



## MINUTES OF THE 88TH ANNUAL BUSINESS MEETING

SATURDAY, MAY 8, 2010—

CHAIR: CATHERINE KARAKATSANIS,  
MESC, P.ENG., FEC

THE 88TH ANNUAL MEETING, Professional Engineers Ontario, was held at the Toronto Hilton Hotel, Toronto, Ontario, on Saturday, May 8, 2010. The meeting was called to order by President Catherine Karakatsanis, MESC, P.Eng., FEC.

Before declaring the business meeting open, the president thanked the participants and attendees of Friday's Engineering and Public Policy Conference. The session was both informative and worthwhile.

In addition to the conference, she said, the 2010 Order of Honour gala was held on Friday evening at which 13 exceptional individuals were recognized for their significant lifetime contributions to the engineering profession in Ontario. President Karakatsanis congratulated the award recipients for their outstanding and dedicated commitment to the profession.

The president then thanked the PEO staff and the organizers for the tremendous job they had done and for Friday's success.

She acknowledged the AGM silver-level sponsors, Atomic Energy of Canada Limited and The Personal.

The president noted that it was World Fair Trade Day. She thanked George Roter, CEO of Engineers Without Borders, and his team for supplying fair trade coffee for the AGM luncheon in support of this cause.

### INTRODUCTION OF COUNCIL

As the first order of business, the president introduced the members of the 2009-2010 council.

The Executive Committee: Catherine Karakatsanis, president; Diane Freeman, P.Eng., FEC, president-elect; Corneliu Chisu, P.Eng., FEC, vice president (elected); John Vieth, P.Eng., vice president (appointed); J. David Adams, P.Eng., FEC, past president; Cliff Knox, P.Eng., MBA, FEC, and Phil Maka, P.Eng., FEC, councillors; and Rebecca Huang, LLB, MBA, lieutenant governor appointee. The remaining members of council: councillors-at-large John Vieth, Bruce Clarida, P.Eng., FEC, and Allen Jones, P.Eng.; regional councillors David Euler, P.Eng., FEC, and David Spacek, P.Eng. (Northern Region); Cliff Knox and Paul Ballantyne, P.Eng., FEC (Eastern Region); Thomas Chong, P.Eng., and Denis Carlos, P.Eng., FEC (East Central Region); Len King, P.Eng., and Roydon Fraser, P.Eng., FEC (Western Region); Colin Moore, P.Eng., FEC, and Phil Maka (West Central Region); lieutenant governor-in-council appointees Ishwar Bhatia, P.Eng., Santosh Gupta, PhD, P.Eng., FEC, Richard Hilton, P.Eng., Rebecca Huang, Mary Long-Irwin (absent), Vassilios (Bill) Kossta, James Lee, PhD, P.Eng., FEC, Chris Roney, P.Eng., FEC, Tarsem Lal Sharma, PhD, P.Eng., Rakesh Shreewastav, P.Eng., Martha Stauch and James Witmer, C.E.T., CBCO.

PEO's directors to Engineers Canada for 2009-2010 are former presidents Walter Bilanski, PhD, P.Eng., FEC, and Pat Quinn, P.Eng., FEC, and Chris Roney.

### ORDER OF BUSINESS

President Karakatsanis said that there was a full business agenda, and that a quorum was present. She then referred to the order of business for the meeting as outlined in section 22 of By-law No. 1 and in the agenda distributed at the meeting.

The president welcomed the special guests attending the meeting and introduced representatives from provincial and national engineering associations from across the country:

- Dan Moryka, P.Eng., FEC, president, and Chantal Guay, P.Eng., ing., Engineers Canada; Kim Farwell, P.Eng., FEC, president, and Neil Windsor, P.Eng., FEC, executive director and registrar, Association of Professional Engineers, Geologists and Geophysicists of Alberta; Dennis Paddock, P.Eng., FEC, executive director and registrar, Association of Professional Engineers and Geoscientists of Saskatchewan; Grant Koropatnick, P.Eng., executive director and registrar, Association of Professional Engineers and Geoscientists of Manitoba; Maude Cohen, ing., president, Ordre des ingénieurs du Québec; Bruce Broster, P.Eng., president, and Andrew McLeod, P.Eng., executive director, Association of Professional Engineers of New Brunswick; Dan MacDonald, P.Eng., FEC, president, and Len White, P.Eng., FEC, executive director, Association of Professional Engineers of Nova Scotia; and Steve McLean, P.Eng., FEC, executive director, Association of Professional Engineers and Geoscientists of Newfoundland and Labrador.

The president thanked them for coming and said that she had enjoyed working with her colleagues across the country during the past year.

