



MINUTES OF THE 90TH ANNUAL BUSINESS MEETING

SATURDAY, MAY 12, 2012

CHAIR: J. DAVID ADAMS, P.ENG.,
MBA, FEC

THE 90TH ANNUAL GENERAL MEETING of Professional Engineers Ontario was held at the Toronto Downtown Eaton Centre Marriott Hotel, Toronto, Ontario, on Saturday, May 12, 2012.

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

President Adams then congratulated the eight 2012 Order of Honour award recipients, recognized at the previous evening's gala, for their outstanding and dedicated commitment to the profession.

The president then acknowledged the AGM Gold Sponsor, The Personal, and thanked the company for its continued support of the engineering profession.

The president informed the members that he, as president, had applied for a judicial review of an action taken by council at its April 13, 2012, meeting. He said the purpose of the review was to establish whether the decision of council at that meeting to accept a resignation of an elected councillor was unfair or improper. He referred members to his open letter to all members, dated May 1, 2012, that provided more detail on the application.

CALL TO ORDER

The president advised that since proper notice for the meeting had been published in *Engineering Dimensions* as provided for under section 20(i) of By-Law No. 1 and a quorum was present, the meeting was officially called to order.

IN MEMORIAM

The president asked all present to stand for a moment of silence to remember those PEO members who had passed away in 2011.

INTRODUCTION OF COUNCIL

As the first order of business, the president introduced the members of the 2011-2012 council.

The Executive Committee members: Diane Freeman, P.Eng., FEC, past president; Denis Dixon, P.Eng., FEC, president-elect; Patrick Quinn, P.Eng., FEC, vice president (elected); Thomas Chong, MSc, P.Eng., PMP, vice president (appointed); and David Euler, P.Eng., FEC, Santosh Gupta, PhD, MEng, P.Eng., FEC, and Rebecca Huang, LLB, councillors; and himself.

The remaining members of council: councillors-at-large Roydon Fraser, PhD, P.Eng., FEC, and Roger Jones, P.Eng.; regional councillors David Euler and Michael Wesa, P.Eng., FEC (Northern Region); Paul Ballantyne, P.Eng., FEC, and Chris Taylor, MEng, P.Eng., MBA (Eastern Region); Thomas Chong and Denis Carlos, P.Eng., FEC (East Central Region); Wayne Kershaw, P.Eng., and Len King, P.Eng., FEC (Western Region); Colin Moore, P.Eng., FEC, and Rob Willson, P.Eng. (West Central Region); and lieutenant governor-in-council appointees Ishwar Bhatia, MEng, P.Eng.; Santosh Gupta; Richard Hilton, P.Eng.; Rebecca Huang; Bill Kossta; James Lee, PhD, P.Eng., FEC; Mary Long-Irwin; Sharon Reid, C.Tech.; Chris Roney, P.Eng., BDS, FEC; Tarsem Lal Sharma, PhD, P.Eng.; and Martha Stauch, MEd.

PEO's directors to Engineers Canada for 2011-2012: David Euler; Diane Freeman; Catherine Karakatsanis, MEd, P.Eng., FEC; Phil Maka, P.Eng., FEC; and Chris Roney. He congratulated Karakatsanis on her pending appointment as president of Engineers Canada.

ORDER OF BUSINESS

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

- Brent Smith, P.Eng., president, and Marie Carter, P.Eng., interim chief executive officer, Engineers Canada;
- Colin Yeo, P.Eng., president-elect, Jim Smith, P.Eng., past president, Mark Flint, P.Eng., chief executive officer, and Al Shuld, P.Eng., registrar, Association of Professional Engineers, Geologists and Geophysicists of Alberta;
- Leon Botham, P.Eng., president, and Dennis Paddock, P.Eng., executive director/registrar, Association of Professional Engineers and Geoscientists of Saskatchewan;

- Adam Pawlikewich, P.Eng., president, and Grant Koropatnick, P.Eng., executive director/registrars, Association of Professional Engineers and Geoscientists of Manitoba;
- Eric Potvin, ing., vice president, Ordre des ingénieurs du Québec; and
- Perry Mitchelmore, P.Eng., president, and Len White, P.Eng., chief executive officer/registrars, Engineers Nova Scotia.

