



Minutes

The 533rd SPECIAL MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via Videoconference on Friday, April 24th, 2020 at 10:00 a.m.

- Present:
- N. Hill, P.Eng., President and Council Chair
 - D. Brown, P.Eng., Past President
 - M. Sterling, P.Eng., President-elect
 - C. Bellini, P.Eng., Vice-President (Elected)
 - T. Olukiyesi, P.Eng., Vice-President (Appointed)
 - A. Arenja, P.Eng., Lieutenant Governor-In-Council Appointee
 - S. Ausma, P.Eng., Councillor at Large
 - G. Boone, P.Eng., Eastern Regional Councillor
 - R.A.H. Brunet, P.Eng., Lieutenant Governor-In-Council Appointee
 - T. Bruyere, P.Eng., Lieutenant Governor-In-Council Appointee
 - L. Cutler, P.Eng., Lieutenant Governor-In-Council Appointee
 - A. Dryland, C.E.T., Lieutenant Governor-In-Council Appointee
 - G. Houghton, P.Eng., Western Regional Councillor
 - Q. C. Jackson, Barrister & Solicitor, Lieutenant Governor-In-Council Appointee
 - W. Kershaw, P.Eng., Western Regional Councillor
 - L. MacCumber, P.Eng., West Central Regional Councillor
 - A. Sinclair, P.Eng., East Central Regional Councillor
 - R. Subramanian, P.Eng., Northern Regional Councillor
 - S. Sung, Lieutenant Governor-In-Council Appointee
 - K. Torabi, P.Eng., East Central Regional Councillor
 - W. Turnbull, P.Eng., Western Regional Councillor
 - R. Walker, P.Eng., Eastern Regional Councillor
- Regrets:
- S. Robert, P.Eng., Northern Regional Councillor
 - G. P. Wowchuk, P.Eng., Councillor at Large
- Staff:
- [Note: All staff were recused for the in-camera session.]
- J. Zuccon, P.Eng., CEO/Registrar
 - L. Latham, P.Eng., Deputy Registrar, Regulatory Compliance
 - C. Mehta, Director, Finance and PEO Controller
 - D. Smith, Director, Communications
 - M. Wehrle, Director, Information Technology
 - D. Abrahams, General Counsel
 - B. Ennis, P.Eng., Director, Policy and Professional Affairs
 - J. Chau, P.Eng., Manager, Government Liaison Programs
 - M. Farag, M.Eng., P.Eng., Manager, Admissions
 - C. Knox, P.Eng., Manager, Enforcement, Regulatory Compliance
 - J. Max, Manager, Policy
 - O. Tosic, HR Specialist
 - R. Martin, Manager, Secretariat
 - B. St. Jean, Senior Executive Assistant

E. Chor, Research Analyst, Secretariat

Guests: [Note: All guests were recused for the in-camera session.]

C. Chiddle, P.Eng., Eastern Regional Councillor-elect
D. Chui, P.Eng., PEO Director, Engineers Canada
K. Reid, P.Eng., PEO Director, Engineers Canada
L. Roberge, P.Eng., Northern Regional Councillor-elect
C. Sadr, P. Eng., PEO Director, Engineers Canada
D. L. Brown, Governance Solutions Inc.
D. A. Brown, Governance Solutions Inc.
L. Lukinuk, Governance Solutions Inc.

Council convened at 10:00 a.m. on Friday, April 24, 2020.

TECHNICAL OVERVIEW

IT Director Wehrle iterated the purpose of this meeting: to test and emulate the technology that would be used at the May 2020 Annual General Meeting. She gave attendees an overview of the features and guidelines of the Zoom webinar used during the meeting, including view restrictions, questions, point of order, and speakers list. She also explained the voting procedures via Lumi.

**POLL FOR ELECTRONIC MEETING
CONSENT**

Attendance was taken, and quorum was present. The Chair requested that Council vote to consent to proceed with the meeting electronically. The vote passed by majority.

**CALL TO ORDER AND MOMENT OF
SILENCE**

The Chair called the meeting to order at 10:20 a.m. and extended a moment of silence to the victims of the April 2020 Nova Scotia attacks. T. Bruyere was welcomed to the meeting as the newest Councillor.