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She also introduced representatives of PEO's partners in the engineering community in Ontario:

- John Schindler, P.Eng., president and chair, and Danny Young, P.Eng., acting chief executive officer, Ontario Society of Professional Engineers; Barry Steinberg, P.Eng., president, Consulting Engineers of Ontario; Spencer McEwan, president, Engineering Student Societies' Council of Ontario; Trevor Lewis, P.Eng., president, Municipal Engineers Association; and Alan Worbec, OLS, president, Association of Ontario Land Surveyors.

President Karakatsanis said that later the meeting would hear about current issues in the engineering profession from both the national body, of which PEO is a constituent association, and the provincial advocacy body. As well, each provincial association had been asked to provide a written report on important matters to the engineering profession in their jurisdiction. These reports were compiled in a booklet included in the AGM registration package and were also available at the publications desk in the foyer.

## IN MEMORIAM

The president asked all present to stand for a moment of silence in remembrance of L. Patrick Ryan, P.Eng., former general secretary of PEO, who passed away in 2010, and those members of the association who had passed away in the year 2009.

## ADOPTION OF THE MINUTES

President Karakatsanis referred the members to the minutes of the 2009 meeting, which had been published in the March/April 2010 issue of *Engineering Dimensions*. The minutes were also distributed at the meeting.

It was moved by Cliff Knox and seconded by George Comrie, P.Eng., FEC, that the minutes of the 2009 meeting, published in the March/April 2010 issue of *Engineering Dimensions* and distributed at this meeting, be adopted.

*Motion carried*

## BUSINESS ARISING FROM THE MINUTES

The president reminded members that one member submission had been received last year, proposing an amendment to By-Law No. 1 such that elected council members would not be able to hold the same position for more than two consecutive terms.

### Submission No. 1

The submission read: "That PEO elected council members (president, vice president, councillors-at-large and the regional councillors) cannot hold the same position for more than two consecutive terms."

**Action/Progress:** The submission was first considered by the Executive Committee, which decided to fold it into the overall governance review the committee was undertaking.

At the February council meeting, the full package of governance-related recommendations from the Executive Committee was considered, including whether the regulations should be revised to limit an individual from holding the same position for more than two consecutive terms. The rationale

for the proposal was that it would aid in council succession planning, by encouraging councillors to seek different positions on council once their initial terms had expired and to potentially move up the council ranks.

After considerable discussion on this item, council came to the decision that limiting the number of terms a member may serve in any given position is undemocratic and could potentially deter those members who want to serve on council, and are sometimes willing to do so for a considerable period of time, but are not necessarily interested in taking on a position other than the one for which they initially sought office.

So while council appreciated the intent of the submission, it came to the conclusion that enshrining such a policy in regulation would be too restrictive, and it defeated the Executive Committee recommendation supporting the member submission.

In essence, council concluded it should be up to the voters to determine when a councillor has served long enough in a given position.

## FINANCIAL REPORT

The president referred to the auditors' report and the financial statements, which appeared in the March/April 2010 issue of *Engineering Dimensions* and were distributed as part of the registration package for the meeting.

She also referred to the booklet, entitled *Questions and Answers on PEO Operations*, included in the registration package. This booklet was compiled to address common questions on all aspects of PEO's operations. It was published on the PEO website, and chapters can obtain additional copies by contacting their regional councillors.

It was moved by Santosh Gupta, seconded by Bruce Clarida, that the financial statements as presented be received.

*Motion carried*

During discussion, points raised included:

- The Audit Committee was asked about the progress made in separating accounts. Regarding building costs, there is a line item for both the revenue and expenses for the new building. Expenditures show that \$1.3 million was spent at the previous building,

similar to the previous year. However, there is no cost shown for the fact that PEO owned a building for three quarters of a year and had space vacant that was allocated to it.

The speaker said the building should be a stand-alone item, showing all earnings and costs for it, just in case at some point in the future PEO might want to sell it and move into a better, purpose-built building.

In response, the chair of the Audit Committee said the committee is making progress. The move to the new building was effective in January 2010 and the purchase of the building was concluded in March 2009. The Audit Committee report illustrated what the earnings were. He thanked the speaker for his observations and valid questions. The committee would continue to make sure that all the questions raised would be addressed in the future.

#### **APPOINTMENT OF AUDITORS**

It was moved by Len King and seconded by Santosh Gupta that the firm of Deloitte and Touche be appointed as auditors of the association for the 2010 financial year.

*Motion carried*

#### **PRESIDENT'S REPORT**

President Karakatsanis said that it had been a true privilege to represent the professional engineers in Ontario and the association during the past year. It had also been an honour to lead such an intelligent, dedicated and extremely supportive council, she said. During the year, council had operated in an atmosphere of collegial exploration, open discussion and communication, and consensus building on issues of substance. It had been a pleasure to chair the meetings and to work with her colleagues.

