



**Professional Engineers  
Ontario**

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# Council Meeting

527th Meeting of Council  
of Professional Engineers Ontario

to be held on

Saturday, May 4, 2019  
3:00 p.m. – 5:00 p.m.

Hilton Hotel Toronto Downtown  
145 Richmond Street West  
Room Toronto II/III

## APPROVAL OF AGENDA

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

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

**That:**

- a) the agenda, as presented to the meeting at C-527-1, Appendix A be approved; and*
- b) the Chair be authorized to suspend the regular order of business.*

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

## Appendices:

- Appendix A – 527th Council meeting agenda



C-527-1  
Appendix A

# Agenda

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

**Date:** Saturday, May 4, 2019  
**Time:** 3:00 p.m. – 5:00 p.m.  
**Place:** Hilton Hotel Toronto Downtown  
145 Richmond Street West  
Room Toronto II/III

	Description	Type
	<b>PRESIDENT'S OPENING REMARKS AND CALL TO ORDER</b>	
1.	<b>APPROVAL OF THE AGENDA</b>	Decision
2.	<b>SPECIAL RULES OF ORDER</b>	Decision
3.	<b>APPOINTMENT OF COUNCIL MEETING CHAIR</b>	Decision
4.	<b>APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE</b>	Decision
5.	<b>APPOINTMENT OF VICE PRESIDENT</b>	Decision
6.	<b>APPOINTMENT OF COUNCILLORS TO EXECUTIVE COMMITTEE</b>	Decision
7.	<b>APPOINTMENT OF COUNCILLORS TO HUMAN RESOURCES COMMITTEE</b>	Decision
8.	<b>APPOINTMENT OF COUNCILLORS TO BOARD COMMITTEES FOR 2019-2020</b>	Decision
9.	<b>CHANGES TO ENGINEERS CANADA BYLAWS</b>	Decision
10.	<b>PEO REPRESENTATIVE ON THE ONTARIO ASSOCIATION OF CERTIFIED ENGINEERING TECHNICIANS AND TECHNOLOGISTS (OACETT)</b>	Decision
11.	<b>COUNCILLOR ITEMS</b>	Information
12.	<b>CONCLUSION</b>	

### **Councillors Code of Conduct**

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

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

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

[s. 2.4 of the Council Manual]

#### **Upcoming Events**

Thursday, Friday and Saturday, May 30–June 1, 2019 – Council Retreat  
Deerhurst Resort, Huntsville, ON

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

Thursday and Friday, June 20 - 21, 2019

Thursday and Friday, September 19- 20, 2019

Thursday and Friday, November 14 - 15, 2019<sup>2</sup>

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

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

# Briefing Note - Decision

## SPECIAL RULES OF ORDER

**Purpose:** To consider the *Special Rules of Order* for meeting conduct for 2019-2020.

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

***That the Special Rules of Order, as presented to the meeting at C-527-2, Appendix A, be approved effective immediately and remain in effect until the close of business at the 2020 Annual General Meeting.***

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

### 1. Need for PEO Action

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

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

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

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

### 2. Recommendation

That the Special Rules be approved.

### 3. Next Steps

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

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

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

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

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

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

**6. Peer Review & Process Followed**

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

**7. Appendices**

- Appendix A –Draft *Special Rules* for the 2019-2020 Council year.
- Appendix B – Process for Appointment of Councillors to Board Committees Approved by Council, September 23, 2016



**Professional Engineers**  
Ontario

**SPECIAL RULES OF ORDER**

**AT**

**PEO MEETINGS**

**2019-2020**

## **1. INTRODUCTION**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## **6. PEO Council Actions Table**

Outstanding motions and action items that are raised at PEO Council sessions shall be added to an actions table. To add action to the table, a member of the Council is required to indicate it should be an action.

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

Annually, following Council elections:

- Councillors will be asked to submit Board Committee participation preferences to the outgoing Human Resources Committee (HRC)
- HRC would match committee needs to Councillor preferences
- HRC presents its recommendations at the AGM Council meeting for approval
- Should HRC be unable to present a recommendation regarding an appointment, Council will fill the position(s) through a vote utilizing the voting procedure as specified in Section 4, Procedures For Council Meeting Chair, Vice President, Human Resources Committee members and Other Council Appointments.

## APPOINTMENT OF COUNCIL MEETING CHAIR

**Purpose:** To appoint a Council Meeting Chair for the 2019-2020 Council year.

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

***That [name to be inserted at the meeting] be appointed the Council Meeting Chair for the 2019-2020 Council year or until his successor is appointed.***

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

### 1. Need for PEO Action

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

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

Those wishing to put their name forward for the position of Council Meeting Chair had until April 10, 2019 to submit their names. A list of nominees is presented at Appendix B. In addition, at the meeting, the Chair will ask for additional nominations.

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

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

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

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

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

#### 4. Peer Review & Process Followed

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

#### 5. Appendices

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

Appendix B – List of Nominees for Council Meeting Chair

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

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

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

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

### ***Section Process***

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

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

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

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

<b>Councillor Expression of Interest and Comments</b>	
Nancy Hill	<p>If given the opportunity to not only be the president of PEO but also be the Chair of Council, I will endeavor to set a very positive tone. I will endeavor to be inclusive and respectful of all members of Council. I will endeavor to build consensus where possible.</p> <p>I believe that I have the skills, interest and ability to serve as Council chair.</p>
Leila Notash	<p>I have chaired various committees/meetings. I encourage participation from all members and make sure most (if not all) have a chance to share their views within the required timeframe (even if it is different than mine – I try to discuss such issues with the member before the meeting if I have a chance).</p>

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

**Purpose:** To approve the Chair of the Regional Councillors Committee for the 2019-2020 Council year.

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

**That [*name to be inserted at the meeting*] be appointed as Chair of the Regional Councillors Committee, effective immediately and to hold office until the close of business at the 2020 Annual General meeting.**

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

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

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

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

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

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

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

### **2. Recommendation**

That Council approve the appointment of the Chair of the RCC

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

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

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

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

#### 5. Peer Review & Process Followed

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

## APPOINTMENT OF VICE PRESIDENT

**Purpose:** To appoint a Vice President for the 2019-2020 Council year.

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

**That [name to be inserted at the meeting] be appointed as Vice President for the 2019-2020 Council year.**

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

### 1. Need for PEO Action

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

Those wishing to put their name forward for the position of Vice President appointed had until April 10, 2019 to submit their names (Appendix B). In addition, at the meeting, the Chair will ask for additional nominations.

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

### 2. Proposed Action / Recommendation

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

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

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

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

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

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

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

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

**6. Peer Review & Process Followed**

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

**7. Appendices**

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

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

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

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

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

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

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

<b>Councillor Expression of Interest and Comments</b>	
Michael Chan	
Wayne Kershaw	
Leila Notash	I have been the chair/vice-Chair of various committees, e.g., Queen's Senate Committee, IFToMM, etc.
Warren Turnbull	Team Player, leader, council experience, financial knowledge

## APPOINTMENT OF COUNCILLORS TO EXECUTIVE COMMITTEE

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

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

**That of two additional Council members and that {insert name}. and {insert name}. be appointed as members of the Executive Committee for the 2019-2020 Council year.**

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

### 1. Need for PEO Action

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

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

Appointments will be made in accordance with the process approved by Council at its September 2016 meeting for Board Committee appointments and the Special Rules. The Human Resources Committee met on April 23, 2019 and did not make recommendations for positions on the Executive Committee.

