

Council looks at defining and redefining roles and duties

BY JOAN BAILEY

Setting the agenda is hard enough, but getting submissions in on time has proved even more challenging. So routine administrative duties aside, the first item on Council's agenda was a discussion on managing it.

A motion was put forward to delegate authority to the newly formed Council secretariat within the policy and communications department to set the agenda, determine and enforce a critical path, including dates, and prepare a report with recommendations on the practices and procedures for the preparation of agenda for Council and Executive Committee meetings. Supporters said the measure was necessary to ensure the agenda comes together in time; at present, the secretariat has the responsibility of ensuring that the meetings and agenda packages run smoothly, without the authority to enforce a deadline for agenda materials. Critics were wary of delegating to staff the authority to control even the production of the agenda, suggesting it is the responsibility of the CEO/Registrar to ensure the smooth compilation of the agenda. The contentious vote went in favour of the motion.

Administration/Governance

To help Council debate run more smoothly, Council adopted Special Rules of Order to deal specifically with procedures for calling the vote on an issue. The rules aim to clarify areas of *Bourinot's Rules* that appeared to be ambiguous. Under the procedures, a Councillor may call for a vote to be taken by moving that the vote be taken. If the motion is seconded, debate on the main motion will cease. If the motion to call the vote, which is non-debatable and non-amendable, passes with a two-thirds majority, the vote on the main motion is taken. If the motion to call the vote is not passed, debate on the main motion continues.

The procedures also allow the Chair to end debate and call for the vote, if there is no objection. If any member of Council objects, debate continues.

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Because Councillors sometimes step out of the Council chamber during debate, Council adopted as a guideline that when a vote is called and a member of Council has temporarily withdrawn from the Council chamber, the Chair will suspend all activities of Council, including the vote, for a reasonable period of time, to permit the Councillor to return to the chamber and participate in the vote.

Volunteer remuneration: Addressing a 2002 AGM resolution seeking to develop a schedule of honoraria to compensate employees for days spent away from normal employment to carry out PEO duties, Council accepted a recommendation of the Advisory Committee on Committees that volunteers should be volunteers and decided against establishing a schedule of honoraria, or revising *By-law No. 1*. Under the bylaw, PEO may reimburse its Councillors for their expenses on PEO's behalf, but may not remunerate them for their PEO volunteer work. Other volunteers may also be reimbursed for their PEO-related expenses, but other remuneration must be expressly established by Council.

Compensation and Human Resources committee: Council approved forming a Compensation and Human Resources Committee, comprising the President, President-elect and one other member of Council. Subsequently, Council elected Lieutenant Governor-in-Council Appointee Cathy Redden to the committee.

Governance principles: Council reaffirmed the PEO Governance Principles it had approved in September 2003, which define the roles, responsibilities and accountabilities of PEO, Council, the Executive Committee, the President, and the CEO/Registrar, and address such issues as training and orientation on governance matters for volunteers and staff, and annual performance reviews of Council, committees and task forces. The earlier approval had been conditional on the principles com-

ing back to Council in four months to be re-approved. The roles of the President and of the CEO/Registrar and the Executive Limitations of the CEO/Registrar, as set in the *PEO Governance Workbook* dated January 28, 2004, were also reaffirmed, but were to be sent to the Governance Task Force for refinement. The refined roles and limitations are to come back to Council in June 2004.

Council approved a revised Mandate and Terms of Reference for the Equity and Diversity Committee (previously known as the Inclusiveness Committee).

Recognizing that members' practice situations may vary from time to time throughout their careers and that they might at some times be non-practising, Council approved a revised policy on retirees' annual fees. The policy can be seen on the website at www.peo.on.ca/aboutpeo/Retired_policy.htm.

