



# Minutes

The 261<sup>st</sup> Meeting of the EXECUTIVE COMMITTEE of PROFESSIONAL ENGINEERS ONTARIO was held on Tuesday, October 20, 2020 at 6:00 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., East Central Regional Councillor and 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  
L. Latham, Director, P.Eng., Deputy Registrar, Regulatory Compliance  
D. Smith, Director, Communications  
M. Wehrle, Director, Information Technology  
D. Abrahams, Senior Legal Counsel  
R. Martin, Manager, Secretariat  
D. Power, Secretariat Administrator

Guests: Debra Brown, Governance Solutions Inc. (GSI)  
David Brown, Governance Solutions Inc. (GSI)  
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.

Quorum was confirmed.

## 15-72

### APPROVAL OF AGENDA

Moved by Vice-President Campbell, seconded by Councillor Chan:

**That the agenda, as presented to the meeting be approved as presented.**

**CARRIED**

No conflicts were declared.

## 15-73

### MINUTES – 260<sup>th</sup> EXECUTIVE COMMITTEE MEETING – OCTOBER 6, 2020

The Executive Committee reviewed the minutes of the 260<sup>th</sup> Executive Committee meeting held October 6, 2020.

Past President Hill requested that the minutes be amended where it says “it was agreed” to revised wording “direction was taken” since

no formal votes were made at the meeting.

The October 6, 2020 minutes should include the statement that the recommended policies describe the future state of PEO, not current.

When asked about whether the minutes should be less formal, David Brown, GSI, indicated that minutes should include a brief summary of what was discussed. He referred to the October 6<sup>th</sup> minutes advising that they are written with the right amount of formality for an executive committee meeting.

Moved by Councillor Arenja, seconded by Vice-President Campbell:

**That the minutes of the 260<sup>th</sup> open session meeting of the, held on October 6, 2020 as amended, accurately Executive Committee reflect the business transacted at that meeting.**

**CARRIED**

**15-74  
DEBRIEF ON EXE->STRATEGIC  
CONVERSATION->COUNCIL MEETING  
CYCLE**

The Executive Committee provided feedback regarding the October Strategic Conversation session held on October 17.

- Progress is being made, the October session was more advanced than September, the overall feedback was positive
- Need to frame how the proposed changes move Council towards being a governance board
- This is a critical time for buy-in because it affects the role of Council
- President Sterling is personally reaching out to all seven councillors who could not attend the Oct 17 Strategic Conversation, to update them on the topics discussed and collect their responses to the poll questions asked. They all could not attend due to personal reasons.
- When it comes to specific topics it would be helpful to conduct a poll at the start of the discussion to see what level of alignment there already is in order to determine and tailor the level of discussion required
- It was asked if we know and have discussed with Councillors all the foundational changes PEO needs to aspire to in order to be a governance board, and then be clear what changes would happen at PEO to make this happen
- The role of an implementation plan led by staff was raised to help councillors understand how the governance changes would take effect and when
- There are some issues related to the timing of meetings (Executive Committee and Strategic Conversations) being scheduled too close together, thereby limiting what can be accomplished. The Executive committee schedule needs to be amended to be held at least one week before a Strategic Conversation

- Need to determine next steps for implementation of the policies
- Important to manage expectations, have to be transparent - what is next regarding the work involved
- Exe/Council should come up with the strategy and idea and leave to the CEO/Registrar to come up with the an implementation plan

**15-75  
GOVERNANCE WORKPLAN**

The Communications Department will handle proactive messaging regarding the work of the Executive Committee, Council and staff on the Governance Roadmap with PEO's communications vehicles so that members and the public are informed about PEO's governance agenda, its rationale and progress.

The Timed Workplan will be on the November Council meeting agenda for approval, preferably in the consent agenda

**15-76  
GOVERNANCE POLICIES**

The ten governance policies were presented as a package because they all fit together. The overarching document is the Council Charter. David Brown advised that the big picture is aspirational according to best practices. There are some aspects that cannot be implemented right away because of the need for regulatory or bylaw changes. The cover page includes substantive questions that call for discussion under "Other Considerations".

The Chair suggested that EXE first deal with the Council Charter, President and Chair and Member submission policies first, followed by the rest.

There was concern regarding implementation. Over the years Council has received recommendations from various task forces, etc., but the recommendations are rarely implemented.

Debra Brown noted that Council has embarked on a two-year journey. It is a timed workplan, not just a linear plan but a cultural change cycle.

When the Council Charter and policies are presented to Council for approval the accompanying briefing notes should include implications of passing the Charter and each policy as well as next steps, etc.

There was discussion regarding the matter of procedural fairness. Following discussion it was concluded that this item should be incorporated into the CEO/Registrar's Roles and Responsibility policy with reference in the Council Charter. GSI will work with D. Abrahams on amended language at a high level regarding Council's obligation to ensure procedural fairness for inclusion in the Council Charter.

Direction was taken that the composition component in the Council Charter would be removed and dealt with as part of Phase 3 of the workplan

There was discussion regarding Council representation on non-Board committees. Direction was taken that the Council Charter include the provision that Councillors only serve on Board Committees and by legislation. GSI will build into the cover sheet historical and activity filter references, best practices, etc., to support this position. The CEO/Registrar was directed to provide an implementation/transition plan for the removal of Council members on non-regulatory committees.

The CEO/Registrar will communicate with Executive Committee members and appropriate staff regarding the best way to submit additional feedback/comments to the Council Charter and the ten governance policies in preparation for the next Executive Committee meeting.

**15-77**  
**EXECUTIVE COMMITTEE ITEMS**

There were no items brought forward for discussion.

**15-78**  
**NEXT MEETING**

There was direction to schedule an Executive Committee meeting the week of October 26<sup>th</sup> to continue the planning for the Nov Strategic Conversation session

There being no further business, the meeting concluded.

These minutes consist of minutes 15-72 to 15-78 inclusive and four pages.

---

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

---

R. Martin, Corporate Secretary