Those wishing to put their name forward to serve on the Executive Committee had until April 10, 2019 to submit their names. In addition the Chair will ask for additional nominations at the meeting.

### 2. Peer Review & Process Followed

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

### 3. Appendices

- Appendix A – Sections 28.(1) and 28.(1.1) of Regulation 941 under the *Professional Engineers Act*
- Appendix B – List of Nominees for the Executive Committee

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

### ***Executive Committee***

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

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

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

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

## Appendix B – List of Nominees for Executive Committee

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

***CDIC's own assessment (set out in an Annual Report) was that all the failures it addressed (over 30 of them) involved Management Failures, exacerbated by Board Inaction.***

***Secretary to Audit Committee. A Principal Author of CDIC's own Governance Study.  
Overall view of Litigation against Directors, Officers & Auditors of failed Financial Institutions.***

- A Base of Experience in Health Systems & Regulation at the Ontario College of Pharmacists.  
(Three-Term government-appointed member of the Council governing the College.)

- Boards –
  - Member (Order-in-Council): Council of Association of Professional Engineers of Ontario
  - Former Member (Order-in-Council): Council of Ontario College of Pharmacists
  - Former Member : Board of International Ship-Owners Alliance of Canada Inc.
  - Former Member (some 20 years) : Board of Ottawa Symphony Orchestra
  - Governance Advisor to Telefilm Canada (under Chairman Laurier LaPierre)
- Author (*inter alia*) –
  - Building A Better Economy
  - A “Democracy” Can Be A “Tyranny” too
  - Inflation: The “Humpty Dumpty Hypothesis”
  - Dancing With Whales: The New Economy
  - “Watch Out ... He Bites”: A Zoology Of Dangerous Businessmen
- Lecturer (and sometime Mentor/Muse) on Governance, with writings/presentations including –
  - Winnings Ways: A Common-Sense Psychology Of Successful Governance
  - A Declaration of Independence For Boards In The Information Age
  - The Unhealthy Company – How To Know, What To Do
  - Building Stronger Boards
  - False Profits & False Prophets
  - “Forensic Governance”™
  - The “Are You A Sucker Checklist”
  - A Child’s Guide To Leadership (Adult Version)
  - Shakespeare On Audit Committees

***The large part of these lectures/presentations were to seminars, organized by the private companies that then largely occupied the Continuing Education field, before the now more pervasive Institutes on Governance had established their predominance.***

- Education –
  - Queen’s University at Kingston: BA Economics & PoliSci (*magna cum laude* & Medal)
  - Queen’s University: LLB (heavy emphasis on things that now could be called “Governance”)
  - University of Western Ontario (now “Ivey”): Executive Program (WEP)
  - Always Learning
- Research & Knowledge Base –
  - Researching Client Work & Independent: Legal, Governance, Systems, Political-Economic
  - Building a Comprehensive & also Specialized Research Library & Knowledge Base
  - Studying the Whys & Hows of People, Inspiration & Motivation, Creativity & Innovation
  - Work on Artificial Intelligence
- Honours –
  - Queen’s Counsel (“QC”), Federal
  - Queen’s Golden Jubilee Medal

	<ul style="list-style-type: none"> <li>• Personal – <ul style="list-style-type: none"> <li>➤ Husband (Margot Panet) &amp; Father (Alexander, de Lotbinière, Margot)</li> <li>➤ Left-Handed Presbyterian</li> <li>➤ Part Western (Saskatchewan), part Eastern (NS), part Ontarian (Kingston, Toronto, Ottawa)</li> <li>➤ Enthusiastic (but not-so-good) golfer &amp; skier</li> <li>➤ Wears bow-ties because his Wife says it makes him a happier person</li> </ul> </li> </ul>
L. Notash	Extensive experience as a member/vice-chair/chair of various professional committees. I advocate further improvements of processes, functions, etc.
T. Olukiyesi [LGA]	<ul style="list-style-type: none"> <li>• Team collaboration</li> <li>• Fact based decision making</li> <li>• Vision setting and goal accomplishment</li> <li>• Innovative thinking</li> <li>• Lean Six Sigma</li> </ul>
M. Spink [LGA]	If it actually meets and does some work for Council I would be happy to serve as the 'One LGA'
W. Turnbull	Team player, leader, good speaker, council experience, chapter experience, problem solver, innovator, financial knowledge

## APPOINTMENT OF COUNCILLORS TO THE HUMAN RESOURCES COMMITTEE 2019-2020

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

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

*That [two names to be inserted at the meeting] be elected as members to the Human Resources Committee for the 2019-2020 Council year.*

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

### 1. Need for PEO Action

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

Those wishing to put their name forward for positions on the HRC had until April 10, 2018 to submit their names. In addition the Chair will ask for additional nominations at the meeting.

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

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

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

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

5 <sup>th</sup>	\$	\$	
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#### 4. Peer Review & Process Followed

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

#### 5. Appendices

- Appendix A – Nominees for the Human Resources Committee

**Appendix A. – List of Nominees for Human Resources Committee**

<b>Councillor Expression of Interest and Competencies</b>	
C., Bellini	Years of managing a consulting engineering firm give me solid experience in HR issues. Extensive PEO committee experience will be an asset.
M. Chan	
Q. Jackson	Past experience on HR Committee. Managed employees and conducted interviews through my law firm.
M. Spink	With most of our HRC efforts spent on the Registrar Profile Development, candidate review and appointment last Council year, much of the strategic work needing to be completed by HRC was unable to be finished. I would like to continue my service with HRC to begin to answer the questions attached for Council in consultation with Registrar Zuccon, PEO's SLT and HRC members and close gaps. Also, the Registrar appointment process is not fully completed until performance goals are set. These goals must be aligned with PEO's Human Capital strategy to meet the organizational performance goals. What gets measured gets done as they say.
W. Turnbull	Experience motivating employees and volunteers, bring fresh viewpoint
R. Walker	

1. What are Councillor's responsibilities with respect to PEO Human Capital Strategy (HR)?
2. How can Councillors organize themselves to discharge these duties and responsibilities potentially using metrics and reporting?
3. What personal liabilities might arise for Councillors from HR issues, and how can Councillors mitigate these risks?
4. How does Council select and hire the Registrar/CEO and Deputy Registrar's?
5. How should Council set the compensation of the Registrar/CEO and Deputy Registrar's (what is PEO's Compensation Philosophy)?
6. Should Professional Engineers Ontario (PEO) disclose the Registrar/CEO's compensation?
7. What is Council's responsibility for overseeing the Registrar/CEO?
8. How can Council fulfill its responsibilities for Registrar/CEO oversight?
9. How does Council address succession planning for the Registrar/CEO?
10. What happens when the Registrar/CEO cannot work for an extended period due to illness or wins the lottery and decides to move on?
11. What happens when Council decides to replace the Registrar/CEO?
12. Does PEO's HR policies and practices for both staff & volunteers comply with minimum standards legislation, statutory health and safety requirements and human rights laws?
13. How does PEO engage independent contractors and other non-employees to provide services?
14. How does Council oversee PEO's engagement and use of volunteers?
15. Has Council adopted a whistleblower policy?
16. How inclusive are PEO's hiring practices?
17. What should Council know about terminating employment relationships, and how can the Council mitigate any related liability risk?
18. What is Council's obligation to prevent workplace violence and harassment?
19. What is Council's role in setting compensation and benefits? (What is Council's Compensation Philosophy?)
20. What is PEO's Culture? How is it measured? How does Council hold the Registrar/CEO accountable to ensure PEO's culture aligns with the strategic direction of PEO?

