



Minutes

The 534TH MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via videoconference on Saturday, May 30, 2020, at 2:00 p.m.

- Present:
- N. Hill, P.Eng., Past President
 - M. Sterling, P.Eng., President and Council Chair
 - A. Arenja, P.Eng., Lieutenant Governor-in-Council Appointee
 - S. Ausma, P.Eng., Councillor-at-Large
 - C. Bellini, P.Eng., President-Elect
 - P. Broad, P.Eng., Western Region Councillor
 - R. Brunet, P.Eng., Lieutenant Governor-in-Council Appointee
 - D. Campbell, P.Eng., Vice President
 - M. Chan, P.Eng., Councillor-at-Large
 - C. Chiddle, P.Eng., Eastern Region Councillor
 - P. Cushman, P.Eng., East Central Region Councillor
 - L. Cutler, P.Eng., Lieutenant Governor-in-Council Appointee
 - Q. C. Jackson Kouakou, Barrister and Solicitor, Lieutenant Governor-in-Council Appointee
 - W. Kershaw, P.Eng., Western Region Councillor
 - L. MacCumber, P.Eng., West Central Region Councillor
 - L. Notash, P.Eng., Councillor-at-Large
 - I. Olukiyesi, P.Eng., Lieutenant Governor-in-Council Appointee
 - L. Roberge, P.Eng., North Region Councillor
 - A. Sinclair, P.Eng., East Central Region Councillor
 - R. Subramanian, P.Eng., Northern Region Councillor
 - S. Sung, Lieutenant Governor-in-Council Appointee
 - W. Turnbull, P.Eng., West Central Region Councillor
 - R. Walker, P.Eng., Eastern Region Councillor
- Regrets:
- T. Bruyere, P.Eng., Lieutenant Governor-in-Council Appointee
- Staff:
- D. Abrahams, General Counsel
 - E. Chor, Research Analyst, Secretariat
 - B. Ennis, P.Eng., Director, Policy and Professional Affairs
 - M. Farag, P.Eng., Manager, Admissions
 - L. Latham, P.Eng., Deputy Registrar, Regulatory Compliance
 - R. Martin, Manager, Secretariat
 - C. Mehta, Director, Finance
 - B. St. Jean, Senior Executive Assistant
 - M. Wehrle, Director, Information Technology
 - J. Zuccon, P.Eng., CEO and Registrar
- Guests:
- D.A. Brown, Governance Solutions Inc.
 - D.L. Brown, Governance Solutions Inc.
 - D. Chui, P.Eng., PEO Director, Engineers Canada

A. Kapur, Parliamentary Services
K. Reid, Engineers Canada Director
C. Sadr, P.Eng., PEO Director, Engineers Canada

Council convened at 2:00 p.m. on Saturday, May 30, 2020.

CALL TO ORDER

Notice having been given and a quorum being present, Past President Hill called the meeting to order at 2:04 p.m.

Past President Hill noted that, per Section 26 of the PEO bylaws, Council or any properly constituted committee of Council may hold meetings with the prior consent of the majority of Council members by telephone, conference, electronic, or other communication facilities, provided all persons participating in the meeting can communicate adequately with each other.

A virtual vote was held and a majority of Council consented to proceed to hold the meeting electronically.

**12259
APPROVAL OF AGENDA**

Moved by President Sterling, seconded by Councillor Sinclair:

That:

- a) The agenda, as presented to the meeting at C-534-1, Appendix A, be approved as presented; and**
- b) The Chair be authorized to suspend the regular order of business.**

CARRIED

**12260
SPECIAL RULES OF ORDER**

Section 25(1) of Bylaw No. 1 requires that all meetings of the association are to be governed by *Wainberg's Rules of Order*. These rules may be amended by passing *Special Rules of Order*, which supersede *Wainberg's* and remain in effect only until the close of business at the next annual general meeting.

Adopting *Special Rules* provides guidance on how to deal with certain situations that arise during meetings where PEO convention varies from the rules contained in its parliamentary authority, *Wainberg's*, or on which *Wainberg's* is silent.

Adopting *Special Rules* also provides consistency on how such matters may be handled at all meetings of the association.

Section 25(3) of Bylaw No. 1 requires that, at the first meeting of Council following the annual general meeting, all *Special Rules*, which were in force immediately before the close of business at the annual general meeting, are to be presented to Council for adoption and/or amendment, if it so wishes. Consequently, Council may

approve the *Special Rules* for the next Council year at this time.

