
Minutes

The 535TH MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via teleconference on Friday, June 19, 2020, at 9:00 a.m.

- Present:**
- 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
 - T. Bruyere, 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
 - A. Dryland, CET, Lieutenant Governor-in-Council Appointee
 - N. Hill, P.Eng., Past President
 - 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:**
- Q. C. Jackson Kouakou, Barrister and Solicitor, Lieutenant Governor-in-Council Appointee
- Staff:**
- J. Zuccon, P.Eng., CEO and Registrar
 - D. Abrahams, General Counsel
 - B. Ennis, P.Eng., Director, Policy and Professional Affairs
 - L. Holden, Director, Human Resources
 - R. Martin, Manager, Secretariat
 - M. Wehrle, Director, Information Technology
- Guests:**
- D.A. Brown, Governance Solutions Inc.
 - D.L. Brown, Governance Solutions Inc.
 - H. Brown, CEO, Brown & Cohen
 - D. Carlos, Former PEO Councillor
 - D. Chui, P.Eng., PEO Director, Engineers Canada
 - B. Matthews, CEO, Consulting Engineers of Ontario

L. Lukinuk, Parliamentarian
S. Perusa, Ontario Society for Professional Engineers
K. Reid, Engineers Canada Director
C. Sadr, P.Eng., PEO Director, Engineers Canada

Council convened at 9:00 a.m. on Friday, June 19, 2020.

CALL TO ORDER

Notice having been given and a quorum being present, M. Sterling called the meeting to order at 9:00 a.m.

M. Sterling conducted an attendance roll call. The new Councillors, the re-elected Councillors, the parliamentarian, the guest representatives from Engineers Canada, and the other distinguished guests were welcomed.

M. Sterling reviewed the virtual meeting procedures and the updated Council agenda format.

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

12217 APPROVAL OF AGENDA

The agenda was presented. Item 3.4 was removed from the consent agenda as it required a two-thirds majority vote, and Items 5.6 and 5.10 were consolidated under Item 5.10.

Moved by R. Walker, seconded by R. Subramanian:

That:

- a) The agenda, as presented to the meeting at C-535-1.2, Appendix A, be approved as amended; and**
- b) The Chair be authorized to suspend the regular order of business.**

CARRIED

12218 CONFLICTS OF INTEREST

No conflicts of interest were declared. M. Sterling advised that PEO was in the process of creating conflict of interest documentation as part of the governance road map. L. Notash requested clarification regarding the voting rules for the Council Chair. M. Sterling advised that, under *Wainberg's Rules of Order*, the Chair is allowed a vote but should vote last to ensure there is no suggestion of bias. If the Chair desired to speak on a motion, the Chair would pass the gavel to another Councillor for that period.

12219 PRESIDENT'S REPORT

M. Sterling thanked the staff of PEO for their hard work during the COVID-19 period, including the management of a virtual AGM and

the virtual onboarding of new Councillors.
Moved by D. Campbell, seconded by A. Arenja:

That all PEO staff be thanked for their hard work in pivoting and being agile during the coronavirus pandemic to deliver an excellent AGM.

CARRIED

M. Sterling presented the theme for the year ahead for Council's consideration: reimagining PEO together. It was noted that the transformation of PEO had three facets: operational transformation, using the action plan resulting from the external regulatory performance review; the governance road map, using governance best practices; and the long-term vision encompassing the current environment of rapid technological change and transformation.

M. Sterling stated that these three priorities needed to be addressed in parallel to move forward in a timely manner. Visioning work had begun through a virtual volunteer leadership conference held during the week of June 8, 2020. There were over 100 participants from all areas of the organization. The discussion was facilitated by external partners Engineering Change Lab, MaRS Discovery District, and Engineers Canada, among others. There was a high rate of participation by attendees and excitement around the virtual visioning exercise.

Key takeaways included: the importance of a deeper understanding of the scope of the practice of professional engineering; the role of standards and guidelines in the long-term vision; and how the increasing awareness of partners, such as government, the public, and industry, was important in helping the public understand what to expect from licence and certificate holders.

