



Minutes

The 257th Meeting of the EXECUTIVE COMMITTEE of PROFESSIONAL ENGINEERS ONTARIO was held on Tuesday, January 21, 2020 at 5:30 p.m.

Present: N. Hill, P.Eng., President and Chair
M. Sterling, P.Eng., President-elect
D. Brown, P.Eng., Past President [via teleconference]
C. Bellini, P.Eng., Vice-President (elected)
T. Olukiyesi, P.Eng., Vice-President (appointed) [via teleconference]
S. Ausma, P.Eng., Councillor-At-Large
L. Cutler, P.Eng., Lieutenant Governor-in-Council Appointee
W. Turnbull, P.Eng., West Central Regional Councillor [via teleconference]

Staff: J. Zuccon, P.Eng., CEO/Registrar
D. Smith, Director, Communications
D. Abrahams, General Counsel
B. Ennis, P.Eng., Director, Policy and Professional Affairs
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

Regrets: L. Notash, P.Eng., Councillor-At-Large [via teleconference]
L. Latham, P.Eng., Deputy Registrar, Regulatory Compliance
C. Mehta, Director, Finance

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

CALL TO ORDER

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

15-49

APPROVAL OF AGENDA

Moved by Councillor Ausma, seconded by Vice-President Bellini:

That:

- a) the agenda, as presented to the meeting at E-257-1.1, Appendix A, be approved as amended; and
- b) the Chair be authorized to suspend the regular order of business.

CARRIED

15-50

MINUTES – 256th EXECUTIVE COMMITTEE

The Executive Committee reviewed the minutes of the 256th Executive Committee meeting held October 22, 2019.

MEETING – OCTOBER 22, 2019

Moved by Vice-President Bellini, seconded by Vice-President Olukiyesi:

That the minutes of the 256TH open session meeting of the Executive Committee, held on October 22, 2019, as presented to the meeting at E-257-2.1, Appendix A, accurately reflect the business transacted at that meeting.

CARRIED

**15-51
SKILLS MATRIX**

J. Chau, Manager, Government Liaison Programs, presented a Skills and Attributes Matrix which would allow PEO Council to identify skills that currently exist on Council and areas that are lacking so that gaps can be identified. This would assist PEO in informing the Attorney General to help guide the Public Appointments Secretariat in their selection of LGA's appointed to PEO.

GSI has recommended a matrix development process with a Governance Committee who can delegate it to staff to help produce. This would then be presented to PEO Council for approval.

J. Chau provided a sample Skills Matrix and a sample Attributes Matrix as well as definitions of key attributes and useful skills.

J. Zuccon, D. Abrahams and J. Chau will be meeting with the Public Appointments Secretariat on January 22 and will introduce the Skills and Attributes Matrix. Next steps will be determined based on how well the matrix is received.

It was noted that the skills matrix should apply to all potential Council members, not just LGA's.

Moved by Vice-President Olukiyesi, seconded by Councillor Ausma:

That the Executive Committee move in-camera.

CARRIED

**15-52
IN CAMERA SESSION**

While in-camera, the Executive Committee:

- a) Verified the in-camera minutes of the 256th Executive Committee meeting held October 22, 2019
- b) Approved a nominee to recommend to Council for the 2020 President's Award

**15-53
GSI PRESENTATION ON THE ROLE OF
EXECUTIVE COMMITTEES**

Debra and David Brown presented the baseline assessment findings from PEO's Governance Baseline Diagnostic Assessment (on-line survey). These findings, along with recommendations and a governance roadmap, will be provided to Council at its February Plenary session.

15 Councillors and 9 staff participated in the diagnostic assessment. Strengths (highest rated) and Opportunities (lowest rated) were

outlined. An overall average of all responses were provided in the assessment as was a Board Evaluation Scorecard consisting of five areas which were:

1. Strategy Setting and Accomplishment
2. Performance and Risk Oversight and Monitoring
3. Care and Oversight of People
4. Policy Creation and Oversight
5. Allocation and Distribution of Resources

The report also included results for governance principles, constructive engagement and relationships.

GSI outlined three committee structures – No Committees (Policy Governance; Functional Committees (Traditional Governance) and Core Committees (Reform Governance), the latter being what most boards follow.

The Executive Committee discussed Council structure. Some things to consider included Council size, more fulsome onboarding of potential candidates prior to running, how to achieve a good complement of skills and adaptation of PEO's committee structure.

There was consensus that the primary focus of the Executive Committee should be governance. Staff will work on a revised Terms of Reference for Council approval at its March meeting. The revised Terms of Reference will be in line with the roadmap that GSI will prepare for the February Council meeting.

There were no items brought forward for discussion.

15-54

EXECUTIVE COMMITTEE ITEMS

There being no further business, the meeting concluded.

These minutes consist of minutes 15-49 to 15-54 inclusive and three pages.

N. Hill, P.Eng., President and Chair

R. Martin, Corporate Secretary