He also welcomed representatives of PEO's partners in the engineering community in Ontario:

- Nadine Miller, P.Eng., president and chair, Ontario Society of Professional Engineers;
- Barry Steinberg, P.Eng., chief executive officer, Consulting Engineers of Ontario; and
- Rod McLeod, C.E.T., president, Ontario Association of Certified Engineering Technicians and Technologists.

President Adams then reviewed 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.

ADOPTION OF MINUTES

President Adams referred members to the minutes of the 2011 Annual General Meeting, which had been published in the November/December 2011 issue of *Engineering Dimensions*. The minutes were also distributed at the meeting.

It was moved by Thomas Chong, seconded by Roger Jones, that the minutes of the 2011 Annual General Meeting, as published in the November/December 2011 issue of *Engineering Dimensions* and as distributed at the meeting, be adopted.

Motion carried

BUSINESS ARISING FROM THE MINUTES

The president reviewed the actions taken on the seven submissions made by members at the 2011 Annual General Meeting.

He stated that one member submission called for PEO to recognize the association as a "member-centric association conforming to the direct model [of presidential and vice presidential election] defined in *Wainberg's Rules of Order*." He advised that the motion was defeated in a show of hands vote.

Another submission called for PEO to take a leading role in developing a national licensure model. He advised that, as the largest constituent association of Engineers Canada, PEO has provided significant and valuable input into this process. He said PEO's National Framework Task Force is working closely with the Engineers Canada Canadian Framework for Licensure Task Force to develop a model for all Canadian engineering regulators, allowing them to enhance their ability to regulate the practice of professional engineering and to protect the public. He explained that it will also enhance national and international mobility through uniform qualifications recognition, admis-

sions, discipline and enforcement procedures, among other aspects.

President Adams explained that the framework comprises elements of the regulated engineering profession in Canada, such as investigative procedures, or the competencies and requirements for licensure. Each element contains key considerations and supporting details of the best practices for that aspect of the profession.

The elements are being developed collaboratively with input from stakeholders from across the country.

At its March 2012 meeting, PEO council had concurred with the continued development of the conceptual policy direction and key considerations for inclusion in the first three elements of the Canadian Framework for Licensure:

- accountability of engineering organizations;
- continuing professional development; and
- negotiating international agreements.

Council directed that PEO's task force forward the documented concerns of some PEO committees to the national task force.

PEO consultations are now underway for the next four elements:

- fairness in registration practices;
- competencies and requirements for the professional engineering licence;
- competencies and requirements for the limited engineering licence; and
- competencies and requirements for engineers-in-training.

President Adams reported that PEO continues to work with the other regulators toward the adoption of a national licensure model, as part of its ongoing consultative process.

The next submission at the 2011 AGM called on the PEO president and council to make special efforts to work productively and cooperatively. This submission was received by council at its June 2012 meeting.

President Adams advised that a fourth submission was received and amended that directed PEO to recruit a licensed chartered accountant, certified general accountant, or certified manage-

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ment accountant as PEO's treasurer, to serve at the pleasure of council, report to council, and act as an advisor on financial matters to the Finance and Audit committees.

He reported that the remaining three submissions were referred to the Executive Committee for consideration. The first submission, requiring council to perform due diligence on any governance issues and obtaining member approval by binding referendum, was amended by the Executive Committee at its August meeting, to read: "Council shall research and perform due diligence on governance issues requiring regulations and bylaw amendments and consider member approval." The amended submission was then presented to council for consideration at its September meeting, but was deferred until November, as was discussion of the other AGM submissions.

At the November meeting, council amended the motion again to become: "That council shall research and perform due diligence on any governance issues requiring regulations and bylaw amendments; and obtain member approval by binding referendum." This amended motion was then tabled.

President Adams said he undertook to have the Executive Committee reconsider the submission with input from the mover, seconder and staff. In January, the Executive Committee instructed the CEO/registrar to advise the mover and seconder of the original AGM Member Submission of the process to amend bylaws should they wish to consider incorporating into PEO's bylaws these intended requirements for council.

The next submission forwarded to the Executive Committee called for implementation of a specified process for motions brought to council by members. Early this year, he said, a new process was implemented based on the intent of the 2011 submission.

