



# Minutes

The 526<sup>th</sup> MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via teleconference on Tuesday, April 23, 2019 at 1:00 p.m.

- Present:
- D. Brown, P.Eng., President and Council Chair
  - N. Hill, P.Eng., President-Elect
  - M. Sterling, P.Eng., Vice-President (Elected)
  - K. Reid, P.Eng., Vice-President (Appointed)
  - I. Bhatia, P.Eng., Eastern Regional Councillor
  - G. Boone, P.Eng., Eastern Regional Councillor
  - M. Chan, P.Eng., Lieutenant Governor-In-Council Appointee
  - T. Chong, P.Eng., East Central Regional Councillor
  - R.A. Fraser, P.Eng., Councillor at Large
  - L. Hidalgo, P.Eng., Western Regional Councillor
  - Q. C. Jackson, Barrister & Solicitor, Lieutenant Governor-In-Council Appointee
  - L. Lederman, Q.C., Lieutenant Governor-In-Council Appointee
  - L. MacCumber, P.Eng., West Central Regional Councillor
  - T. Olukiyesi, P.Eng., Lieutenant Governor-In-Council Appointee
  - S. Robert, P.Eng., Northern Regional Councillor
  - R. Subramanian, P.Eng., Northern Regional Councillor
  - K. Torabi, P.Eng., East Central Regional Councillor
  - W. Turnbull, P.Eng., Western Regional Councillor
  - G. P. Wowchuk, P.Eng., Councillor at Large
- Regrets:
- B. Dony, P.Eng., Past President
  - L. Cutler, P.Eng., Lieutenant Governor-In-Council Appointee
  - G. Houghton, P.Eng., Western Regional Councillor
  - T. Kirkby, P.Eng., Lieutenant Governor-In-Council Appointee
  - N. Rush, C.E.T., Lieutenant Governor-In-Council Appointee
  - M. Spink, P.Eng., Lieutenant Governor-In-Council Appointee
- Staff:
- J. Zuccon, P.Eng., Registrar
  - L. Latham, P.Eng., Deputy Registrar, Regulatory Compliance
  - D. Smith, Director, Communications
  - M. Wehrle, Director, Information Technology
  - B. Ennis, P.Eng., Director, Policy and Professional Affairs
  - R. Martin, Manager, Secretariat
  - D. Power, Secretariat Administrator
  - E. Chor, Research Analyst

## CALL TO ORDER

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

Councillors Cutler and Spink recused themselves from the meeting due to conflict of interest.

Councillor Lederman suggested that as a matter of good governance and to ensure that conflicts were recognized and dealt with appropriately, the meeting be chaired by someone other than President Brown. President Brown responded that, as chair, he would simply be facilitating the meeting and would not have a vote. Given that there were no offers by other members of Council to take on the role of chair and since the chair was impartial and would not be participating in debates, it was agreed that President Brown would remain as chair.

## 12111 APPROVAL OF AGENDA

Moved by Councillor Bhatia, seconded by Councillor Hidalgo:

### That:

- a. **the agenda, as presented to the meeting at C-526-1.1, Appendix A be approved as presented and**
- b. **the Chair be authorized to suspend the regular order of business.**

Councillor Wowchuk requested that the agenda be amended to include a motion regarding the election process. R. Martin referred to Section 83 of Wainberg's which states "If the item proposed to be added is, in the opinion of the Chair, of a minor or routine nature, and the constitution does not require prior notice for such a motion, then the proposed item may be added to the agenda if no one objects or if a motion to add the item to the agenda is passed by a simple majority.

If the item proposed to be added is, in the opinion of the Chair, neither minor nor routine, or if the constitution requires proper notice for such a motion, the Chair should not add the item to the agenda, unless all members (present and absent) waive notice, or unless the statute or constitution provides that any matter relevant to the society may be raised at the meeting."

R. Martin noted that in addition to the above, the Council Manual states that "Members may add items to the Council agenda by providing notice of the item and accompanying materials to the Corporate Secretary three full weeks prior to the upcoming Council meeting."

Councillor Wowchuk noted that there are items that are extremely time sensitive and that in this case there have been some serious questions raised regarding the election process and therefore there are times when the rules should accommodate extenuating circumstances. He

referred to the PEO Meeting Management Guidelines document which state that “A Notice of Motion is required, except for urgent matters, if a Councillor wishes to have a substantive issue discussed at a future meeting. Notice must be given at one meeting for consideration of the item at the next or other meeting or by advising the Secretary by the date specified in the notice calling the meeting.” He advised that the item regarding the election process was raised at the March Council meeting.