The president acknowledged the hard work done by PEO's staff, under CEO and Registrar Kim Allen's leadership, to execute council's direction and objectives and to make the organization run effectively and smoothly, making it the most envied self-regulatory body in Ontario, if not in Canada.

She also thanked the over 800 volunteers that support PEO's mandate and help make sure licensure becomes more relevant every day.

It was with this support from PEO staff and member volunteers that council accomplished so much in the past year, she said, making well-informed and sound decisions based on comprehensive discussion and a respect for each other's views at the council table.

The president said council advanced PEO's mandate and the public interest in a meaningful way. A big picture plan was created as a touchstone against which ideas could be tested and decisions could be made. An envisioned future for PEO was developed, she said, a big audacious goal and the strategic intents necessary to move toward it.

President Karakatsanis said PEO's goal is to be the global leader in professional self-regulation that responsibly improves the quality of life for all. As a step toward this goal, council focused on the governance of PEO, and explored a range of today's best practices and governance models.

To ensure the integrity of PEO's decision-making processes, she said, council strengthened the role of the president in relation to its fiduciary responsibilities by establishing a process of ongoing improvements whereby the Executive Committee facilitates a regular review of governance issues.

The president said council had endorsed the concept of having council elect the president from its group of member-elected councillors, noting PEO is the only regulatory body of the six that report to the attorney general of Ontario that does not have its council elect the president or chair. To prepare for the next steps in its review, council will undertake a member consultation.

If this change were adopted, she said, it would result in several advantages that could improve council's performance, including the assurance that the president would have the confidence of the council, because those selecting the president would have first-hand knowledge of the person being selected. The change would also enhance the public-interest role of the presidency, through participation of the appointed councillors (our representatives of the public) in the selection.

However, council will not move too quickly on this change, she said, as we look forward to hearing from all members through the upcoming, very extensive, member consultation.

During the past year, PEO also built and strengthened relations with its engineering partners across the country, President Karakatsanis said. Work on the Engineers Canada Synergy Task Force governance review, for example, explored ways in which the national organization could improve its processes to better serve its constituent members and the engineering profession as a whole. The resulting proposal seeks to improve the effectiveness of Engineers Canada by leveraging the strengths of the constituents and building a national consensus on issues of importance to the profession.

She noted that another initiative was to explore opportunities to create a mutually beneficial relationship with Engineers Without Borders, which was formalized with an agreement that was signed at the April council meeting. Our shared vision, she said, sees Ontario engineers as global leaders contributing to an improved quality of life for all. As part of this new relationship, George Roter, co-CEO of Engineers Without Borders, will be the keynote luncheon speaker following this meeting.

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To ensure PEO complied with all significant aspects of Ontario's new *Labour Mobility Act*, council created the National Framework Task Force to explore the potential value to the public in a national framework for licensure, the president reported.

During the past year, council also approved a requirement for an annual declaration of professional competence, recognized nanotechnology and molecular engineering as a new discipline of engineering, and proposed a significant number of changes to the *Professional Engineers Act* under Ontario's Open for Business initiative. Among the requested changes is the removal of the industrial exemption clause from the act, she said.

As it strives to make PEO the global leader in self-regulation, President Karakatsanis said she is proud of the way council had come together to work as a focused team with the best and collective interests of the profession in mind.

The president said it had been a true honour to serve as PEO president for the 2009-2010 term, which she could not have done without the strong support she received from so many:

- her colleagues at consulting engineering firm Morrison Hershfield, and especially Ron Wilson, the CEO;
- her colleagues on council;
- President-elect Diane Freeman, who was by her side every step of the way;
- CEO and Registrar Kim Allen, whose passion and dedication for the profession is absolutely remarkable;
- the PEO membership and staff; and
- PEO's colleagues at Queen's Park.

In closing, President Karakatsanis said the past year had been a rewarding one and thanked the members for the privilege of representing the very best profession. In leaving the position, she was confident that the momentum gained would continue under the progressive leadership of President-elect Freeman and council.

### **GREETINGS FROM ENGINEERS CANADA**

President Dan Motyka thanked PEO for the invitation to join its annual meeting, and reported briefly on some of the significant activities undertaken by Engineers Canada during the past year.

He said the Synergy Task Force explored methods by which Engineers Canada could improve the quality of service it provides to members. Later in May, he said, approval of this new governance model would be sought, which would greatly improve the effectiveness of Engineers Canada's relationship with the associations.

President Motyka said the Campaign Advisory Committee was finalizing the promotional campaign for the year 2010 and providing development plans for the year 2011. He said this long-term campaign, started in 2008, was designed to promote the engineering profession so that, with success, it would no longer be invisible. PEO's support has certainly been appreciated.