It was noted that the longer-term vision needs to address issues such as making regulation more effective, creating a vision that responds to rapid change, increasing public engagement, recognizing the importance of collaboration, emphasizing diversity and inclusion, and ensuring that the priorities of the action plan and governance road map are maintained.

M. Sterling requested that Councillors think about how PEO deals with the "bleed" between practices across Canada and internationally, which stakeholders PEO should be engaging with, and how PEO will create a visioning process that is agile and continuous. The floor was opened for questions and comments from Councillors.

12220
CEO/REGISTRAR'S REPORT

I. Olukiyesi inquired as to when the Council would receive a report from the conference. M. Sterling indicated that the volunteer leadership conference planning committee would be issuing a report by July 3, 2020. M. Sterling stated that she would also share her Council presentation with the Councillors.

J. Zuccon provided an update on the operational review, the organizational review, governance, and the operations of PEO. The full report was included in the council agenda package. The many activities of PEO were reviewed, including HR, IT, licensing, finance, and the national professional practice exam. The new Director of HR, L. Holden, was introduced.

There was a break from 10:30 a.m. to 10:50 a.m.

J. Zuccon resumed his presentation, discussing a variety of matters including the COVID-19 response, complaints, tribunals, and hearings. J. Zuccon closed his report by stating that the first entirely digitally produced issue of the Engineering Dimensions journal was published for May/June 2020.

M. Sterling invited questions and comments on the CEO/Registrar's report.

L. Notash stated that she was pleased that PEO was allowing applicants who did not originally pass one or both of the PPE exams to have a second opportunity. L. Notash also stated that would it be helpful to know how the ARC and ERC would be able to provide feedback regarding modifications to the licensing processes. J. Zuccon advised that, once PEO had analyzed significant amounts of data, the matter would be discussed with the ARC and ERC.

P. Cushman asked J. Zuccon why the HR Director would be reporting directly to him. J. Zuccon stated that the organizational structure review recommended that configuration to allow greater coordination during that transitional period at PEO.

L. Notash asked for additional information regarding the PEAK program learning management system platform. B. Ennis advised that an RFP process for a new learning management system platform had been conducted and a new platform was adopted.

L. Notash asked why the equity and diversity committee had not been meeting recently. J. Zuccon stated that the equity and diversity committee appeared to have chosen to defer their meeting until September 2020.

N. Hill asked how the new HR Director would be integrated into PEO

and how she would help PEO and Council achieve their objectives. J. Zuccon stated that L. Holden's professional background aligned with the work of PEO; therefore, she would be able to be effective immediately. The objective of the HR Director position was to help build capacity and to support and drive the changes that PEO required.

**12221
EXECUTIVE COMMITTEE REPORT**

No report was presented.

**12222
2021 ELECTION MATTERS**

N. Hill presented a motion to make incremental improvements to the election process. Councillors discussed the following:

- Nominee addresses should remain confidential; R. Martin confirmed that the nomination forms were used internally to confirm the validity of the nominee.
- PEO should enforce the election procedures; N. Hill advised that, if election rules were not followed, candidates were advised and asked to correct the matter. The governance review may mandate the editing and fact-checking of nomination content going forward.
- The election process may be too Toronto-centric; N. Hill stated that PEO is inclusive and candidates may join debates virtually from outside Toronto.
- PEO should prequalify candidates based on their governance experience and skills; M. Sterling stated that the governance road map would address that issue.
- How long candidate materials kept in the PEO database; R. Martin noted that public materials were kept indefinitely.
- Webcast technology should be adopted for the candidate debates.
- There should be retention periods for election records; M. Sterling stated that the matter would be reviewed by the central elections search committee.
- Whether Section 14.1 of the regulation, regarding nominations, would be amended prior to the opening of the 2020 nomination period and whether it would be reviewed by the legislation committee; J. Zuccon noted that the matter would be reviewed by staff.
- Fact-checking regarding candidates should occur and PEO should curtail personal attacks between candidates.
- PEO elections should adhere to rules similar to those used by Elections Canada.
- The type of volunteer training for candidates was unclear; N. Hill advised that the training was a government-mandated program for all volunteers.