C of A Report received

Council received the report of the Certificate of Authorization (C of A) Task Group, which had been requested by the Executive Committee in February 2003 to develop policies on seven of nine approved recommendations of a previous task group, review the previous task group's remaining two recommendations, and write a report. The report proposes particular actions in regard to the previously approved recommendations on fees, communications programs, limitations, responsibilities, insurance requirements, large entities and practice reviews of C of A holders. Policy changes recommended in the report include establishing a sliding fee schedule as a function of the number of PEngs identified by the C of A holder (ideally set to recover PEO's costs), establishing a communications program to fully support C of A activities, and instituting an auditing system for those C of A holders who choose the

option of disclosing that they do not carry professional liability insurance.

In response to Councillors' expressed concern that PEO members generally do not understand the nature and necessity of the C of A, Deputy Registrar, Standards and Regulations, Johnny Zuccon, P.Eng., explained that the C of A is a legislative vehicle to permit entities to engage in the business of providing engineering service. There is a clear distinction between practising engineering and engaging in the business of providing engineering services, said Zuccon. Deciding that stakeholders need to be more informed before changes can be implemented, Council moved to institute a consultative process with stakeholders and deferred approval of the recommended policy proposals to the September 2004 Council meeting. The CEO/Registrar was directed to prepare a consultation plan and budget for consideration and approval by the Executive Committee prior to the September meeting.

Looking for leaders

Council received the report *Evaluation of the PEO Governance System*, dated February 13, 2004, by Dr. Donald Thain, a governance expert from the Ivy School of Business at the University of Western Ontario. Thain facilitated Council's workshop on governance in September 2003, and began his February presentation to Council by describing the governance process that Council had begun at the workshop. He then turned to reviewing the best-practice basics of governance as applied to PEO's governance system.

PEO's legitimacy, he said, is from the *Professional Engineers Act*. Its President is the first among equals and both represents and reports to Council. Council's role is to direct and control the work of PEO, by appointing the CEO and senior managers, and other staff. Control is achieved by deciding where PEO should go, looking at operating plans, monitoring operations and evaluating performance results, and making adjustments as appropriate.

"Judged by current, generally accepted standards of corporate governance and strategic management, PEO's governance system model is excellent," Thain said, providing a "clear, well-developed, sound and profes-

sional blueprint." PEO's operating plan is also "highly satisfactory," he said, "in aligning working level sub-units and operations with the direction and control of Council."

The fundamental difficulty in PEO's strategic management, however, he said, is to make all the elements—purpose, strategy, operations, resources and results, etc.—congruent: "From my point of view, the crossroads you face is defining the purpose of PEO."

PEO can be just a regulator, he noted, or at the other end of the spectrum be the trustee responsible for the health of the profession. He said he had not seen that there is any one body in Canada charged with providing leadership to the profession, and that it is important that the entire profession in Canada be evaluated to provide an overview of what and how it is doing.

Councillors agreed that Thain's report was thought-provoking, yet some expressed criticism at his apparent lack of knowledge about engineering academe in Canada generally, and about the existence and activities of the Canadian Council of Professional Engineers (CCPE). Some suggested that the national leadership position Thain proposed for PEO is more rightfully within CCPE's purview.

Money matters

Council received the internal financial statements for 2003, and approved the audited financial statements and authorized their publication in the Annual Report. Council also requested that staff review and analyze legal costs—and provide recommendations for savings. It charged the new Compensation/Human Resources Committee with investigating possible options for the staff pension plan.

In discussion of the outstanding issues from the January debate on the 2004 budget, it was moved that approval of a 2004 budget that includes a \$10 annual fee increase be rescinded, since some Councillors felt debate had been curtailed by a motion to call the question. After further discussion, the motion to rescind the earlier approval was defeated. Council approved instead returning \$500,000 to the operating reserve.

On turning their attention to proposed 2004 expenditures that had been cut from the approved budget or reduced, and were consequently placed in a "parking lot" for further consideration, Councillors agreed that there was no clear consensus on specific items to be funded from the remaining relatively small amount of uncommitted funds. Accordingly, Councillors agreed to submit their priorities on the remaining items to be compiled for consideration at a subsequent meeting of Council. ❧