He said Engineers Canada had been focusing on influencing policy-making that is directly related to the relevance of the profession. These issues were clearly identified by the associations and include licensure of international engineering graduates, promotion of diversity that is inclusive of women and indigenous people, and climate change.

With respect to inclusivity, he said, women are well represented in regulation of the profession noting that of the 12 provincial associations, there are four that have women as their presidents and Engineers Canada's chief executive officer is a woman. This progress, although still not far enough, is something to be proud of.

President Motyka thanked PEO for its continued support of Engineers Canada and its many activities. In particular, he thanked the many members who served on committees and task forces throughout the year and who had made significant contributions and input to the continued governance of Engineers Canada.

In conclusion, he said he looked forward to a continued collaboration with President-elect Freeman and a very successful year under her leadership.

### **GREETINGS FROM OSPE**

President Schindler extended warmest regards to all attending PEO's 88th annual general meeting.

He noted it had been 10 years since Ontario's engineers voted to create the Ontario Society of Professional Engineers (OSPE), recognizing that PEO could not effectively represent the interests of engineers while being a licensing and regulatory body. Since then, Ontario's engineers had gained a dedicated and independent advocacy organization similar to advocacy organizations of other professions. He then reported on some items of interest to the profession.

He said OSPE had advocated for the interests of engineers with all levels of government and with the public through communications programs outlining the great work engineers do every day. It had also made considerable advances in promoting engineers' jobs through advocacy programs, including qualification-based selection, the green economy, energy, climate change and safe water.

President Schindler said OSPE's mandate includes advocating on engineers' behalf with PEO, noting that at times the differences between PEO, as a regulatory body, and OSPE, as the advocacy body, have become blurred. Clarity and division of accountability should be maintained in the future so there is no unintentional overlap.

He said OSPE is committed to working closely with PEO so engineers can benefit from the most effective use of resources. Working together with PEO and its various chapters around the province indicates the two organizations are unified in their quest to build solid foundations, and are committed to enhancing the engineering profession for the benefit of engineers and all Ontarians.

Recently, he said, OSPE introduced important new insurance programs, comprising primary professional liability insurance and secondary liability insurance, which is included with membership at no charge.

During the past year's difficult economic times, he said, focus had shifted to the financial crisis and subsequent economic recovery. In addition to offering programs to help engineers get through these difficult times, OSPE held its second climate change symposium on April 29, in partnership with McMaster University's ArcelorMittal Dofasco Centre for Engineering and Public Policy.

In conclusion, President Schindler said Ontario's engineers rise to the occasion and meet challenges head on. They solve difficult problems for the betterment of society at large. Hopefully, eventually every Ontarian will know of the countless ways in which engineering contributes to the economy, conservation and, ultimately, the quality of life in Ontario and all across Canada. If PEO and OSPE work together (PEO to protect the public, OSPE to be the voice of Ontario's engineers) it can happen.

#### **PRESENTATION TO OUTGOING COUNCILLORS**

President Karakatsanis said the members of the 2009-2010 council had been tremendous and had worked very, very hard. She thanked them for their service to the profession.

In recognition of their service, she presented certificates, name badges, and desk plaques to retiring members of council Cliff Knox, John Vieth and Jim Witmer.

#### **QUESTIONS FROM THE FLOOR**

President Karakatsanis then opened the meeting for questions. She reminded members that there are a number of ways in which members can make their views known to council:

- The first is by presenting a petition to council for consideration, if it has been signed by at least 50 members or by a majority of chapters, on amending the regulations or bylaws.
- The second avenue is by completing and submitting, at any time, an issue identification form to the PEO policy unit for review by the Executive Committee for further action.
- The third means is by presenting a submission at the annual general meeting.
- The fourth avenue is for members to add items directly to the council agenda by providing notice of the item and any accompanying materials to the general secretary three full weeks before a council meeting.

She encouraged members not to wait for the AGM to bring matters to council, but to do so whenever an issue of concern arises throughout the year.

In response to a question as to why a member was not invited to attend a council meeting when his submission to last year's AGM was being dis-

cussed, the president apologized for the oversight. She said the matter had been given considerable discussion by council. There will be a governance review every year, so perhaps council would be willing to address the issue again this year.

It was then moved by Peter DeVita, P.Eng., FEC, seconded by Ravi Gupta, P.Eng., FEC, that PEO council create a short-term task force to review the objectives and business plan of the Ontario Centre for Engineering and Public Policy (OCEPP) in consultation with key stakeholders promoting engineering public policy, with priority to include OSPE, as well as other players such as Consulting Engineers of Ontario, the Engineering Institute of Canada, the Royal Canadian Institute, the Canadian Academy of Engineering, etc.