## APPOINTMENT OF COUNCILLORS TO BOARD COMMITTEES FOR 2019-2020

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

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

- 1. That, as recommended by the Human Resources Committee, the Audit Committee be composed of four Council members and that Guy Boone, P.Eng., Lew Lederman, Q.C., Leila Notash, P.Eng. (with a fourth to be determined) be appointed as members to the Audit Committee for the 2019-2020 Council year.**
- 2. That, as recommended by the Human Resources Committee that Randy Walker, P.Eng., Lorne Cutler, P.Eng., Tim Kirkby, P.Eng., and Sandra Ausma, P.Eng., be appointed as members to the Finance Committee for the 2019-2020 Council year.**
- 3. That, as recommended by the Human Resources Committee that Arthur Sinclair, P.Eng., Gary Houghton, P.Eng., Lisa MacCumber, P.Eng., Sandra Ausma, P.Eng., and Leila Notash, P.Eng. be appointed as members to the Legislation Committee for the 2019-2020 Council year.**
- 4. That, as recommended by the Human Resources Committee that Arthur Sinclair, P.Eng. and Wayne Kershaw, P.Eng., be appointed as members to the OSPE-PEO Joint Relations Committee for the 2019-2020 Council year.**

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

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

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

Those wishing to put their name forward for positions on the Board Committees and the OSPE Advocacy Committee had until April 10, 2019 to submit their names for the following committees:

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

Appointments will be made in accordance with the process approved by Council at its September 2016 meeting for Board Committee appointments (Appendix A) and the Special Rules. The Human Resources Committee met on April 4, 2018 and is recommending the appointments as presented in Appendix B. In determining its recommendations, the HRC reviewed the submitted board committee preferences of Councillors, their respective backgrounds, the need to balance committee continuity with succession planning, Councillor workloads, Councillor involvement with other committees and external appointments as well as committee terms of reference.

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

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

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

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

**4. Peer Review & Process Followed**

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

## 5. Appendices

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

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

Annually, following Council elections:

- Councillors will be asked to submit Board Committee participation preferences to the outgoing Human Resources Committee (HRC)
- HRC would match committee needs to Councillor preferences
- HRC presents its recommendations at the AGM Council meeting for approval
- Should HRC be unable to present a recommendation regarding an appointment, Council will fill the position(s) through a vote utilizing the voting procedure as specified in Section 4, Procedures For Council Meeting Chair, Vice President, Human Resources Committee members and Other Council Appointments.

## 2019-2020 Council Appointments to Board Committees

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

Councillor Expression of Interest and Competencies		HRC Rationale	HRC Recommendation -and- 2019-20 Mandated Appointments <sup>1</sup>
G. Boone	Wish to serve a second year... Technical Auditor for Standards Council of Canada ( <a href="http://www.SCC.ca">www.SCC.ca</a> )	<i>Councillor preferences; Councillor with a previous experience on the board committee to ensure continuity; Councillor workload/ participation across all committees and other appointments is balanced.</i>	<b>[Minimum of 4 Councillors and 1 to 3 other Association members]</b> 1. Guy Boone 2. Lew Lederman 3. Leila Notash 4. TBD
L. Lederman		<i>Offered his services to the Audit committee; Councillor background and experience are related to board committee; Councillor workload/ participation across all committees and other appointments is balanced.</i>	
L. Notash		<i>Offered her services to the Audit committee; A Councillor on at least one board committee; Best efforts to ensure that each board committee has at least one woman; Councillor workload/ participation across all committees and other appointments is balanced.</i>	
L. Cutler	As noted below (see Finance Committee), I have my MBA where I majored in Finance and International Business. Included in my studies were courses in accounting. In my career at EDC, my duties included reviewing financial statements of our exporters to	<i>Recommended for Finance Committee</i>	

## 2019-2020 Council Appointments to Board Committees

	determine their financial capability of completing a contract as well as financial statements of various borrowers to determine their ability to repay loans. Through other jobs over the years and the by actively managing my own personal portfolio, I am very familiar reviewing financial statements and reports.		
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<sup>1</sup> Indicated names are mandated by legislation or Council-approved terms of reference

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

## 2019-2020 Council Appointments to Board Committees

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

Councillor Expression of Interest and Competencies		HRC Rationale	HRC Recommendation -and- 2019-20 Mandated Appointments <sup>1</sup>
R. Walker		<i>Councillor preferences; Best efforts to have a Regional Councillor on certain board committees (EXE, AUC, FIC, HRC, LEC, JRC); Best efforts to ensure that Councillor background and experience are related to board committee; Councillor workload/ participation across all committees and other appointments is balanced.</i>	<p style="text-align: center;"><b>[4 Councillors]</b></p> <ol style="list-style-type: none"> <li>1.Randy Walker</li> <li>2.Lorne Cutler</li> <li>3.Tim Kirkby</li> <li>4.Sandra Ausma</li> </ol>
L. MacCumber	Managed large \$\$\$ projects in manufacturing, and engineering procurements in government. Would like to continue developing policy to ensure balanced budget planning process.	<i>Recommended for the Legislation Committee.</i>	
L. Cutler	This would be my second year on the Finance Committee. I believe that with two of our members stepping down, it is important to have Council continuity on the committee. In 2018 we started critical work in strengthening the role of this committee through a more detailed review of the budget and a review of our fee structure (on which I actively participated). We are also looking at a number of activities to further strengthen the finances of the PEO through multi-year budgeting, greater alignment between the budget and strategic initiatives, better understanding of expenditures and greater alignment and control of Chapter spending. I wish to have an opportunity to use	<i>Councillor preferences; A Councillor with a previous experience on the board committee to ensure continuity; Best efforts to ensure that Councillor background and experience are related to board committee; Councillor workload/ participation across all committees and other appointments is balanced.</i>	