It was noted that the proposed motion was not circulated to all members of Council prior to the meeting. It was further noted that the item raised by Councillors Fraser, Torabi and Wowchuk would be discussed at the April 30, 2019 Central Election and Search Committee (CESC). R. Martin advised that Rule 15 from the Voting Procedures approved by Council in June 2018 state that “The Chief Elections Officer will be available to answer questions and complaints regarding the procedures for nominating, electing and voting for members to the Council. Any such complaints or matters that the Chief Elections Officer cannot resolve will be forwarded by the Chief Elections Officer to the Central Election and Search Committee for final resolution.” Representatives from Clear Picture, the official elections agent, will be participating in this call and have assured PEO that all data will be preserved. Furthermore Councillors Torabi and Wowchuk have also been invited to this meeting.

The motion to approve the agenda as presented was then voted on and **CARRIED.**

President Brown advised that he would advise Council of the outcome of the April 30, 2019 CESC meeting.

Moved by Councillor Wowchuk, seconded by Councillor Chong:

**That Council move in-camera.**

**CARRIED**

**12112  
IN-CAMERA SESSION**

While in-camera, Council:

- a) discussed the Engineers Canada TD Meloche Monnex Affinity Program

The following in-camera resolution, discussion and Councillor Fraser’s document from the April 23, 2019 Council meeting was moved into open session:

**12113  
ENGINEERS CANADA TD MELOCHE  
MONNEX AFFINITY PROGRAM**

Councillor Lederman referred to the legal advice that was provided regarding this matter which Council should consider wherein they state that affinity agreements generally are not part of PEO’s mandate which is to regulate and govern the profession in the public interest, however, the Professional Engineers Act does not appear to actually prohibit such

activity and there may be rare circumstances where such an activity by PEO is legally possible. Legal counsel noted that it is PEO's decision to consider whether the proposal has policy and legal implications.

Councillor Fraser provided a document that outlined seven reasons why Council should not approve participation in the Insurance Affinity Agreement between PEO and Engineers Canada. This document is included as an addendum to these minutes.

Moved by Councillor Olukiyesi, seconded by Councillor Bhatia:

**That Council supports the Executive Committee recommendation to defer participation in the Insurance Affinity Agreement between Professional Engineers Ontario and Engineers Canada, thereby foregoing any 2018 revenue from Engineers Canada.**

**CARRIED  
Recorded Vote**

<b>For</b>	<b>Against</b>
I. Bhatia	T. Chong
G. Boone	R. Fraser
M. Chan	L. Hidalgo
N. Hill	L. Lederman
Q. Jackson	L. MacCumber
T. Olukiyesi	S. Robert
K. Reid	K. Torabi
M. Sterling	G. Wowchuk
R. Subramanian	
W. Turnbull	

Council discussed next steps. The Executive Committee had proposed three action items for Council to consider which were:

1. Request from Engineers Canada a further extension of the 2018 revenues currently in abeyance.
2. Request a meeting with OSPE's leadership and Engineers Canada (President and CEO) to discuss the impacts of data sharing by a Regulatory body as it relates to affinity programs.
3. Prepare recommendations for Engineers Canada on how PEO's share of affinity revenues could be used to benefit Ontario License Holders.

Since Council agreed to forego the 2018 revenues, item 1 was removed as an action item. Two other items were added to the action list which were policy implications of being involved or not being involved in affinity programs and whether affinity programs should be in place at a national level.

**12114  
COUNCILLOR ITEMS**

Councillor Lederman raised the fact that a media article covering the recent Scott Johnson (Radiohead) Coroner's Inquest had referred to

“PEO’s governance structure”. It was confirmed by staff that the reference/terminology was not included in any content provided by PEO either at the inquest or to media, and as such the statement was a reporter/media interpretation.

These minutes consist of five pages and minutes 12111 to 12114 inclusive, plus addendum related to minute 12113 Engineers Canada TD Meloche Monnex Affinity Program.