All motions brought to council by members are now to follow the following processes:

1. Council shall confirm its receipt of such motions and advise movers of when their motion will be heard;
2. At least three weeks before the meeting date, movers shall be invited by council to attend, where they will be allowed to speak and can explain the spirit of the motion;

3. If movers or seconders are unable to attend the meeting and hear the decision, they shall be advised of the outcome within a week; and
4. If motions are tabled, this information shall be provided to the movers, as well as the timeline for consideration. If movers disagree with this timeline, their motions shall be heard at the next council meeting. If council feels it cannot approve the motion with the information it has, it may defeat the motion.

President Adams reported that the final submission referred to the Executive Committee called on PEO not to hold its AGMs on the Mother's Day weekend, which request has been operationalized by PEO staff.

FINANCIAL REPORT

The president referred to the auditors' report and the financial statements, which will appear in the May/June 2012 issue of *Engineering Dimensions*, and were distributed as part of the registration package for the meeting.

He 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 PEO's operations. He advised that the booklet had been published on the PEO website and that chapters may obtain additional copies by contacting their regional councillors.

The president then entertained questions from the floor regarding the statements. Several comments were made regarding finances associated with PEO's new building. Councillor Bhatia, a member of the Finance Committee, reported that a task force had been appointed by council, of which he was a member, to oversee the expenditures for the building authorized by council and that the building expenditures were within the approved limits. He explained that the majority of the improvements were required to maintain a building of which PEO can be proud. PEO took a leadership view by ensuring the building is as energy efficient as possible. Additionally, members were reminded that PEO is paying less for office space now than when it rented space. The building is on a major subway line in a developing area and, consequently, will prove to be a good investment.

It was moved by Cliff Knox, P.Eng., FEC, seconded by Thomas Chong, that the financial statements as presented be received.

Motion carried

APPOINTMENT OF AUDITORS

President Adams stated that it is necessary for members to appoint auditors for the coming year. He advised that the Audit Committee was recommending that the firm of Deloitte and Touche LLP be reappointed.

It was moved by Len King, seconded by Roger Jones, that the firm of Deloitte and Touche LLP be appointed auditors of the association for the 2012 financial year.

Councillor Carlos proposed that, as members had not been provided with the scope of work for the auditors, the motion be amended by adding at the end of the motion a requirement for a value-for-money audit. The proposed amendment was ruled out of order as it materially altered the intent of the main motion. However, President Adams advised that a motion to this effect could be brought forward following the dispensing

of the motion on the floor. President-elect Dixon stated that council had approved engaging two retired auditors who will assist PEO with its financial matters.

Members then voted on the main motion.

Motion carried

Councillor Carlos proposed that a value-for-money audit be added to the scope of the audit. With the concurrence of Councillor Carlos and the consent of the meeting, the matter was referred to the Audit Committee.

GREETINGS FROM ENGINEERS CANADA

President Brent Smith thanked PEO for the invitation to attend its annual meeting and its members for their consistent support. In particular, he thanked Engineers Canada President-elect Karakatsanis, and other PEO directors Diane Freeman, David Euler, Phil Maka and Chris Roney, and PEO CEO/Registrar Kim Allen, P.Eng., FEC.

Smith stated that Engineers Canada serves its constituent associations, such as PEO. Over the past year, they have worked together to deliver national programs that have a positive impact on the profession and increase the profession's public profile.

Smith advised that Engineers Canada:

- has focused on several initiatives, including an updated strategic plan for 2011-2016, which was approved by the board and constituent associations in October 2011;
- has published national position statements on a variety of topics, including priority issues:
 - infrastructure,
 - immigration and foreign credentials,
 - climate change,
 - labour mobility—a success story, and
 - research and development and innovation spending;
- has spoken with members of parliament and senior public servants of various departments, including Infrastructure Canada, to discuss possible strategies and policies to address each of these issues;
- has continued to collaborate with its members and partners to promote the engineering profession as an invaluable resource for industry, the government and the public; and
- has created the Engineers Canada Award for Journalism Excellence in Engineering. The objective of the award is to increase awareness among journalists and the public of the impact of engineering on Canadian society with the intent of encouraging them to produce quality articles and reports on engineering that increase the public's respect of the profession.