M. Sterling called the question.

Moved by N. Hill, seconded by S. Ausma:

That Council, with respect to the 2021 Council election:

- a) **Approve the recommendations contained in the 2020 central election and search committee issues report, as presented to the meeting at C-535-2.4, Appendix A;**
- b) **Approve the 2021 voting procedures, as presented to the meeting at C-535-2.4, Appendix B;**
- c) **Approve the 2021 election publicity procedures, as presented to the meeting at C-535-2.4, Appendix C;**
- d) **Approve the 2021 nomination form, as presented to the meeting at C-535-2.4, Appendix D;**
- e) **Approve the 2021 nomination acceptance forms for president-elect, vice president, councillor-at-large, and regional councillor, as presented to the meeting at C-535-2.4, Appendix E,**
- f) **Appoint the regional election and search committees (RESC) for each region,**
- g) **Appoint the junior regional councillor in each region (L. Roberge, P.Eng.; C. Chiddle, P.Eng.; P. Cushman, P.Eng.; P. Broad, P.Eng.; and L. MacCumber, P.Eng.) as Chairs of the RESC for their region.**

CARRIED

**12223
AGM SUBMISSIONS FOLLOW-UP**

There were no questions or comments on the matter.

**12224
ENGINEERS CANADA DIRECTORS
REPORT**

D. Chui addressed the Council regarding the coordination of the work of PEO and Engineers Canada. D. Chui noted the PEO representatives on the Engineers Canada board, their committee and sub-board assignments, and the four major initiatives underway as part of the strategic plan. The Engineers Canada board was at work on its 2022 to 2024 strategic plan.

C. Bellini stated that PEO had an opportunity to contribute to the harmonization of the regulation of engineering across Canada as it underwent its own change initiatives. L. MacCumber encouraged PEO to adopt the national standards previously prepared by Engineers Canada, such as the climate change and sustainability guidelines.

**12225
PROPOSED BYLAW AMENDMENT:
ELECTRONIC MEETINGS**

L. MacCumber presented a motion that would remove the need for Council to consent to hold electronic meetings at the start of each meeting.

L. Notash asked why the goal of the motion could not be

accomplished through the passage of a special rule each year. D. Abrahams stated that a bylaw amendment would apply to Council and the committees of Council. The bylaw already permits Council and its committees to meet electronically; however, the methodology was cumbersome. The bylaw update would allow greater flexibility for Council and its committees to shift from in-person to virtual meetings when necessary.

W. Kershaw requested clarification on the conditions that would allow for a virtual meeting to be held, and asked who would determine when virtual meetings were appropriate. D. Abrahams advised that the bylaw was worded to place that decision in the hands of Chairs. The motion delineated some circumstances that would allow for the calling of virtual meetings, such as a pandemic, an ad hoc or emergency meeting, or poor weather conditions.

P. Cushman suggested that the motion be amended to a special rule, as that would allow time to review the outcome of the change before the passage of a permanent bylaw. L. Lukinuk stated that Council may vote on the amendment as presented. Following the vote, the matter could be returned to Council for further consideration.

W. Turnbull expressed concern that the bylaw would restrict committees from meeting remotely, unless there were special circumstances. D. Abrahams stated that the bylaw would allow all meetings to be held virtually if desired.

Moved by L. MacCumber, seconded by D. Campbell:

To amend Bylaw No. 1 to replace the current wording of Section 26 with the new wording set out in C-535-3.4, Appendix A.

CARRIED

There was a lunch break from 12:00 p.m. to 1:00 p.m.

Wainberg's Rules of Order for Amendments to Motions: L. Notash requested clarification regarding the appropriate opportunities to introduce an amendment to a motion. L. Lukinuk stated that, as a bylaw amendment was a main motion, any amendments must remain within the scope of the motion as presented. Council may not suggest another motion. P. Cushman requested that L. Lukinuk provide the pertinent *Wainberg's Rules of Order* section number stating the above, citing a specific passage regarding friendly motions. L. Lukinuk confirmed that the rule referred to was pertinent to amendments, not the consideration of main motions.