## 2019-2020 Council Appointments to Board Committees

	<p>my financial skills to continue this important work.</p> <p>I have my MBA from Ivy School of Business where I majored in Finance and International Business. My work career has primarily been in financial environments having worked for 25 years at Export Development Canada where I reviewed, negotiated and closed over \$1 billion in financing agreements with a variety of countries and organizations around the world. Since retiring from EDC, I have been involved in policy and financial consulting, including the preparation of personal taxes. I have been the treasurer of a small board for over 10 years where I have not only been responsible for keeping the financial records but I have played in the key role in pointing out the financial implications of what we do. I am also on the Foundation Board of Jewish Family Services (Ottawa) where we are responsible for running the fund raising arm of the social service agency and setting investment policy in conjunction with our investment advisor.</p> <p>From first joining PEO Council in Sept 2017, I have been an active participant in our financial discussions and have found a number of areas for where additional funds can be raised or expenses cut both while on Council and since joining the Finance Committee.</p> <p>I believe that with my skills and experience, I can continue to play a valuable role in helping to strengthen PEO's strong financial position and to ensure greater</p>		
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## 2019-2020 Council Appointments to Board Committees

	financial sustainability going forward.		
T. Kirkby	Last year I served for the first time as a member of the Finance committee. I now have one year experience on the finance committee. This experience included a year of challenging every cost aspect of the organization. As well we worked on bringing fresh approaches and thinking. Two of those approaches continue to be developed, understood and defined for council's decision in 2019/2020...ie..centralized banking of chapter accounts and a new travel policy for peo volunteers. I respectfully offer to continue as a member of the finance committee.....my first choice!	<i>Councillor preferences; A Councillor with a previous experience on the board committee to ensure continuity; Councillor workload/ participation across all committees and other appointments is balanced.</i>	
L. Lederman	I acted as Secretary & Legal Advisor to CDIC's Audit Committee	<i>Recommended for the Audit Committee.</i>	
M. Spink		<i>Councillor workload/ participation across all committees and other appointments is balanced.</i>	

## 2019-2020 Council Appointments to Board Committees

S. Ausma	<p>Strategic thinking skills Able to understand financial reports and review budgets relative to priorities Significant interest in improving finances of PEO and more effective budgetary control run my own businesses – financial acuity.</p>	<p><i>Best efforts to ensure that Councillor background and experience are related to board committee; Best efforts to ensure that each board committee has at least one woman; Councillor workload/ participation across all committees and other appointments is balanced.</i></p>	
L. Notash	<p>Mostly personal finance issues.</p>	<p><i>Recommended for the Legislation and Audit Committees.</i></p>	

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

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

## 2019-2020 Council Appointments to Board Committees

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

Councillor Expression of Interest and Competencies		HRC Rationale	HRC Recommendation -and- 2018-19 Mandated Appointments <sup>1</sup>
L. MacCumber	Currently serving as Vice-Chair of LEC. Work in regulatory development for the provincial government. Familiar with regulatory change processes.	<i>Councillor preferences; At least one Councillor with a previous experience on the board committee to ensure continuity; Best efforts to ensure that Councillor background and experience are related to board committee; Best efforts to ensure that each board committee has at least one woman; Councillor workload/ participation across all committees and other appointments is balanced.</i>	<p style="text-align: center;"><b>[5 Councillors]</b></p> <ol style="list-style-type: none"> <li>1. Lisa MacCumber</li> <li>2. Gary Houghton</li> <li>3. Arthur Sinclair</li> <li>4. Sandra Ausma</li> <li>5. Leila Notash</li> </ol> <p style="text-align: center;"> <b>1. N. Hill- President</b>  <b>2. M. Sterling- President Elect</b> </p>
W. Kershaw		<i>Recommended for the OSPE-PEO Joint Relation Committee</i>	
G. Houghton	Three years on Legislation Committee, most recent year as Chair.	<i>Councillor preferences; A Councillor with a previous experience on the board committee to ensure continuity; Best efforts to ensure that Councillor background and experience are related to board committee; Best efforts to ensure that Councillor background and experience are related to board committee.</i>	

## 2019-2020 Council Appointments to Board Committees

<p>A. Sinclair</p>	<p>5 years of experience in City of Toronto's Policy &amp; Program Development; interpreting, administering and commenting on multiple provincial legislations and regulations.</p>	<p><i>Best efforts to have a Regional Councillor on certain board committees (EXE, AUC, FIC, HRC, LEC, JRC); Best efforts to ensure that Councillor background and experience are related to board committee; Councillor workload/ participation across all committees and other appointments is balanced.</i></p>	
<p>L. Notash</p>	<p>Have served on various professional committees.</p>	<p><i>Best efforts to ensure that Councillor background and experience are related to board committee; Best efforts to ensure that each board committee has at least one woman; Councillor workload/ participation across all committees and other appointments is balanced.</i></p>	
<p>S. Ausma</p>	<p>Experience working with legislation and policy development (10+ years)</p>	<p><i>All Councillors on at least one board committee; Best efforts to have a Regional Councillor on certain board committees (EXE, AUC, FIC, HRC, LEC, JRC); Best efforts to ensure that Councillor background and experience are related to board committee; Best efforts to ensure that each board</i></p>	

## 2019-2020 Council Appointments to Board Committees

		<i>committee has at least one woman; Councillor workload/ participation across all committees and other appointments is balanced.</i>	
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<sup>1</sup> Indicated names are mandated by legislation or Council-approved terms of reference

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

## 2019-2020 Council Appointments to Board Committees

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

Councillor Expression of Interest and Competencies		HRC Rationale	HRC Recommendation -and- 2018-19 Mandated Appointments <sup>1</sup>
B. Bellini	Broad experience serving on many PEO committees combined with years of OSPE membership give me a good understanding of both organizations. I look forward to the diplomatic challenge of helping to manage PEO/OSPE relations through the upcoming year.	<i>Councillor workload/ participation across all committees and other appointments is balanced.</i>	<p><b>[2 Councillors]</b></p> <ol style="list-style-type: none"> <li>1. Wayne Kershaw</li> <li>2. Arthur Sinclair</li> <li>3. <b>N. Hill – President</b></li> <li>4. <b>M. Sterling – President-Elect</b></li> <li>5. <b>J. Zuccon - Registrar</b></li> </ol>
R. Walker		<i>Recommended for the Finance Committee.</i>	
G. Boone	Previously served in first term of PEO Council; We need a strong PEO/OSPE Relationship!	<i>Recommended for the Audit Committee.</i>	
W. Kershaw		<i>Councillor preferences; Best efforts to have a Regional Councillor on certain board committees (EXE, AUC, FIC, HRC, LEC, JRC); Best efforts to ensure that Councillor background and experience are related to board committee; Councillor workload/ participation across all committees and other appointments is balanced.</i>	
A. Sinclair	Currently a member of OSPE's infrastructure taskforce and participant in a number of OSPE activities. I am committed to improved OSPE/PEO relations.	<i>Councillor preferences; Best efforts to have a Regional Councillor on certain board committees (EXE, AUC, FIC, HRC, LEC, JRC); Best efforts to ensure that Councillor background and experience are related to board committee.</i>	

## 2019-2020 Council Appointments to Board Committees

<p>T. Kirkby</p>	<p>I am a member of both organizations. The current discussions between both organizations in my opinion should include an LGA...as both organizations have involved the provincial attorney general. Additionally I have much experience as a life time member with an advocacy body that provides federal and provincial engineers services, assistance, and support which potentially would help cross pollinate positively both organizations. Appears to me that this committee would benefit from a fresh approach of new members.</p>	<p><i>Recommended for the Finance Committee.</i></p>	
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<sup>1</sup> Indicated names are mandated by legislation or Council-approved terms of reference