*Motion carried*

During discussion, points raised included:

- It is important for council to hear the opinion of members. There has been some controversy within the profession and having a divided house does not serve its interests. The idea of the motion is to talk to stakeholders, get some smart heads around the table, and do something that can be supported. Since a task force already exists, it would be all right if council wants to simply add the additional mandate and reconstitute that task force.
- Referring to the objectives of OCEPP, it was stated that, simply put, the centre strives to make engineering the go-to profession. While OCEPP had done remarkable work during the last two years, have the legislators understood the expertise that 73,000 professional engineers in Ontario have? The members would like to have assurance that council will take the initiative to move forward to that stage.

In response, the president said PEO had received tremendous support and recognition from the attorney general's office, and had been told that OCEPP is the best thing PEO could have done to improve government relations and engage government and PEO members in policy-making. Hundreds of gov-

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ernment staff had come to the lunchtime sessions, so it has been very successful in terms of getting our voice heard. It has been a positive move and will continue to grow if the members support the initiative.

In concluding discussion of this subject, the president noted that annual general meeting motions are not binding, but it is important to register support for the motion.

- Concern was expressed regarding recent council motions providing the authority for council to establish all fees in the PEO bylaws, and the ability for bylaws to be effective without member confirmation. The expressed concern was that it is not completely democratic for council to change bylaws without confirmation.

In response, it was noted that amendments to fees must at present go through the regulation-making process of the Ministry of the Attorney General. This is cumbersome and wastes the government's time. That's why it makes sense to put all the fees in the bylaws. As for confirmation of bylaw changes by the members, the fact is that many changes to the bylaws are housekeeping items and it is costly to require these changes to be confirmed by the membership. The suggested changes to the act would allow council to have the power to make small changes to the bylaws without the expense of a member confirmation vote, but would not circumvent member input on such items as changing member fees.

In essence, the proposed act changes would provide the flexibility of having some items of the bylaws approved simply by council, while other items would continue to be confirmed by the members.

Because this is a very substantive change, council discussion indicated that it would undergo a peer-review process. It is expected that it will be discussed at the regional congresses and licence holders will also have the opportunity to identify which kinds of changes to the bylaws should be ratified by the members. Fees have been voted on in the past and it is not council's intention to move from that.

There will be an extensive process take place, and members need to engage in that process to make sure their views are communicated and that council knows whether members should have a say on all bylaw changes, or just the fee changes.

The government has indicated that the bylaws and how they are operated are the affairs of the association, as opposed to the affairs of government. Rather than having them mandated in the act, it will be up to the association to decide how to create and change the bylaws, and be ratified by the members.

- The president was asked to comment on two items that had been brought forward at the Western Region Congress in February: a request for an extensive internal peer review of removal of the industrial exemption before it is brought forward to the government for consideration; and a request to remove the requirement for a Certificate of Authorization (C of A) for sole practitioners.

In response, it was stated the government had not yet approved removing the industrial exemption. There will need to be a great deal of time to gather input from stakeholders, and it will probably take five years. There will be lots of time for consultation. Regarding changes to

the C of A, there are no plans to remove it. The government wants assurance that they can clearly identify the person who is actually providing the services to the public. However, council has approved changes to the regulations such that the C of A for individual licence holders will be a check-off on the licence renewal with a nominal additional fee. The process will be much simpler. The rate changes have been drafted and will probably go to the September council meeting.

There will be very little additional burden for members practising under their own names.

### GREETINGS FROM THE GOVERNMENT

Councillor Santosh Gupta formally introduced the Honourable Brad Duguid, minister of energy and infrastructure, and MPP for Scarborough Centre.

The minister congratulated President Karakatsanis on her accomplishments during her term and said he is looking forward to working closely with President-elect Freeman during the coming year. He acknowledged Kim Allen and the hard work he did for the profession at Queen's Park, where he is extremely well respected. He thanked Howard Brown for his relentlessness in making sure PEO's voice is heard and that it is getting the meetings it needs at Queen's Park so that better decisions can be made.

He said it had been his privilege to have a long association with Professional Engineers Ontario, mainly through the Scarborough Chapter. He noted that the engineering profession has changed over the last number of years and remarked how open it has become to women and to newcomers.

On behalf of Premier Dalton McGuinty, the Ontario government, and every Ontarian, he extended to every engineer their admiration and appreciation for all the profession has done to build a province. He said the profession has made a tremendous contribution to the province, one that used to go somewhat unnoticed, but due to the efforts of those mentioned earlier is more appreciated now than ever.

