



Minutes

The 258th Meeting of the EXECUTIVE COMMITTEE of PROFESSIONAL ENGINEERS ONTARIO was held on Tuesday, August 4, 2020 at 5:00 p.m.

Present: M. Sterling, P.Eng., President and Chair
C. Bellini, P.Eng., President-Elect
N. Hill, P.Eng., Past President
D. Campbell, P.Eng., Vice-President (elected)
A. Sinclair, P.Eng., Vice-President (appointed)
M. Chan, P.Eng., Councillor-At-Large
L. Cutler, P.Eng., Lieutenant Governor-in-Council Appointee
A. Arenja, P.Eng., Lieutenant Governor-in-Council Appointee

Staff: J. Zuccon, P.Eng., CEO/Registrar
D. Smith, Director, Communications
D. Abrahams, General Counsel
L. Holden, Director, Human Resources
M. Wehrle, Director, Information Technology
J. Chau, P.Eng., Manager, Government Liaison Programs
J. Max, Manager, Policy
R. Martin, Manager, Secretariat
D. Power, Administrator, Secretariat
E. Chor, Research Analyst

Guests: D.A.H. Brown, Governance Solutions Inc. (GSI)
D. L. Brown, Governance Solutions Inc. (GSI)
D. Dave McComiskey, Governance Solutions Inc., (GSI)

CALL TO ORDER

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

R. Martin confirmed quorum.

15-55

APPROVAL OF AGENDA

D. Abrahams recommended that agenda item 5.3 "Ontario Not For Profit Corporations Act, 2010 – Application to PEO" be deferred to the next meeting in order to provide the opportunity for input from the governance experts.

Moved by Vice-President Campbell, seconded by President-Elect Bellini:

That:

- a) the agenda, as presented to the meeting at E-258-1.1, Appendix A, be approved as amended; and
- b) the Chair be authorized to suspend the regular order of

business.

CARRIED

No conflicts were declared.

**15-56
GOVERNANCE ROADMAP**

President Sterling advised that the Executive Committee was tasked by Council to take the governance item forward on behalf of Council. President Sterling summarized the process to date.

PEO has just signed an agreement with Governance Solutions Inc. to lead the organization through the Governance Roadmap which was approved by Council at its March 20, 2020 meeting.

Debra and David Brown, Governance Solutions Inc., introduced a third member of the GSI team, Dave McComiskey who will be working alongside them with the Executive Committee and Council. They then provided an overview of the proposed governance roadmap which will be a two year process. This roadmap will be comprised of four components, dialogue, structure, orientation and education which will be applied four times in the two year period to adopt key steps in the roadmap. PEO should expect a number of improvements as noted below:

- Clarity of Purpose: Strategic direction and Vision will be more explicit, and measures of success clearer
- Clarity of Strategy: Council meetings will focus more on higher level substantive, strategic, forward-looking matters, and less on tactical, operational details, resulting both in a more effective Council and in more satisfied, less frustrated Councillors
- Clarity of Roles: The “line” between Council and staff will be clearer, resulting in less ambiguity and tension, more positive and healthy relationships
- Clarity of Accountability: Similarly, the “lines” between Council and Committees, and Council and Chapters, will be clearer, resulting in similar improvements
- Clarity of Results: The regulation of the profession will have measurable and reportable outcomes
- Clarity of Scope: Association initiatives will also have clear paths for direction and resource allocation, therefore accountability and transparency

Feedback from the Executive Committee was solicited, focusing on the extent that the Executive Committee agreed on the goals (success) of the governance changes, what excited them about the journey, what concerns they had and what advice did they have to offer. The feedback is summarized below:

- would like to see right touch regulation in the terminology

- referring to the list of five different board models would like to see the model that PEO is working towards to be listed as number one rather than three
- visioning and purpose need to be clarified early in the process
- need to have consensus on what PEO is governing
- do not want to get bogged down with Mission Statements
- need to understand that engineering is a moving target – the face of engineering as an industry and profession is very different then it was ten years ago. PEO has been slow to adapt
- PEO needs to develop resilient governance
- a lot of what is being presented at this meeting is abstract, would like to see concrete examples of what is being looked at. It was noted that the roadmap will have very specific scorecards that will go to Council and which are directly aligned with PEO's strategies. Furthermore, concrete examples are not yet available due to being in the early stages of the process
- what special projects can be done to better align the organization
- this is an opportunity to further define what success is regarding the phase 1 governance process

What is exciting?

- systematic change that evolves in the long run
- overarching goals that everyone strives for
- transformational opportunity – addressing complaints that PEO is not doing its job
- having a very clear framework
- engaging experts to grapple with problems is the first step in shifting PEO's culture
- looking forward to having a professionally run and governed organization
- having the tools to deal with some long standing problems
- Council meetings should be quarterly, three to four hours in durations
- having an attractive board that high quality, reflective individuals want to be part of

What is concerning?

- that the changes may be too substantive
- This is a huge project to undertake in two years while doing this in parallel with enterprising changes with the organization itself and also addressing the regulatory review. These concerns may be alleviated once the work plan is developed
- Losing momentum due to the yearly change in Council members. It is also challenging because the term of President is only for one year
- securing the support of Council

There was general consensus that the direction being proposed by GSI would move the organization forward in a positive way in adopting an appropriate governance model.

GSI discussed next steps. Further information on the timed work plan should be available at the next Executive Committee meeting.

**15-57
LGA SKILLS AND ATTRIBUTES MATRIX**

It was agreed that this item be deferred to the September Executive Committee meeting.

The following comments were submitted for consideration.

- skills should be identified using a scale of 1 to 5 rather than “yes” or “no”
- further to the second bullet under Skills That Would Be Helpful, the Public Appointments Secretariat did appoint someone representing the first nations demographic, should this be an ongoing ask?
- historically the Public Appointments Secretariat has been good at appointing women to Council; however this is not included in the list, should it be?

Executive Committee members were asked to forward further thoughts and suggestions to J. Chau, Manager, Government Liaison Programs.

**15-58
MINUTES – 257th EXECUTIVE COMMITTEE
MEETING – JANUARY 21, 2020**

The Executive Committee reviewed the minutes of the 257th Executive Committee meeting held January 21, 2020.

Moved by Past President Hill, seconded by President-Elect Bellini:

That the minutes of the 257TH open session meeting of the Executive Committee, held on January 21, 2020, as presented to the meeting at E-258-3.1, Appendix A, accurately reflect the business transacted at that meeting.

CARRIED

**15-59
EXECUTIVE COMMITTEE ITEMS**

In the interest of time this item was deferred to the next meeting.

**15-60
FUTURE MEETING DATES**

There was consensus that future meeting dates would be held, whenever possible and for the foreseeable future, on the first Tuesday of every month, from 6:00 p.m. to 8:00 p.m.

Moved by Councillor Cutler, seconded by Vice President Campbell:

That the Executive Committee move in-camera.

CARRIED

15-61
IN CAMERA SESSION

While in-camera, the Executive Committee:
a) Verified the in-camera minutes of the 257th Executive Committee meeting held January 21, 2020

There being no further business, the meeting concluded.

These minutes consist of minutes 15-55 to 15-61 inclusive and five pages.

M. Sterling, P.Eng., President and Chair

R. Martin, Corporate Secretary