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

**2019-2020 Council Appointments to Board Committees  
Preferences and HRC Recommendations Matrix**

C-527-8  
Appendix C

Councillors	EXE	HRC	Audit	Finance	Legislation	OSPE-PEO JRC	Current Committee Appointments
Dave Brown	M	M					EXE [C], HRC [C], LEC [m], OSPE-PEO JRC [Co-C], CESC [m], <i>External: EC Director, OACETT - PEO rep</i>
Nancy Hill	M	M			M	M	EXE [m], HRC [m], LEC [m], OSPE-PEO JRC [m], COC [m], VLCPC [m]
Marisa Sterling	M	M			M	M	EXE [m], OSPE-PEO JRC [m], AWC - Sterling Award s/c [m], ERC [CL]
Christian Bellini	M	2				1	ACV [m], CEDC [observer], ERC [m], LIC [m], 30 by 30 [VC], <i>External: EC Director</i>
Gregory Wowchuk							LEC [m], LIC [m]
Serge Robert							RCC [VC], Northern RCC [VC], Northern RESC [C]
Ramesh Subramanian							RCC [m], ARC [C], EDC [CL], Northern RCC [C], <i>External: CEAB - Member from Ontario</i>
Keivan Torabi							RCC [m], East Central RCC [ VC], East Central RESC [C]
Randy Walker		3		1		2	n/a
Guy Boone			1			2	AUC & s/c [m], RCC [m], VLCPC [m], Eastern RCC [VC], Eastern RESC [C]
Lisa MacCumber				2	1		LEC [VC], RCC [m], COC [CL], PSC [CL], West Central RCC [VC], West Central RESC [C]
Warren Turnbull	1	2					RCC [C], DIC [m], GLC [m], VLCPC [m], West Central RCC [C]
Wayne Kershaw					2	1	n/a
Gary Houghton					1		LEC [C], RCC [m], Western RCC [VC], Western RESC [C]
Arthur Sinclair					2	1	n/a

**2019-2020 Council Appointments to Board Committees  
Preferences and HRC Recommendations Matrix**

Michael Chan	3	2					EXE [m], FIC [C], ACV [CL], DIC [m], REC [CL]
Lorne Cutler			2	1			FIC [m]
Qadira Jackson		1					HRC [m], CRC [C]
Tim Kirkby				1		2	FIC & s/c [m], DIC [m], GLC [m], PIC TF [m]
Lew Lederman	1			2			DIC [m]
Iretomiwa Olukiyesi	1						ENF [CL]
Nadine Rush							DIC [m]
Marilyn Spink	2	1		2			HRC [m], PIC TF [C]
Sandra Ausma	1			2	3		n/a
Leila Notash	1			3	2		ARC [m]

- 1** =1st choice
- 2** =2nd choice
- 3** =3rd choice
- M** = Mandated Appointments (legislation/Council T of R)

## Board Committee Appointments – Decision Criteria Matrix

Priority ranking	Decision Criteria
1.	Councillor preferences.
2.	All Councillors on at least one board committee.
3.	At least one Councillor with a previous experience on the board committee to ensure continuity.
4.	Best efforts to have a Regional Councillor on certain board committees (EXE, AUC, FIC, HRC, LEC, JRC).
5.	Best efforts to ensure that Councillor background and experience are related to board committee.
6.	Best efforts to ensure that each board committee has at least one woman.
7.	Councillor workload/ participation across all committees and other appointments is balanced.

## CHANGES TO ENGINEERS CANADA BYLAWS

**Purpose:** To provide President Hill with direction related to voting on the changes to the Engineers Canada (EC) bylaws which will be voted on at the EC Annual General meeting.

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

**That PEO Council supports the board recommended modifications to the Engineers Canada bylaws to the Members.**

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

**Moved by:** To be determined at the meeting

### 1. Need for PEO Action

The following changes to the Engineers Canada bylaws have been proposed and the following motion will be presented to the EC board.

**THAT the Board recommend modifications to the Engineers Canada bylaws to the Members.**

#### Part 1 – Governance 2.0 recommendations:

- The Governance 2.0 recommendations have received regulator support and are partially implemented in Board policy.
- Full implementation of the recommendations will require the dissolution of the Executive Committee.
- The Executive Committee is documented in Section 6 the bylaws, so before the Board can rescind this policy (Executive Committee Terms of Reference), the Members must agree to remove this section of the bylaws and another reference to the Executive Committee in Section 5 of the bylaws

#### Part 2 – Officers of Engineers Canada

- Article 7.1 of the bylaws names the officers of Engineers Canada who are: the President, the President-elect, the Past President, the Chief Executive Officer, and the Secretary.
- Article 7.2 requires that all officers be “a Registrant, in good standing, with one of the Members.”
- Article 4.1 (1) of the bylaws requires that all Member-nominated directors of the Board be “engineers in good standing”.
- Requiring that the CEO and Secretary be engineers in good standing unnecessarily restricts the pool of applicants for these positions.

### Part 3 - Auditor

- Article 9.1 of the bylaws states that the Members must appoint a chartered professional accountant as auditor of Engineers Canada.
- A typo in the article 9.1 requires the Members to do so “at each Meeting of Members”
- In fact, an auditor need only be appointed annually.

### Part 4 – Minister of Industry

- Article 4.1 (2), 4.2 (b) and Section 10 of the bylaws provide for rights for the Minister of Industry, which include the nomination of a director to the Engineers Canada Board and the power to review Engineers Canada’s activities and request that Engineers Canada undertake “reasonable activities”.
- These sections were added in 2015. At the time, the following rationale was provided:  
*This is a new provision providing that the Minister of Industry may appoint a director. This will strengthen our position should our status as a public authority be challenged. Our right to official marks are based on our status as a public authority. The law has changed and we no longer qualify as a public authority as the government has no control over our operations. The addition of this clause is not a guarantee, but will put us in a stronger position to assert that we are still a public authority.*
- We have consulted with our trademark and patent agents, and they agree that this provision does not put us in a stronger position for the protection of our official marks.
- Because, the Minister of Industry has been invited to nominate a director but has never done so; and because government appointment processes are lengthy and do not fit well with our other appointments; and because there is no desire for the federal government to review or request work of Engineers Canada, it is proposed that these rights be terminated.

## **2. Proposed Action / Recommendation**

To provide President Hill with PEO Council direction on the issue of changes to the Engineers Canada bylaws with the following motion;

**That PEO Council supports the board recommended modifications to the Engineers Canada bylaws to the Members.**

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

President Hill, using this direction from Council, will attend the Engineers Canada Annual General meeting on May 25, 2019 and vote on the bylaw change issue. The President will report back to Council on the bylaw changes made at the June Council meeting?