The minister spoke about what the future holds for Ontario and its economy. He spoke about the work already done by the government and outlined plans to transform the province's energy sector and infrastructure. He called on

engineers to develop innovations that will help Ontario become a world leader in energy conservation and clean energy, and to provide advice on infrastructure and priority areas for investment.

In conclusion, he said that, by working together, he is confident Ontario will have a brighter, stronger and sustainable future, and will compete and win in the global economy.

#### QUESTIONS FROM THE FLOOR (CONTINUED)

Following a break, the president recalled the meeting to order. During discussion, points raised included:

- Regarding the motion from last year's AGM that council limit councillors to no more than two consecutive terms in the same position, the president said she would recommend the matter be reviewed again by council and be included as part of next year's governance review.
- A speaker commented that the move to have council elect the president from among themselves is contradictory to the democratic process and is something that council should not pass by itself.

In reply, the president said council has recognized and agrees it is important to get member input, so there will be a substantial peer review undertaken.

It was moved by Peter Cushman, P.Eng., seconded by Matthew Xie, P.Eng., that the concept of having council elect the president from among the member-elected councillors should be sent out as a referendum and voted on by the membership.

*Motion carried*

In discussion of the motion, comments included:

- There is nothing anti-democratic about a board electing its leader from within itself. It is a normal and effective practice. It is just a different way of choosing a leader and can often prevent dissent, disorder and chaos within a board.
- Being the president is not a popularity contest. The members elect people who are the best fit to do the job, and it is up to all of council to set aside their differences and work with each other.

- The move to electing the president from the council is wise and will assist the association in the future. While not speaking against a referendum, the voices saying the change is wise and progressive should be heard.
- Regarding the \$466,295 in the financial statements for OCEPP, this expenditure was subject to PEO's audit and a detailed breakdown was provided to the Finance Committee. A copy of that breakdown is available upon request.

In response to the question as to whether PEO could afford this for OCEPP and whether it was a good way of promoting public policy, the president said significant discussion had taken place and that council did think it was a worthwhile expenditure from a government relations point of view. Financially, PEO has a good reserve. However, council did set up a task force to engage further stakeholders in discussion and to obtain member feedback.

The president said funding for OCEPP has been approved only for the year 2010. Council envisioned OCEPP would be a partnership for the engineering profession, and the task force is looking at how that whole structure would be put in place. The motion passed earlier would expand the task force to include a broader group.

The president said the matter would be brought forward to the June meeting of council for further discussion.

- It was moved by Wayne Kershaw, P.Eng., seconded by Angela Scott, P.Eng., that the requirement of member ratification of any bylaw change be put into the act.

*Motion carried*

During discussion, points raised included:

- It should be very clear as to when membership should be consulted. Earlier explanations left a lot of gray areas where council could decide which bylaws go to the membership and which ones need not.
- At times, council needs to make purely housekeeping changes and at present its hands are tied. A clear identification of which bylaw changes have to be ratified is needed, as opposed to a blanket statement that everything needs to be ratified. Talking to stakeholders and receiving member feedback would be a good way to go forward.
- Clarification of which types of bylaw changes should go directly to the members needs to be addressed in the bylaws and not actually put into the act. The last three bylaw confirmations that went to the members were housekeeping items dealing with procedural matters in the bylaws. These items were probably a nuisance to the members, so dealing with the substantive items, on which the members do need to be consulted, would eliminate those annoyances.
- The issue is that the government does not want the association going back to them all the time. The government believes it is up to the association to decide which items need to be ratified by the membership, and council's job is to make sure the right thing is done. In response to the comment that it had not been clearly delineated as to who decides which changes need to go to the membership, the

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president stated the next step would be member input. If the membership wants everything to come back to them, that would be fine.

- The president said the intent is to build a policy that will identify clearly what would or would not need to be ratified by the membership. If comments come back from licence holders that everything needs to be ratified by the membership, that is what the policy will say.
- Bylaw changes are one of the opportunities for members to have a say in the operation and governance of PEO. Why would members want to relinquish that unless they'd been seriously annoyed.
- It is important that opinions be made known at the AGM because the act changes are going to happen, and then there is no going back.
- Council has two separate but related roles: council is a body created by statute and has a statutory obligation to regulate the profession. That mandate must be carried out with some discretion; also, council must make sure engineers in the province are represented or advanced. While it is likely that the remarks made today were spoken from the second perspective, it would be unwise for professional engineers to impose on council that everything council does must be voted on by the members. That would be asking council to give up its statutory obligation, and the profession might sacrifice its role as a self-regulated profession.
- Too often the wishes of members are overlooked and confirming a bylaw is the only say they have in the running of the organization.
- The intent of the motion is not to tie council's hands on every issue. It is to tie council's hands on issues that are fundamental to the membership.
- The basis of the motion is that some members are concerned by act changes passed by council that are proceeding, and they feel their voices are not being heard. Having to confirm a bylaw change is a way to ensure that members continue to have the option of having their voices heard.
- It is disheartening to hear the fear and suspicion being expressed, and it begs the question of whether members have enough faith and trust in the people they elect to council to do the right thing. Do members feel the profession needs to enshrine in law and regulation such things to prevent some radical council from doing things that are not in the interest of the profession?
- The motion needs to be given clear and sober second thought and then there should be a referendum.
- The president said the comments suggested support for every bylaw change going to the members. She said that due to the closeness of the vote, the motion would go back to council and would be part of the ongoing member consultation.
- In response to a comment that the president's term should be two years, the president said part of the rationale for the president-elect position is to ensure continuity of ideas. She said she made sure to engage President-elect Freeman, the Executive Committee and council on everything, and felt confident that the president-elect would follow through with the initiatives started.