MEMBER SUBMISSIONS

President Adams stated that, as noted in section 17 of By-Law No. 1, one of the purposes of the Annual General Meeting is to ascertain the views of the members present at the meeting on the matters related to the affairs of the association. Submissions presented at the AGM are a way for members

in attendance to express their views on matters relating to the affairs of the association. He advised that submissions discussed at the AGM would be published in the July/August issue of *Engineering Dimensions* and were available on the PEO website within two days of receipt at PEO's offices. They were also included in the agenda packages for the meeting.

He encouraged members not to wait until the AGM to bring issues to council, but to do so whenever an issue of concern arises throughout the year. He informed the meeting that items to be placed on a council agenda should be submitted to the corporate secretary three weeks prior to the meeting at which they are to be discussed.

President Adams reviewed the process by which member submissions would be handled. He reminded members that member submissions are not binding on council but are intended to give a sense of general direction from the licence holders at the AGM.

President Adams then introduced the first member submission.

Moved by Peter DeVita, P.Eng., FEC, seconded by Márta Ecsedi, P.Eng.:

WHEREAS the primary purpose for having appointed PEO councillors is to provide a public lay perspective in council deliberations and to give the public a window into how the self-governing profession is discharging its obligation to protect the public; and

WHEREAS the original need for more lieutenant governor appointees (LGAs) to populate some legislated committees no longer exists, nor does the need for member (engineer) LGAs to represent the various engineering disciplines, which now number over 30; and

WHEREAS having more than 40 per cent of councillors appointed by government is inconsistent with the concept of a self-governing profession and distorts the democratic will of the members through their elected councillors; and

WHEREAS a more appropriate percentage of appointed councillors would be less than 25 per cent of the total make-up of council (for example, the Law Society of Upper Canada has eight lay benchers and 40 elected benchers on

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its governing council; i.e. 17 per cent of the total are appointed); and

WHEREAS a reduction in council's size will make council more effective, and perceptibly more democratic;

BE IT THEREFORE RESOLVED THAT:
A referendum of the membership be taken that will bind PEO council to request that the government reduce the number of appointed councillors to less than 25 per cent of the total membership of council by removing the requirement for the engineer LGAs.

Motion defeated

President Adams then introduced the next member submission.

Moved by Gerald V. Meade, P.Eng., seconded by Matthew Xie, P.Eng., FEC:

WHEREAS PEO council is the governing body of a self-governing profession established by Ontario statute (*The Professional Engineers Act*, R.S.O. 1990, chapter P28); and

WHEREAS the method of electing the president and officers of PEO council are established in accordance with section 3 of the act and sections 2 and 3 of the regulations (R.R.O. 1990, Regulation 941); and

WHEREAS PEO council has received direction from the members of the profession, through a referendum, that is in direct contradiction with a motion passed by council regarding the method of election of the president; and

WHEREAS councillors are either (i) elected to PEO council by members of the association in accordance with section 2 of the regulations (R.R.O. 1990, Regulation 941), or (ii) appointed to the council by the government of Ontario in accordance with section 3.(2) of the act; and

WHEREAS PEO council appears to be divided between elected and appointed members regarding governance issues, leaving the profession unable to move forward on governance revisions;

WE HEREBY SUBMIT AND PETITION PEO COUNCIL TO:

1. At the first opportunity, to establish a task force, consisting of both elected and appointed members of council and members at large, to study and report to council on the changes required in the governance of PEO council;

2. Report back to the PEO AGM in 2013 regarding the recommendations of the task force; and
3. Take any proposed changes in the governance to the members of the profession in a binding referendum prior to implementing the changes.

Motion carried

President Adams then introduced the third submission.

Moved by George Comrie, P.Eng., FEC, seconded by Changiz Sadr, P.Eng., FEC:

WHEREAS PEO council is the governing body of a self-governing profession established by Ontario statute (*The Professional Engineers Act*, R.S.O. 1990, chapter P28); and

WHEREAS councillors are either (i) elected to PEO council by members of the association in accordance with section 2 of the regulations (R.R.O. 1990, Regulation 941), or (ii) appointed to the council by the government of Ontario in accordance with section 3.(2) or the act; and

WHEREAS no provision exists within the act or regulations that empowers PEO council to remove a councillor from the council against his or her wishes; and

WHEREAS it is inappropriate and undesirable in a profession whose governing councillors are elected democratically by members of the profession to empower the council to remove an elected councillor without the consent of the members who elected him or her:

WE HEREBY SUBMIT AND PETITION PEO COUNCIL TO:

1. At the first opportunity, rescind council's resolution of April 13, 2012, to accept the resignation of Councillor-at-Large Michael Hogan that was subsequently withdrawn, and reinstate him to PEO council for the balance of his elected term; and
2. Refrain from attempting to enact in any policy, regulation, or bylaw any provision that would empower PEO council to remove any councillor from the council or from any office of the association without his or her formal resignation or consent in writing.