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

N/A

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

	Operating	Capital	Explanation
Current	\$0	\$0	n/a

to Year End			
2 <sup>nd</sup>	\$	\$	
3 <sup>rd</sup>	\$	\$	
4 <sup>th</sup>	\$	\$	
5 <sup>th</sup>	\$	\$	

## 6. Peer Review & Process Followed

<b>Process Followed</b>	Engineers Canada provided PEO with the proposed changes to their bylaws that will be presented to the members at their Annual General Meeting.
<b>Council Identified Review</b>	N/A
<b>Actual Motion Review</b>	N/A

## 7. Appendices

- Appendix A – Changes to Engineers Canada Bylaws – Briefing Note
- Appendix B – Engineers Canada Bylaw

## BRIEFING NOTE: For decision

Changes to the Engineers Canada Bylaws		4.5
Purpose:	To recommend to the Members that the <a href="#">Bylaws</a> be modified to implement the Governance 2.0 improvements and provide greater flexibility for staff hiring.	
Link to the Strategic Plan:	Board Responsibility 1: Accountability Board Responsibility 4: Board policies <i>Implementation of the Governance 2.0 improvements</i>	
Motion(s) to consider:	THAT the Board recommend modifications to the Engineers Canada <a href="#">Bylaws</a> to the Members.	
Vote required to pass:	Two-thirds majority As per article 5.8 d) of the <a href="#">Bylaws</a> : <b>5.8 Board Recommendations</b> <i>The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law:</i> <i>d) Amendment or repeal of the Articles of Continuance (which includes changes to Engineers Canada’s name and purposes) or By-law.</i>	
Transparency:	Open session	
Prepared by:	Stephanie Price, Executive VP Regulatory Affairs and Corporate Secretary	
Presented by:	Russ Kinghorn, Chair of the Governance Committee	

### Problem/issue definition

#### Part 1 – Governance 2.0 recommendations:

- The Governance 2.0 recommendations have received regulator support and are partially implemented in Board policy.
- Full implementation of the recommendations will require the dissolution of the Executive Committee.
- The Executive Committee is documented in Section 6 the [bylaws](#), so before the Board can rescind this policy (Executive Committee Terms of Reference), the Members must agree to remove this section of the [bylaws](#) and another reference to the Executive Committee in Section 5 of the [bylaws](#).

#### Part 2 – Officers of Engineers Canada

- Article 7.1 of the [bylaws](#) names the officers of Engineers Canada who are: the President, the President-elect, the Past President, the Chief Executive Officer, and the Secretary.
- Article 7.2 requires that all officers be “a Registrant, in good standing, with one of the Members.”

- Article 4.1 (1) of the [bylaws](#) requires that all Member-nominated directors of the Board be “engineers in good standing”.
- Requiring that the CEO and Secretary be engineers in good standing unnecessarily restricts the pool of applicants for these positions.

### Part 3 - Auditor

- Article 9.1 of the [bylaws](#) states that the Members must appoint a chartered professional accountant as auditor of Engineers Canada.
- A typo in the article 9.1 requires the Members to do so “at each Meeting of Members”
- In fact, an auditor need only be appointed annually.

### Part 4 – Minister of Industry

- Article 4.1 (2), 4.2 (b) and Section 10 of the [bylaws](#) provide for rights for the Minister Industry which include the nomination of a director to the Engineers Canada Board and the power to review Engineers Canada’s activities and request that Engineers Canada undertake “reasonable activities”.
- These sections were added in 2015. At the time, the following rationale was provided:
 

*This is a new provision providing that the Minister of Industry may appoint a director. This will strengthen our position should our status as a public authority be challenged. Our right to official marks are based on our status as a public authority. The law has changed and we no longer qualify as a public authority as the government has no control over our operations. The addition of this clause is not a guarantee, but will put us in a stronger position to assert that we are still a public authority.*
- We have consulted with our trademark and patent agents, and they agree that this provision does not put us in a stronger position for the protection of our official marks.
- Because, the Minister of Industry has been invited to nominate a director but has never done so; and because government appointment processes are lengthy and do not fit well with our other appointments; and because there is no desire for the federal government to review or request work of Engineers Canada, it is proposed that these rights be terminated.

### **Proposed action/recommendation**

- Recommend to the Members that they approve revised [bylaws](#) as per the attached.

### **Other options considered:**

- None

### **Risks**

- None

### **Financial implications**

- None

### **Benefits**

- Fully implements all governance improvements, corrects errors, and provides greater flexibility and larger applicant pool for Engineers Canada staff positions.

### **Consultation**

- The Governance Committee relied on the input of Engineers Canada staff in the development of these recommendations.
- Legal counsel at Macera and Jarzyna were consulted on the provisions regarding the Minister of Industry.

### **Next steps (if motion approved)**

- Board policy manual to be updated and posted on Engineers Canada's public website.

### **Appendices**

- Revised bylaws: [track changes](#) (internal SP link) and clean copy versions
- Email from Macera Jarzyna

A By-law relating generally to the business and affairs of ENGINEERS CANADA

BE IT ENACTED as a By-law of Engineers Canada as follows:

## 1 INTERPRETATION

### 1.1 Definitions

All terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations.

**"Act"** means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23, including Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

**"Advisor"** means a person appointed by Board policy to make recommendations and/or provide key information to the Board.

**"Board"** means the Board of Engineers Canada comprised of Directors and Advisors.

**"Board members"** means the Directors and Advisors elected or appointed in accordance with this By-law.

**"Chief Executive Officers Group"** means the group comprised of the chief staff officer of each of the Members.

**"Major Capital Project"** means a capital project with a value of more than 10% of the annual operating budget.

**"Member"** means a Member as further defined in Article 2.

**"Per Capita Assessment"** means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in Article 8.

**"Registrant"** means an individual registered with a Member at December 31, with the exception of applicants and students.

**"Secretary"** is an office held by the Chief Executive Officer of Engineers Canada or such other person appointed by the Board.

**"Special National Initiative"** means any project or program which would require a special assessment of Members or an increase in Per Capita Assessment and any major capital project.

**"Standards"** means accreditation criteria.

**"Strategic Plan"** means the plan to achieve Engineers Canada's envisioned future.

**"2/3-60% majority"** means a resolution passed by a minimum of two-thirds of the Members voting, who represent a minimum of sixty percent of represented Registrants.

### 1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and *vice-versa*, words in one gender include both genders.

### 1.3 Language

Equal recognition shall be given to Canada's two official languages in the operation of Engineers Canada. In the event of any inconsistency between the English language text of a By-law or other document and the French language text of such By-law or other document, the English language text shall govern.

## 2 MEMBERSHIP

### 2.1 Membership

Each of the following shall be a Member until such time as its status as a Member is withdrawn or terminated as provided herein, namely:

- (a) Association of Professional Engineers and Geoscientists of Alberta (APEGA);
- (b) Association of Professional Engineers and Geoscientists of New Brunswick (APEGNB);
- (c) Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS);
- (d) Association of Professional Engineers and Geoscientists of the Province of Manitoba (APEGM);
- (e) Association of Professional Engineers of Nova Scotia (APENS);
- (f) Association of Professional Engineers of Ontario (PEO);
- (g) Association of Professional Engineers of Yukon (APEY);
- (h) Northwest Territories Association of Professional Engineers and Geoscientists (NAPEG);
- (i) Ordre des ingénieurs du Québec (OIQ);
- (j) The Association of Professional Engineers and Geoscientists of British Columbia (APEGBC);
- (k) The Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL);
- (l) The Association of Professional Engineers of the Province of Prince Edward Island (APEPEI); and
- (m) Other provincial or territorial entities established for the purpose of regulating the practice of engineering in any province or territory of Canada as may be approved by a 2/3-60% majority resolution of the Members.

