



Minutes

The 260th Meeting of the EXECUTIVE COMMITTEE of PROFESSIONAL ENGINEERS ONTARIO was held on Tuesday, October 6, 2020 at 6:00 p.m.

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

Regrets: C. Bellini, P.Eng., President-Elect

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
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.

15-66 APPROVAL OF AGENDA

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

That:
the agenda, as presented to the meeting be approved as presented
CARRIED

No conflicts were declared.

15-67 MINUTES – 259th EXECUTIVE COMMITTEE MEETING – SEPTEMBER 8, 2020

The Executive Committee reviewed the minutes of the 259th Executive Committee meeting held September 8, 2020.

Moved by Vice-President Sinclair, seconded by Councillor Cutler:

That the minutes of the 259TH open session meeting of the Executive Committee, held on September 8, 2020 accurately reflect the business transacted at that meeting.

CARRIED

**15-68
DEBRIEF ON EXE->STRATEGIC
CONVERSATION->COUNCIL MEETING
CYCLE**

President Sterling advised that the feedback survey from participants at the September 12, 2020 Strategic Conversations was overall positive. She shared the summary of the feedback survey with Executive Committee members, management and GSI.

There was discussion regarding ways to refine the timing of the cycle from the Executive Committee's perspective as stewards of the governance process. Executive members provided feedback.

Direction was taken that the November 3 Executive Committee meeting would be moved to at least one full week before the next Strategic Conversation. Direction was also taken to shift the timing to give Councillors at least one week to review documents that will be discussed at the Strategic Conversation sessions. The Executive Committee will review upcoming meeting dates as the next step.

There was direction to use straw poll questions at the Strategic Conversations to gauge if a document or decision is ready for presentation at a PEO Council meeting from a gaining consensus perspective.

GSI will add poll questions to the upcoming Strategic Conversation agendas as a next step, the first one whether PEO Council wants to be a governing board.

**15-69
GOVERNANCE WORKPLAN**

There was consensus that the governance documents discussed at the October Executive meetings would go to the November Strategic Conversations session (rather than the next Strategic Conversation, scheduled for October 17).

GSI would be prepared to bring the draft Council Charter and draft President's Terms of Reference as well as eight new draft policies to the November Council meeting. It was noted that having a PEO management perspective to confirm the GSI documents are accurate re current PEO legislation and in terms of legislative, procedures or organizational implications should be part of the overall process for reviewing documents drafted by GSI. This would be helpful in identifying action items that would flow from governance documents once approved by Council.

Executive Committee members provided feedback. It was noted the GSI draft documents are too detailed and re-write current policies and legislation. It was recommended to instead reference the policies or legislation versus re-state them and that the recommended policies describe the future state of PEO, not the

current state.

Direction was taken that documents prepared by GSI would be uploaded to Diligent Boards for review and comment by PEO management staff and Executive Committee members using the annotation feature and that the annotated documents would then be exported to GSI.

Executive Committee members will review the documents asking governance questions. Management will review the documents asking operational, functional, accuracy and consistency questions. GSI to identify when they are recommending a governance practice that deviates from the PEO status quo and/or a gap in PEO, along with the best practice its is drawn from.

GSI recommended that the feedback from PEO management and Executive Committee members be used to update the Council Charter and the President Terms of Reference be presented at the next EXE meeting.

Direction was taken that the Oct 17 Strategic Conversation would cover:

1. Does Council want to be a governance type board or not? (facilitated by GSI)
2. What are the key implications of the President and Chair's Terms of Reference, Council Charter, and other policies (facilitated by GSI with EXE input in advance)
3. Feedback from the September Council meeting to frame discussion around Council's effectiveness (facilitated by GSI)
4. Share how EXE is stewarding the governance document review process (facilitated by EXE)
5. Discuss the timed workplan and what Councillors need to approve it (facilitated by EXE)

GSI will frame questions around the above in order to stimulate dialogue at the Strategic Conversation. These questions will be provided to the Executive Committee in advance for input.

It was suggested that the timed workplan be discussed at the October Strategic Conversations session in smaller groups with members of the Executive Committee taking the lead.

GSI will update the documents based on feedback from the October 8th Executive meeting, followed by consultation with PEO management and then to the Executive Committee for additional input using Diligent Boards. These updates will be reviewed at the next Executive Committee meeting rather than the Strategic Conversations session.

**15-70
GOVERNANCE DISCUSSION – WAYS TO
ENHANCE EFFECTIVENESS OF COUNCIL**

The November Strategic Conversation will bring governance document recommendations that have been pre-vetted by EXE and Management, including the Council Charter and President Terms of Reference.

15-71

EXECUTIVE COMMITTEE ITEMS

There were no items brought forward for discussion.

There being no further business, the meeting concluded.

These minutes consist of minutes 15-66 to 15-71 inclusive and four pages.

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

R. Martin, Corporate Secretary