It was moved by Councillor Kershaw and seconded by Past President Freeman that the motion be tabled.

Motion defeated

A revote was requested. The motion to table was defeated at the revote.

During the continuing discussion, it was moved by Councillor Roney, seconded by Councillor Hilton:

That the main motion be amended by adding a third paragraph to read, *That President Adams be directed to immediately withdraw his motion and application before the court.*"

Discussion continued, during which President Adams vacated the chair and, with the consent of the meeting, Past President Freeman assumed the chair.

With the consent of the meeting, the main motion was severed. Comrie withdrew the first paragraph of the motion.

Members then voted on the second paragraph of the main motion.

Motion carried

In response to a question from the chair, Scott Clark, LLB, FEC (Hon), in his capacity as corporate secretary, advised the meeting that, because member submissions had been circulated in advance of the meeting, a waiver of notice would be required by all members for discussion to take place on the motion proposed by Councillor Roney. Consequently, no further discussion took place on the proposed addition to the main motion.

Moved by Rishi Kumar, P.Eng., seconded by Peter DeVita, P.Eng., FEC:

That the remaining member submissions be referred to council for consideration.

Motion carried

INSTALLATION OF NEW PRESIDENT

Past President Freeman swore in Denis Dixon as president for the 2012-2013 term and presented the gavel of office to him. President Dixon thanked outgoing Past President Freeman on PEO's behalf for her service to the association.

PRESENTATION TO OUTGOING COUNCILLORS

President Dixon said the members of the 2011-2012 council had worked hard in serving the profession.

To recognize their service, he presented certificates, name badges and desk plaques to retiring members of council: Past President Diane Freeman, Vice President Patrick Quinn, Councillor-at-Large Roger Jones, Northern Regional Councillor David Euler, West Central Regional Councillor Colin Moore.

INTRODUCTION OF INCOMING MEMBERS OF COUNCIL

President Dixon asked all members of council continuing in their current positions to stand. He then introduced the newly elected members of the 2012-2013 council: Past President David Adams, President-elect Annette Bergeron, MBA, P.Eng., Vice President George Comrie, Councillor-at-Large Bob Dony, PhD, P.Eng., FEC, Northern Regional Councillor Sandra Ausma, PhD, P.Eng., Western Regional Councillor Len King, and West Central Regional Councillor Danny Chui, P.Eng., FEC.

CLOSING REMARKS BY DENIS DIXON

President Dixon acknowledged members Patrick Quinn, George Comrie, Dave Adams, Roger Jones, Thomas Chong, Denis Carlos, Michael Hogan and Greg Wowchuk, who he said have contributed significantly to democracy.

President Dixon remarked that council is not about the president but about co-operation and understanding needs and reaching consensus to establish policy that is significant enough for staff to implement.

He said PEO operates under an act at the pleasure of the attorney general, whose mandate is much broader than that of PEO. The attorney

general has provided PEO over the years excellent appointees. He then introduced the lieutenant governor-in-council appointees and reviewed their resumes.

President Dixon advised that PEO would be working with the Ontario Society of Professional Engineers (OSPE) to determine which PEO programs would be more suitably conducted by OSPE and how they might work co-operatively on issues.

He stated that plans are underway to upgrade PEO's information technology system. He advised that discussions are being held with other engineering regulators during the design phase to ensure the new PEO system will meet its requirements. Among the items being considered is webcasting of council meetings and a mechanism for councillors to participate in meetings and vote remotely.

President Dixon reported that PEO will be employing its Government Liaison Committee to further benefit the profession.

Additionally, work is progressing on improving PEO's complaints and discipline processes.

President Dixon advised that he intends to continue contributing to the Members' Forum and welcomed members to contact him through the forum or via email with their comments.

CONCLUSION

President Dixon then declared the 90th Annual General Meeting of the Association of Professional Engineers of Ontario concluded. Σ

Kim Allen, P.Eng.
CEO/registrar