### 2.2 Resignation of Membership

A Member may resign from membership by notice in writing to the Secretary not less than twelve months prior to the next following Annual Meeting of Members.

### 2.3 Termination of Membership

- (1) Membership may be terminated if, at a special meeting of the Members called for such purpose, a resolution is passed terminating such membership, provided that the Member shall be granted the opportunity to be heard at such meeting.
- (2) Notwithstanding a resignation or termination of membership, a Member shall remain liable for payment of outstanding and due Per Capita Assessment up to and including the effective date of the resignation or termination.

### 3 MEETINGS OF THE MEMBERS

#### 3.1 Notice of Meeting of Members

- (1) Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting and to each Director and the public accountant, if applicable, by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- (2) A special resolution of the Members is required to make any amendment to this By-law to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

#### 3.2 General and Special Meetings

Other meetings of the Members, whether special or general, may be convened at any time and place by order of the President or the President-elect or by the Board or on request by any Member.

#### 3.3 Error or Omission in Notice

The non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

#### 3.4 Votes to Govern at Members' Meetings

Each Member present at a Meeting shall have the right to exercise one vote. This vote shall be exercised by the current Chair/President of a Member.

- (1) A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy.
- (2) All questions arising at a meeting of the Members shall require a resolution passed by at least a 2/3-60% majority.
- (3) The chair of any meeting of Members shall not have the right to vote thereat and, in case of an equality of votes the chair of the meeting shall have no casting vote and such motion before the Members shall be deemed to be defeated.

#### 3.5 Quorum

- (1) A quorum at any meeting of the Members shall be at least two-thirds of the total number of Members, representing at least sixty percent of the total number of Registrants.
- (2) If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### 3.6 Electronic Voting

Meetings of members may be held entirely by means of a telephonic, electronic or other communication facility.

#### 3.7 Chair

Meetings of the Members shall be chaired by the President of Engineers Canada or a person chosen by the Members.

## 4 DIRECTORS AND ADVISORS

### 4.1 Nomination of Directors

- (1) Each Member shall deliver a list of nominees, who are engineers in good standing, to the Secretary for consideration at the Annual Meeting of Members.
- (2) Only individuals nominated in accordance with this nominations policy are eligible to be a Director.

### 4.2 Composition and Election of Directors

- (a) The number of Directors shall not exceed twenty four (24).
- (b) Directors shall be elected on the basis of nominations received as follows:
  - One (1) from the Association of Professional Engineers and Geoscientists of Newfoundland and Labrador;
  - One (1) from the Association of Professional Engineers of Nova Scotia;
  - One (1) from the Association of Professional Engineers of the Province of Prince Edward Island;
  - One (1) from the Association of Professional Engineers and Geoscientists of New Brunswick;
  - Four (4) from l'Ordre des ingénieurs du Québec;
  - Five (5) from the Association of Professional Engineers of Ontario;
  - One (1) from the Association of Professional Engineers and Geoscientists of the Province of Manitoba;
  - One (1) from the Association of Professional Engineers and Geoscientists of Saskatchewan;
  - Four (4) from the Association of Professional Engineers and Geoscientists of Alberta;
  - Two (2) from the Association of Professional Engineers and Geoscientists of British Columbia;
  - One (1) from the Association of Professional Engineers of Yukon;
  - One (1) from the Northwest Territories Association of Professional Engineers and Geoscientists; and

### 4.3 Advisors

- (1) The Board may establish policy to appoint persons as Advisors.
- (2) Advisors shall, upon invitation by the Board, be entitled to attend and participate in discussions at meetings of the Board, in whole or in part (as determined by the Board), but shall not have the right to vote thereat.
- (3) Advisors may perform such other duties as shall from time to time be requested by the Board.

### 4.4 Remuneration and Expenses

- (1) Board members shall serve without remuneration.
- (2) Board members shall not receive any financial gain by virtue of serving as a Board member.
- (3) Board members may be reimbursed for reasonable expenses incurred in the performance of duties.

### 4.5 Filling Vacancies

A vacancy occurring in the Board shall be filled by the Members from a list of nominees from the Member that nominated the Director who has left the Board and the Director appointed to fill the vacancy shall hold office for the remainder of the term of the Director who left the Board.

### 4.6 Term Limits

- (1) Directors shall be elected to the Board for a term of three (3) years.
- (2) No Director may be elected to the Board for more than two (2) terms, or a lifetime maximum of six (6) years.
- (3) The foregoing term limits shall not apply to a Director who is elected or confirmed, as applicable, to hold office as President-elect, President or Past-President prior to the expiration of their second term, in which case they may continue on the Board until they have finished serving as Past President.
- (4) The Members shall have the authority to extend a Director's term beyond those described above, in extenuating circumstances, in order to ensure effective governance.

## 5 MEETINGS OF THE BOARD

### 5.1 Number of meetings

The Board shall hold at least one meeting per fiscal year and as many additional meetings as are deemed necessary, for the purpose of transacting the business of Engineers Canada.

### 5.2 Notice

The President, the President-elect, or any five Directors may at any time convene a meeting of the Board.

### 5.3 Open meetings

- (1) Except as provided for in this section, all meetings shall be open to the Members, Advisors and invited observers.
- (2) A meeting or part of a meeting may be closed to the Members, Advisors or invited observers by the Chair of the meeting at his or her discretion if the subject matter being considered concerns:
  - (a) the security of Engineers Canada;
  - (b) personal matters about an identifiable individual;
  - (c) the proposed or pending acquisition of assets by Engineers Canada;
  - (d) litigation or potential litigation;
  - (e) the receiving of advice that is subject to solicitor- client privilege, including communications necessary for that purpose; and
  - (f) any other matter which the Board determines.

### 5.4 Quorum

- (1) At any meeting of the Board, a majority of the total number of Directors shall constitute a quorum. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though Directors leaving reduce the number to less than a quorum.
- (2) Directors who have declared a conflict of interest on a particular question shall be counted in determining a quorum. Notwithstanding any vacancy among the Directors, a quorum of the Board may exercise all the powers of the Board.

### 5.5 Voting

## ENGINEERS CANADA BY-LAW

- (1) Each Director shall have one vote at meetings of the Board.
- (2) Any question arising at a meeting of the Board shall be decided in accordance with *Robert's Rules of Order*, unless otherwise provided in this By-law.

### 5.6 Absentee Directors

If a Director is absent from a meeting of the Board, the Member that nominated that Director may send an observer. Such observer may participate in discussions.

### 5.7 Approvals Requiring Two-thirds Majority

A Board resolution passed by a majority of not less than two-thirds of the votes cast on that resolution is required to make a decision in respect of the following matters:

- (a) Board Recommendations required in section 5.8;
- (b) Approval of the Budget or any amendments thereto;
- (c) Adoption, amendment or repeal of any Board policies or procedures;
- (d) Adoption, amendment or repeal of Standards;
- (e) Board decisions in respect of any litigious or potentially litigious matters that may endanger the organization's public image, credibility, or its ability to accomplish Ends.