She said there is logic behind the one-year term. The job is very rewarding, but also extremely demanding and difficult to do for more than one year, if the president has a full-time engineering job and is conscientious.
- Before ending the discussion period, the president recognized three final speakers, who expressed concerns, including:
  - Council does not seem to be dealing with the real issues. It has been wrapped up in governance, and has been dragged into the mobility issue and the issue of a licensure framework established by governments.
  - Education is changing dramatically in engineering. Other countries are bringing in basic requirements like masters degrees for professional registration, and flexible approaches to getting to licensure. The association needs to deal with education before it gets left behind.
  - The discipline process needs to be reviewed. The divisional court recently overturned decisions by the Discipline Committee, which is very unusual. Council needs to debate this issue before the discipline process falls into disrespect. The discipline processes need not only to be seen to be just, but actually to be just.

In response, the president said discipline has been discussed by council, and would be looked at closely next year. In fact, one of the act changes deals with that.

More training may be necessary for Discipline Committee members, she said. They are engineers, not lawyers, and should be trained and taught how to deal with expert evidence. This is not a policy or council issue, but an operation issue.
- Because it appears there is a disconnect between councillors and general members, it was suggested councillors generate one-page

summaries of their accomplishments at the end of their terms, which could be published in *Engineering Dimensions* or on the website.

- With reference to expert witnesses, the rules of civil procedure in Ontario and other provinces have now changed. Expert witnesses are not allowed to be designated as experts without filling in Form 53. Form 53 is short and to the point. It says if you are not competent in the areas on which you are giving evidence, you are not an expert.

The president then thanked everyone for their contributions to the discussion.

### INSTALLATION OF THE NEW PRESIDENT

President Karakatsanis again acknowledged the tremendous support she had received from Diane Freeman, whose commitment as president-elect to the profession and council was constant and strong. She then swore in Diane Freeman as president for the 2010-2011 term and presented the gavel of office to her.

The new president presented Past President Karakatsanis with a ceremonial gavel of office, a certificate of lifetime membership, a sculpture, and a name badge as past president. She also thanked her on PEO's behalf for a job well done.

### INTRODUCTION OF INCOMING MEMBERS OF COUNCIL

President Freeman asked all members of council continuing in their current positions to stand. She then introduced the newly elected members of the 2010-2011 council: J. David Adams, president-elect; Corneliu Chisu, vice president; Roger Jones, P.Eng., councillor-at-large; Chris Taylor, P.Eng., Eastern Region councillor; Denis Carlos, East Central Region councillor; Colin Moore, West Central Region councillor; Len King, Western Region councillor; and David Euler, Northern Region councillor.

Name badges for new councillors were presented.

### CLOSING REMARKS FROM DIANE FREEMAN

President Freeman began by noting that Canadian engineering history was being made that day, because it would be the first time four female engineers are presidents of provincial licensing bodies at the same time, in Alberta, Saskatchewan, Quebec and Ontario. These four women represent over 90 per cent of the licensed engineers across Canada.

She quoted Past President Karakatsanis' remarks from the previous year: "One person can be a crucial ingredient on a team, but one person cannot make a team. It is my belief that the president should not alone determine the direction of PEO or be its only public face. He or she must lead council and together, as a team, determine the direction of PEO."

The president said the past president had lived those words, and had relied heavily on the strong group dynamic that comprised PEO council. Under her gavel, PEO successfully undertook more work in 2009-2010 than that completed over several years. President Freeman promised to continue along the path laid out by the past president and council.

President Freeman said she is looking forward to working with the talented, intelligent and capable mix of professionals that comprise council,

which would continue to work as a team. She said she is confident positive results would be achieved over the coming year.

She said PEO is fortunate in having access to a tremendous pool of talent: councillors, other volunteers and the very professional staff all assist council in fulfilling its mandate of regulating engineering practice and governing practitioners.