**12252
APPROVAL OF AGENDA**

The Chair amended the agenda to have item 2.2 *Rules of Engagement for Virtual Meetings* addressed first. The Chair indicated that the role of Chair would be passed to M. Sterling for the Priority items and returned to her for the In-Camera items.

Moved by D. Brown, seconded by W. Kershaw:

That the agenda, as presented to the meeting at C-533-1.1, Appendix A as amended be approved; and

The Chair be authorized to suspend the regular order of business.

CARRIED

**12253
CONFLICTS OF INTEREST**

No conflicts of interest were identified for the open session items.

The Chair then turned her role over to M. Sterling.

**12254
RULES OF ENGAGEMENT FOR VIRTUAL
COUNCIL MEETINGS**

President N. Hill stated that the Rules of Engagement were created following the previous virtual meeting to establish standards for this meeting.

Moved by N. Hill, seconded by R. Brunet:

That Council approve the Rules of Engagement for Virtual Council Meetings, provided at C-533-2.2, Appendix A.

CARRIED

**12255
AGM VIRTUAL UPDATE**

CEO/Registrar J. Zuccon thanked staff for their actions amidst the COVID-19 response, and especially the President and President-elect for their collaboration with staff on the AGM virtual setup. He cited the challenges of PEO's operations moving from paper-based processes and in-person interactions to a virtual environment and called for solidarity and confidence in facing the adjustments to the pandemic. In his view, COVID-19 has heightened the urgency for PEO operations to identify significant business changes and develop a "new normal" upon return to the office environment, that it may be better prepared for a future requirement to work remotely.

He reported that the documentation was being prepared for this item and would be updated based on feedback from this meeting. It will be distributed to Council before the Annual General Meeting (AGM).

He reported that approximately 5000 PEO members have not provided email addresses for communication. PEO used an external provider to prepare a paper notice to these members to inform them that the AGM would be taking place on May 30th and that it would be virtual meeting. As of April 20th, the notices had been delivered to Canada Post and were on their way to the members.

**12256
FIRST COUNCIL MEETING LOGISTICS**

As with Item 2.2, J. Zuccon indicated that documentation was being prepared and would be finalized and distributed following the meeting.

The Chair reiterated that the technological requirements of the AGM were different from standard Council meetings, and that this special meeting was a test of the AGM requirements. This format accommodates a high percentage of participants, a presentation format, and a high volume of votes. Council meetings would have technologies that cater to smaller numbers and foster group interaction.

The AGM move to May 30th has resulted in the cancellation of the Council Workshop which had been scheduled at that time. Arrangements have been made to cancel arrangements for the Workshop at the hotel in Niagara Falls. Alternate approaches to holding the Council Workshop will be considered.

S. Sung asked for a financial update regarding the *force majeure* clauses that were invoked with the venues for the AGM and the Council Workshop. J. Zuccon reported that at this time, the clauses had been successfully invoked and no losses had been suffered for these events. However, the postponement may potentially interfere with other events.

A contract with a hotel in Toronto for April 24th date for the 2021 AGM, has been signed. Any change in that date could result in a financial penalty. Staff are in the process of contacting a number of hotels to determine their availability for a May 2021 AGM.

L. MacCumber suggested that voters have two windows open during the meeting, so they would not be seen as leaving the Zoom meeting to switch to Lumi to vote.

P. Cushman asked for clarification of the new 2020-2021 Council's start date. The Chair stated that the new Council's work begins on May 30th with the afternoon Council meeting following the AGM. Cushman also asked how the postponement of the 2021 AGM would affect the length of the new Council's term. The Chair answered that this was to be determined.

**12257
TECHNOLOGY DEBRIEF**

The Chair opened the floor to discussion, but there were no questions. She then returned the role of Chair to President Hill for the remainder of the meeting.

Moved by W. Kershaw, seconded by R. Brunet:

That Council now move in-camera.

CARRIED

**12258
IN-CAMERA SESSION**

All PEO staff and guests were recused from the in-camera session; only Councillors were present.

While in-camera Council:

- a. determined any conflicts of interest with the In-Camera material
- b. decided the CEO/Registrar's compensation for 2020.

Moved by W. Kershaw, seconded by R. Brunet:

That Council return to open session.

CARRIED

These minutes consist of five pages and minutes 12252 to 12258 inclusive.

N. Hill, P.Eng., Chair

R. Martin, Corporate Secretary