General Counsel Abrahams presented proposed amendments to the *Special Rules*. The Council agreed to retain the existing rules with the following amendments:

Moved by President Sterling, seconded by Councillor Notash:

That the *Special Rules of Order*, as presented to the meeting at C-534-2, Appendix A, be amended to reduce election speeches from three minutes to two minutes.

CARRIED

Motion by Councillor Notash, seconded by Councillor MacCumber:

That the *Special Rules of Order* voting procedures, as presented to the meeting at C-534-2, Appendix A, be amended to align with the rules of engagement for virtual meetings.

CARRIED

Moved by Councillor Olukiyesi, seconded by Councillor Subramanian:

That the *Special Rules of Order*, presented to the meeting at C-534-2, Appendix A, be approved as amended effective immediately and remain in effect until the close of business at the 2021 annual general meeting.

CARRIED

[Secretariat Note: The above motion required a two-thirds majority of votes cast to carry].

It was noted that Council may amend the *Special Rules* at any time.

**12261
APPOINTMENT OF COUNCIL MEETING
CHAIR**

Past President Hill advised that President Sterling had indicated her willingness to serve as Council Meeting Chair and asked for further nominations. None being received, she declared nominations closed.

Moved by Councillor Kershaw, seconded by Councillor Sinclair:

That Council approve the acclaimed appointment of President M. Sterling, P.Eng., as Council Meeting Chair for the 2020-2021 Council year or until her successor is appointed.

CARRIED

Past President Hill turned the gavel over to President Sterling as the newly elected Council Meeting Chair. President Sterling introduced

Parliamentarian Kapur.

**12262
APPOINTMENT OF REGIONAL
COUNCILLORS COMMITTEE CHAIR**

President Sterling stated that Council was being asked to approve the chair of the regional councillors committee (RCC) for the ensuing Council year in accordance with the committees and task forces policy.

Moved by Councillor MacCumber, seconded by Councillor Roberge:

That Councillor R. Subramanian, P.Eng., be appointed as Chair of the regional councillors committee effective immediately, to hold office until the close of business at the 2021 annual general meeting.

CARRIED

**12263
APPOINTMENT OF VICE PRESIDENT**

President Sterling stated that Section 3(1)2 of Regulation 941 under the *Professional Engineers Act* requires that Council appoint a vice president from among its Councillors who are members of the Association, at a meeting to be held after the close of business and on the day of the annual general meeting of members or within thirty days thereafter. Nonmember lieutenant governor-in-council appointees were ineligible to serve as vice president under this regulation.

President Sterling announced the names of Councillors who had indicated their willingness to serve as vice president (appointed). President Sterling asked for further nominations, at which time Councillor Notash submitted her name. When the final list of nominations had been determined, the Chair declared the nominations closed. The remaining candidates then addressed the meeting.

An electronic vote was then conducted to select the vice president.

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

That Councillor A. Sinclair, P.Eng., be appointed as Vice President for the 2020-2021 Council year.

CARRIED

**12264
APPOINTMENT OF COUNCILLORS TO
EXECUTIVE COMMITTEE**

Section 28(1)(e) of Regulation 941 under the *Professional Engineers Act* requires that Council appoint one or more other members of Council, in addition to the president, president-elect, immediate past president, and the two vice presidents, to serve on the executive committee.

Section 28(1.1) of Regulation 941 requires that at least one member appointed by the Lieutenant Governor be appointed to the

executive committee. Appointments are to be made in accordance with the process approved by Council at its September 2016 meeting for Board Committee appointments and in accordance with the *Special Rules*.

Moved by Councillor Ausma, seconded by Councillor Roberge:

That Council appoint two additional Council members to the executive committee for the 2020-2021 Council year, at least one (1) of whom will be a Lieutenant-Governor appointee (LGA).

An amendment to the motion was proposed.

Moved by Councillor Notash, seconded by Councillor Subramanian:

First Amendment: That Council appoint three additional Council members to the executive committee for the 2020-2021 Council year, at least one (1) of whom will be a Lieutenant-Governor appointee (LGA).

Following further discussion, an amendment to the amended motion was proposed.

Moved by Councillor Cushman, seconded by Councillor Turnbull:

Second Amendment: That Council appoint five additional Council members to the executive committee for the 2020-2021 Council year, at least one (1) of whom will be a Lieutenant-Governor appointee [LGA].