---

D. Brown, P.Eng., Chair

---

R. Martin, Manager, Secretariat and Corporate Secretary

## Summary

### Why PEO should not sign-on to Engineers Canada (EC)/TD contract.

By Roydon Fraser

April 23, 2019

**Reason 1:** Violates the following fundamental “**guiding principle**” that has existed since 2000 when OSPE was formed at the request of the Attorney General of Ontario:

PEO mandate is with professional engineering **regulation**.

OSPE mandate is with professional engineering **member services**.

Affinity programs are a **member service**. Therefore, signing onto the EC/TD contract would violate this long established principle.

---

**Reason 2:** Signing the EC/TD contract would constitute the *unethical action* of accepting a **kick-back**.

**Kick-back** definition: “A percentage of income given to a person in a position of power or influence as payment for making income possible.”

Clearly if PEO signs on to the EC/TD agreement it will be given “a percentage of income”, in return for providing exclusive access to PEO members because it is, “in a position of power”. And clearly, EC/TD would not be paying this kick-back if it did not “<make> income possible,” to EC/TD. Therefore, this is through-and-through a kick-back if agreed to if the monies become part of PEO’s budget.

EC can sign the contract with TD because they are not in a position of power.

---

**Reason 3:** Likely **financially detrimental** to a large number of P.Eng.’s. from distortion of competition.

For many P.Eng.’s, as I learned at the November 2018 Chapter’s Leaders Conference, the choice between Prudential and TD is important as the provider of the “best” insurance plan varies from P.Eng. To P.Eng., depending on the P.Eng.’s situation.

---

**Reason 4: Increased budget risk for PEO.**

PEO would necessarily become dependent on the TD insurance affinity program income given its large monetary magnitude, and given PEO is a non-profit (which means there are limits to the amount of money it can store away for a budgetary system shock). PEO would certainly not be upholding its regulatory and fiduciary responsibilities if it were, for example, to become as dependent as EC on affinity program income, because a loss in such income would mean a lack of budget to fulfil regulatory responsibilities!

EC can sign the contract with TD because they are not in a position of power.

---

**Reason 5: Creates regulatory conflicts of interest!**

Imagine in the near future PEO Council was considering Regulation/Act changes that affect the insurance requirements of P.Eng.s. If PEO has a contract with EC/TD it will be impossible to avoid a perceived conflict of interest, and depending on the specific details of the change this conflict of interest could very well be real. *Even the decision not to make any Regulation/Act changes concerning insurance instantly becomes clouded with, at a minimum, a perceived conflict of interest!*

---

**Reason 6: Creates a perception of being a bribe, and hence a perception of being unethical if PEO provides the mailing list.**

**Bribe** definition: “Money given/promised to persuade or induce.”

TD is clearly providing the money to EC to persuade them. Now, although TD is not approaching PEO directly, it is a contract with TD (through EC) that PEO is being asked to sign. Now, for EC this is not a bribe as this is all part of a “service” contract. However, PEO will not be offering any services for the price, except possibly its mailing list. The question then becomes, is PEO offering the mailing list as a “product” which I would claim it cannot do as a non-profit? If not, then PEO is being “given <money> to persuade” which is the very definition of a bribe. [Also see Reason 7 with regards to how this could also be an act of “inducing”.]

---

**Reason 7:** Potentially enormous demonstration of **disrespect for Chapters**.

PEO need not sell the members list, technically it could ask members if they wish to share their contact information with EC/TD, and then only share the information of those who provide permission. Given Chapters have been asking for a solution like this for years now so that they can better communicate with members, if PEO were to act on this permission system only because it was *induced* to do so by the EC/TD sign-on, it is hard to imagine how Chapters would not interpret this as a form of disrespect for Chapters.

---

**Legal Opinion Comment:** A legal opinion will either explicitly kill PEO even considering the EC/TD contract, or it is irrelevant because the reasons given above are far more than sufficient to kill PEO signing on to the EC/TD contract.

---

**CLOSING Personal Observation:** Many on PEO Council may not realize they are salivating at the EC/TD affinity program moneys, but they are, just as Pavlov's dog salivated. Adapting a famous quote from Pavlov,

“As we have seen, <money>, and especially <large sums of money>, evokes secretion of considerably larger quantities of saliva than <reasoned requests of Chapters>.”

or, another adaptation,

“As we have seen, <money>, and especially <large sums of money>, evokes secretion of considerably larger quantities of <want and desire> than <following the regulation/member service divide guiding principle>.”