familiar with regulatory and advocacy issues.</p>   | <i>Recommended for Legislation Committee.</i>                                      |   |
| M. Sterling  | <p>I would like to help find coordinated efforts between PEO and OSPE to increase the relevance of both organizations to Ontario engineers. I have been an OSPE member since their founding.</p>  | <i>New Councillor on Board committee. Potentially brings fresh perspective.</i>    |   |

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**2018-2019 Council Appointments to Board Committees  
Preferences and HRC Recommendations Matrix**

C-518-8  
Appendix C

| Councillors        | EXE | *Audit (4) | *Finance (4) | Legislation (5) | OSPE-PEO JRC (2) | HRC Recommendations               | Current Appointments   |
|--------------------|-----|------------|--------------|-----------------|------------------|-----------------------------------|--|
| Ishwar Bhatia      | P   | P          | P            |                 |                  | Audit                             | AUC (VC) & s/c (m), RCC (m), DIC (m), ERCC (VC), ERESC (Ch)                            |
| Guy Boone          |     | P          |              |                 | P                | Audit                             | RCC (m), OSPE-PEO JRC (m), ERCC (Ch)   |
| David Brown        | M   |            |              |                 | M                |                                   | EXE (m), HRC (m), LEC (m), OSPE-PEO JRC (m), EC Director (Ext), OACETT - PEO rep (Ext) |
| Michael Chan       | P   |            | P            |                 |                  | Finance                           | FIC (VC), ACV (m), DIC (m), REC (m/CL)   |
| Thomas Chong       |     | P          | P            | P               |                  | Audit                             | AUC (m), HRC (m), RCC (m), CESC (Ch), DIC (m), ECRCC (VC), ECRESC (Ch)                 |
| Lorne Cutler       |     | P          | P            |                 |                  | Audit                             |  |
| Bob Dony           | M   |            |              |                 |                  |                                   | Ch), ARC (m), CESC (m), LIC (m), 30 by 30 (m), CEAB - PEO rep (Ext)                    |
| Roydon Fraser      |     |            |              |                 | P                | OSPE-PEO JRC (new)                | ARC (CL/m), DIC (m), LIC (m), GWGP1 (m), CEQB - PEO rep (Ext)                          |
| Lola Hidalgo       |     |            | P            | P               |                  | Finance, Legislation (experience) | LEC (m), RCC (m), AWC (CL/m), LIC (m), WRCC (VC), WRESC (Ch), 30by 30 TF (m)           |
| Nancy Hill         | M   |            |              |                 | M                |                                   | EXE (m), AUC & s/c (m), OSPE-PEO JRC (m), AWC & s/c (m), COC (m)                       |
| Gary Houghton      |     |            |              | P               |                  | Legislation (experience)          | LEC (m), RCC (m), ENF (CL/m), WRCC (Ch)  |
| Qadira Jackson     |     |            |              | P               |                  | Legislation (experience VC)       | LEC (VC), DIC (m)  |
| Tim Kirkby         |     |            | P            |                 | P                | Finance                           | HRC (m), FIC s/c (m), DIC (m), GLC (m), PIC TF (m)                                     |
| Lew Lederman       | P   |            |              |                 |                  |                                   | DIC (m), REC (m), GWGP1 (m)  |
| Lisa MacCumber     |     |            |              | P               | P                | Legislation (new)                 |  |
| Tomiwa Olukiyesi   |     |            |              |                 |                  |                                   | EDU (CL/m)   |
| Kelly Reid         | P   |            | P            |                 |                  | Finance                           | AUC & s/c (m)  |
| Serge Robert       |     |            |              |                 |                  |                                   |  |
| Nadine Rush        |     |            |              |                 |                  |                                   | DIC (m)  |
| Marilyn Spink      |     |            |              |                 |                  |                                   | EXE (m), COC (CL/m), GWGP1 (m), PIC TF (Ch)  |
| Marisa Sterling    | M   |            |              |                 | P                | OSPE-PEO JRC (new)                | AWC s/c (m)  |
| Ramesh Subramanian |     |            |              |                 |                  |                                   | ARC (m)  |
| Keivan Torabi      |     |            |              | P               |                  |                                   |  |
| Warren Turnbull    | P   |            |              |                 |                  |                                   | EXE (m), FIC (m), RCC (Ch), DIC (m), GLC (Ch/CL), VLCPC (Ch), WCRCC (VC), WCRESC (Ch)  |
| Gregory Wowchuk    |     |            |              | P               |                  | Legislation (new)                 |  |

**P = Preference**  
**P** = Recommendation  
**M** = Mandated Appointments (legislation/Council T of R)  
 \*Note: Finance and Audit mutually exclusive

**Ch = Committee / Task Force Chair**  
**VC = Committee / Task Force Vice Chair**  
**m = Committee / Task Force member**  
**CL = Committee / Task Force Council Liaison**  
**Ext = External Appointment to other boards and agencies**



## In Camera Session

In-camera sessions are closed to the public

## Return to Open Session



## REQUEST FROM THE CANADIAN ENGINEERING ACCREDITATION BOARD (CEAB) NOMINATING COMMITTEE

**Purpose:** To confirm that Dr. Robert Dony, P.Eng. is a member in good standing with the Association and that PEO has no objection to Engineers Canada recommending that Dr. Robert Dony, P.Eng. be offered to stand for nomination as Vice Chair of the Canadian Engineering Accreditation Board (CEAB) for a one-year term.

**No motion required**

**Prepared by:** Ralph Martin, Manager Secretariat

### 1. Status Update

At the request of the Canadian Engineering Accreditation Board (CEAB) Nominating Committee, PEO confirms that:

- Dr. Robert Dony, P.Eng. is a member in good standing with the Association.
- The Association has no objection to the appointment of Dr. Robert Dony, P.Eng. as Vice Chair of the Canadian Engineering Accreditation Board (CEAB) for a one-year term, in accordance with the *CEAB Terms of Reference*, Section 5.10:

*The Board, based on recommendations from the AB Nominating Committee, appoints the chair and the vice-chair, both for a period of one year. The chair automatically becomes past-chair following the completion of their term. The terms of office may be extended to a maximum of two years. Appointments are effective July 1 of the year of appointment. The vice-chair is normally appointed chair following his or her term as vice-chair.*

### 2. Background

The recommendation from the CEAB Nominating Committee will be made to the Board on May 25, 2018 that Dr. Robert Dony be appointed as vice-chair. The recommendation from the Nominating committee includes confirmation that the regulator has no objection to the appointment. Therefore, the Nominating Committee has requested a response from PEO confirming no objections to Dr. Robert Dony, P.Eng. being appointed as CEAB Vice Chair.

#### Notes:

- (1) Dr. Robert Dony is currently a CEAB regional appointee member from Ontario. Should his appointment as CEAB Vice Chair be made by the Board of Engineers Canada, PEO will be asked to provide the name of another candidate to be nominated as PEO's regional representative for a three-year term.
- (2) Under Engineers Canada's current process, the CEAB Vice Chair position is renewable once, for a one-year term.

## **COUNCILLOR ITEMS**

- a) **Notice of Future Council Agenda Items**
- b) **Councillors' Questions**

**Purpose:** To provide Councillors with an opportunity to provide notice of items for inclusion on the next Council meeting agenda, and to ask questions.

**No motion required**

**Prepared by:** Dale Power –Secretariat Administrator