### 5.8 Board Recommendations

The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law:

- (a) Approval of the Strategic Plan;
- (b) Amendments to Per Capita Assessment;
- (c) Approval of Special National Initiatives; and
- (d) Amendment or repeal of the Articles of Continuance (which includes changes to Engineers Canada's name and purposes) or By-law.

### 5.9 Minutes of Meetings

The minutes of all meetings of the Board shall be sent to all Board members and to all Members.

## 6

6.1 (a)

6.2

## 7 OFFICERS

7.1 The officers shall be the President, the President-elect, the Past President, the Chief Executive Officer, the Secretary and such other officers as the Board may from time to time by resolution determine.

7.2

7.3 Any officer may be removed at any time by a two-thirds majority resolution of the Board.

## 8 PER CAPITA ASSESSMENT

8.1 Prior to January 31st of each year, each Member shall report the number of Registrants in its

## **ENGINEERS CANADA BY-LAW**

association.

- 8.2 Each Member shall pay to Engineers Canada a Per Capita Assessment of \$10.21 per Registrant within two months of receipt of invoice for same or pursuant to a payment schedule reflective of the Members registrant payment schedule.

### **9 AUDITOR**

- 9.1 The Members shall appoint a chartered professional accountant (CPA) licensed to practice public accounting in Ontario as auditor of Engineers Canada annually.
- 9.2 The auditor shall audit the accounts of Engineers Canada after the close of the fiscal year and make a report thereon, and on the financial statements of Engineers Canada, to the Members at the Annual Meeting of Members .

### **11 FISCAL YEAR**

- 11.1 The financial year of Engineers Canada shall be the calendar year.

### **12 RULES OF ORDER**

- 12.1 In all cases for which no specific provision is prescribed by law or made in the By-law, the rules and practice of the latest edition of *Robert's Rules of Order* shall govern as far as applicable, provided that no action shall be invalid by reason only of a failure to adhere to such Rules.

### **13 AMENDMENT OF BY-LAW**

- 13.1 A proposal for the amendment or repeal of the By-law may be put forward by a Member.

## APPOINTMENT OF PEO REPRESENTATIVE TO OACETT COUNCIL

**Purpose:** To appoint a PEO representative to the Council of the Ontario Association of Certified Engineering Technicians and Technologists (OACETT).

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

**That Council approve the HRC recommendation that Tim Kirkby, P.Eng. be appointed as a PEO representative on the Council of the Ontario Association of Certified Engineering Technicians and Technologists, from the OACETT June 2019 AGM to the OACETT June 2021 AGM.**

**Prepared by:** Margaret Braun, MEd, CHRE – (Acting) Director, People Development

**Sponsored by:** Michael Chan, P.Eng.

### 1. Need for PEO Action

The governance structure of the Ontario Association of Certified Engineering Technicians and Technologists (OACETT) provides one position for a professional engineer on its Council.

At C-512 in April 2017, Council approved the HRC recommendation that David Brown, C.E.T., P.Eng. be appointed as a PEO representative on the Council of the Ontario Association of Certified Engineering Technicians and Technologists for a two-year term, from the OACETT June 2017 AGM to the OACETT June 2019 AGM.

In February 2019, PEO received a request from the OACETT to extend the term of appointment of David Brown, C.E.T., P.Eng. as a PEO representative on the OACETT Council for one year, until the OACETT June 2020 AGM.

At the March Council meeting, the motion to extend Dave Brown's term for one year as PEO representative on the Council of the Ontario Association of Certified Engineering Technicians and Technologists (OACETT) was withdrawn and People Development was tasked to seek candidate(s) for appointment to the above position.

A call for nominations was sent out to all P.Eng. Councillors with the submission deadline of April 15, 2019. The expression of interest submitted by Tim Kirkby, P.Eng. as presented in Appendix A, was reviewed by the Human Resources Committee (HRC) at its April 23<sup>rd</sup> meeting. The HRC passed a motion as presented in Appendix B.

### 2. Proposed Action / Recommendation

That Council appoint Tim Kirkby, P.Eng. to serve on the OACETT Council for a two-year term.

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

OACETT will be advised of Council's decision.

### 4. Peer Review & Process Followed

<b>Process Followed</b>	<ul style="list-style-type: none"><li>• A call for nominations was emailed to all eligible Councillors on April 3, 2019, requesting members to submit their names by April 15, 2019.</li><li>• The expression of interest received from Tim Kirkby, P.Eng. was presented to the Human Resources Committee (HRC) at its April 23, 2019 meeting.</li></ul>
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<b>Council Identified Review</b>	<ul style="list-style-type: none"><li>• Council is the appropriate peer group.</li></ul>
<b>Actual Motion Review</b>	<ul style="list-style-type: none"><li>• N/A</li></ul>

**5. Appendices**

- Appendix A – Expression of interest submitted by Tim Kirkby, P.Eng.
- Appendix B – HRC’s recommendation.

**Expression of Interest for the position of PEO Representative on the OACETT Council**

Tim Kirkby, P.Eng.  
Member LGA

Respectfully, please accept this email as my expression of interest for this nomination.

I meet the eligibility criteria as a licensed engineer in good standing in Ontario and as a member of PEO council.

Additionally I am a graduate Civil Engineering technology (3 year program) St.Lawrence College applicant who as well has graduated as a B.Eng. From Lake Head University.

As well the OACETT Government relations mandate statement includes as a role of the organization "advancing nationally with PWGSC... ie. Public Works and Government Services Canada..I was employed for many years with this organization in national roles as well as the national president of Pipsoc representing Engineers, architects, land surveyors and town planners.

I have employed and worked hands on with technician's, and technologists. I understand the views and interests of the professions.

I am eligible to be a member of OACETT and will advance my application for membership with the organization.

## **HRC's recommendation**

The Human Resources Committee met on April 23, 2019 and reviewed the expression of interest submitted by Tim Kirkby, P.Eng. as presented in Appendix A to this Briefing Note. The following was confirmed by Olivera Tasic, B. Ed., CHRP on April 24, 2019:

**From:** Olivera Tasic  
**Sent:** Wednesday, April 24, 2019 10:51 AM  
**To:** Viktoria Aleksandrova <valeksandrova@peo.on.ca>  
**Cc:** Margaret Braun <mbraun@peo.on.ca>  
**Subject:** RE: BN re: PEO's rep on OACETT

Hi Viktoria,  
The HRC supported Tim Kirkby nomination for appointment of a PEO representative to the OACETT Council.  
Best regards,  
Olivera

*Olivera Tasic, B. Ed., CHRP*  
*HR Specialist- Professional Engineers Ontario*  
*40 Sheppard Avenue West, Suite 101, Toronto, ON, M2N 6K9*  
*Phone: 416- 840-1114*  
*Fax: 416 224-5171*  
[www. peo.on.ca](http://www.peo.on.ca)  
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## **COUNCILLOR ITEMS**

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

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

**No motion required**

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