President Freeman said it is important to remember that those sitting on council share the same concerns for the profession as everyone in the room. She said great strides had been made to become more transparent and effective, making PEO the envy of many professions and earning accolades and support from government. In addition, PEO had worked effectively with its colleagues nationally to strengthen Engineers Canada.

She said PEO council had embarked on a long-range plan for addressing issues of relevance and value, and by developing a vision of the future against which policy decisions could be made and judged. She said PEO's big audacious goal is to be the global leader in professional self-regulation that responsibly improves the quality of life for all.

This envisioned future had assisted council in its policy work during the past year, including:

- initiating a branding exercise for our new office at 40 Sheppard Avenue West;
- developing a peer review protocol for use by council and in policy development;
- preparing additional requirements for licensure and being the first regulator in Ontario to respond to the premier's task force on mobility;
- developing a position for PEO on national licensure, and shaping and endorsing the outcomes of Engineers Canada's Synergy Task Force, which could result in increased PEO representation on both Engineers Canada's board of directors and Executive Committee, if ratified, to better position PEO to be more effective at the national level;
- approving a requirement for an annual declaration of professional competence, and proposed significant changes to the *Professional Engineers Act* under the Ontario

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government's Open for Business initiative. The changes include the removal of the industrial exemption and the ability of limited licence holders to hold a C of A to offer and provide engineering services to the public; and

- signing a partnership agreement with Engineers Without Borders, which is harnessing the problem-solving approach and creative pragmatism of the Canadian engineering sector to address the root cause of poverty in rural Africa. If all engineers approached engineering from the standpoint of contributing to the community in which they live, designing for the people who need them, and creating to make the world a better place to live in, members of the public might have a much greater knowledge of the P.Eng. licence. Engineers Without Borders understands the important and relevant role of licensed professional engineers in technical design and social policy.

The president said continuity through a succession of new presidents and new members of council is necessary to advance significant and worthwhile policy direction and initiatives, and council has installed a protocol of extensive peer review before it makes significant policy decisions.

She said that through its envisioned future, recognition of the importance of long-term strategic planning, and commitment to conducting consultation with all stakeholders, council will have the opportunity in the coming year to strengthen the role of the president within council. Policy development, she said, should be pursued over the long term in a sustainable fashion and based on the thoughtful consideration of all members of council. In this context, council is preparing a document on the way PEO succeeds the role of president, for review and comment from all licence holders.

In Ontario, she said, other self-regulating associations have moved to a model where the president is appointed from within by the democratically elected members. Both the Quebec and Manitoba engineering associations also appoint their president from within their councils.

The president noted that all governance changes need to be undertaken with meaningful consultation and peer review and, at its workshop, council would be considering council's structure and what changes in the election process might be needed. She said a document would be produced from this discussion and comment on it sought from regional congresses and licence holders. The president said she hoped members would take this opportunity to comment on the governance of the association.

The president referred to the public policy conference held the previous day, noting that as a regulator, PEO is a partner in governance with provincial legislators. Council established OCEPP to engage the engineering profession in developing public policy where engineering input would serve and protect the public interest, so that engineers might be recognized as the go-to professionals. Toward this end, she said, it is a continuing goal that OCEPP should engage with the broader profession and develop sustaining partnerships with like-minded organizations. The motion passed that

morning to work on sustaining partnerships is a real step forward and she looks forward to the task force's review.

The president said that through her volunteer work in the engineering community for almost two decades, and her work as a city councillor in Waterloo, she knows first-hand that PEO and its members have much to be proud of.

Because leadership and succession planning are a personal passion, the president noted that in August, she would be inviting some chapter leaders from across the province to join her at Canadian Forces Base Borden to learn lessons in leadership from the Canadian reserves, and she thanked the organizers in the military for enabling PEO volunteers to join in this executive training experience.

She said PEO is fortunate to have more than 800 volunteers who have a strong desire to serve and improve the profession. It is also fortunate to have a wonderful staff working to help council make informed decisions, and councillors who sacrifice much to advance the profession.

President Freeman said that with the support of members, her family, her employer, Ontario engineering organizations and her counterparts across Canada, she would continue to work to strengthen the value and relevance of the P.Eng. licence. She said she looked forward to building on the work of the past year and capitalizing on opportunities ahead.

In conclusion, she quoted Andrew Carnegie: "Team work is the ability to work together toward a common vision, the ability to direct individual accomplishments towards organizational objectives, and the fuel that allows common people to attain uncommon results." She said that, working together as a team, a difference could be made and she looked forward to being part of the team.

### ADJOURNMENT

The president then declared the 88th annual general meeting adjourned at 11:58 a.m. Σ

Kim Allen, P.Eng.  
CEO/registrar