DEFEATED

President Sterling announced a vote on the original amendment.

Moved by Councillor Notash, seconded by Councillor Subramanian:

Amendment: That Council appoint three additional Council members to the executive committee for the 2020-2021 Council year, at least one (1) of whom will be a Lieutenant-Governor appointee (LGA).

CARRIED

A vote was then conducted on the original motion, as amended.

Moved by Councillor Ausma, seconded by Councillor Roberge:

That Council appoint three additional Council members to the executive committee for the 2020-2021 Council year, at least one (1) of whom will be a Lieutenant-Governor appointee (LGA).

CARRIED

President Sterling announced the names of the Councillors who had indicated their willingness to serve on the executive committee and asked for further nominations. Councillor Sung removed his name of the list of nominees, and Councillor Sinclair was removed as Elected Vice President. Councillor Notash and Councillor Broad declared their nominations. When the final list of nominations had been determined, President Sterling declared the nominations closed. The remaining candidates then addressed the meeting.

In keeping with the procedures for appointing Councillors to Board positions, President Sterling advised that voting would be conducted electronically, in accordance with Special Rule 4, and that the LGA Councillor with the highest number of votes would be selected.

An electronic vote was then conducted to select three Councillors to serve on the executive committee.

Councillor A. Arenja, P.Eng., LGA; Councillor L. Cutler, P.Eng., LGA; and Councillor M. Chan, P.Eng., were appointed as members of the executive committee for the 2020-2021 Council year.

**12265
APPOINTMENT TO HUMAN RESOURCES
COMMITTEE**

President Sterling announced the names of Councillors who had indicated their willingness to serve on the human resources committee and asked for further nominations. Councillor Chiddle, Councillor Sung, and Councillor Arenja removed their names from the list of nominees. When the final list of nominations had been determined, President Sterling declared the nominations closed. The remaining candidates then addressed the meeting.

In keeping with the procedures for appointing Councillors to the human resources committee, President Sterling advised that voting would be conducted electronically in accordance with Special Rule 4.

An electronic vote was then conducted to select the two members of the human resources committee for the 2020-2021 Council year.

Councillor W. Turnbull, P.Eng., and Councillor L. Roberge, P.Eng., were appointed as members of the human resources committee for the 2020-2021 Council year.

**12266
APPOINTMENT TO BOARD
COMMITTEES**

Annually, Council appoints the requisite number of Councillors to board committees and representatives to the OSPE-PEO joint relations committee.

Appointments are to be made in accordance with the process approved by Council at its September 2016 meeting for Board

Committee appointments and the *Special Rules*. The human resources committee met and made its recommendations, which were provided to Council. In determining its recommendations, the human resources committee reviewed the submitted board committee preferences of Councillors, their respective backgrounds, the need to balance committee continuity with succession planning, Councillor workloads, Councillor involvement with other committees and external appointments, as well as committee terms of reference.

Moved by Past President Hill, seconded by Councillor Subramanian:

That the finance committee, composed of Councillor A. Arenja, P.Eng.; Councillor C. Chiddle, P.Eng.; Councillor L. Cutler, P.Eng.; and Councillor A. Sinclair, P.Eng.; be appointed for the 2020-2021 Council year, as recommended by the human resources committee.

That the audit committee, composed of Councillor R. Brunet, P.Eng.; Councillor M. Chan, P.Eng.; Councillor L. Roberge, P.Eng.; and Councillor S. Sung; be appointed for the 2020-2021 Council year, as recommended by the human resources committee.

That the legislation committee, composed of Councillor S. Ausma, P.Eng.; Councillor C. Chiddle, P.Eng.; Councillor W. Kershaw, P.Eng.; Councillor L. MacCumber, P.Eng.; and Councillor S. Sung; be appointed for the 2020-2021 Council year, as recommended by the human resources committee.

That the OSPE-PEO joint relations committee, composed of Vice President D. Campbell, P.Eng., and Councillor L. Roberge, P.Eng., be appointed for the 2020-2021 Council year, as recommended by the human resources committee.

CARRIED

**12267
COUNCILLOR ITEMS**

No Councillor informational items were brought forward.

There being no further business, the meeting concluded.

These minutes consist of seven pages and minutes 12208 to 12216 inclusive.

M. Sterling, P.Eng., Chair

R. Martin, Manager, Secretariat