**12226
CONSENT AGENDA**

M. Sterling introduced the discussion of the consent agenda. L. Notash requested that her name be removed from the minutes of April 24, 2020, as she was not in attendance at the Council meeting.

Moved by R. Subramanian, seconded by R. Walker:

To approve the consent agenda. The following items were approved:

- 3.1 Minutes of the 532nd and 533rd Council meetings, as amended**
- 3.2 Guideline – Providing Reports on Mineral Projects**
- 3.3 Guideline – Environmental Site Assessment, Remediation, and Management**
- 3.5 Changes to the 2020 Committees and Task Force Membership Roster**

CARRIED

**12227
MINUTES – 532ND COUNCIL MEETING,
MARCH 20, 2020, AND 533RD COUNCIL
MEETING, APRIL 24, 2020**

That the minutes of the 532nd meeting of Council, held March 20, 2020, and the 533rd meeting of Council, held April 24, 2020, as presented to the meeting at C-535-3.1, Appendices A and B, accurately reflect the business transacted at those meetings, as amended.

CARRIED

**12228
GUIDELINE – PROVIDING REPORTS ON
MINERAL PROJECTS**

That Council:

- a) Approve the publication of the guideline providing reports on mineral projects, as presented to the meeting at C-535-3.2, Appendix A**
- b) Direct the Registrar to publish the guideline and notify members and the public of its publication through usual PEO communications**
- c) Stand down the PSC subcommittee which prepared the providing reports on mineral projects guideline.**

CARRIED

**12229
GUIDELINE – ENVIRONMENTAL SITE
ASSESSMENT, REMEDIATION, AND
MANAGEMENT**

That Council:

- a) Approve the publication of the environmental site assessment, remediation, and management, as presented to the meeting at C-535-3.3, Appendix A**
- b) Direct the Registrar to publish the guideline and notify members and the public of its publication through usual PEO communications**
- c) Stand down the PSC subcommittee which prepared the environmental site assessment, remediation, and**

management guideline.

CARRIED

12230
CHANGES TO THE 2020 COMMITTEES
AND TASK FORCE MEMBERSHIP ROSTER

That Council approve the changes to the 2020 PEO committees and task forces membership roster, as presented to the meeting at C-535-3.5, Appendix A.

CARRIED

12231
PSC UPDATE ON COORDINATING
LICENSED PROFESSIONAL (CLP) JOINT
SUBCOMMITTEE

There was no discussion of this informational item.

12232
NEW BUSINESS

M. Sterling invited Councillors to bring forward any new business for discussion.

Wainberg's Rules of Order: W. Kershaw inquired about the process required to adopt a more modern rules of order. M. Sterling stated that the matter was under consideration through the governance road map process. The next step would be the discussion of the matter at the executive committee, drawing on the expertise of L. Lukinuk.

L. Notash requested that the *Wainberg's Rules of Order* summary for Councillors be updated to include all of the relevant rules required for Council meetings. M. Sterling confirmed that the summary would be updated.

Gender-Neutral Language: L. Notash requested that all Council documents use gender-neutral language. M. Sterling reinforced the comment and stated that the J. Zuccon would take the matter under advisement.

Appeal of Electronic Meeting Bylaw Amendment: P. Cushman requested to appeal the bylaw amendment. L. Lukinuk nuk stated that it was not possible, as a point of order or appeal was not raised at the time of the breach. M. Sterling confirmed that Council would adhere to the advice of L. Lukinuk.

Process Focus: A. Sinclair and A. Arenja stated that there was a significant focus on process in the meeting. Councillors were encouraged to focus on their intended outcomes and objectives when discussing procedural matters.

12233
IN-CAMERA

Moved by R. Subramanian, seconded by I. Olukiyesi:

To enter the in-camera portion of the meeting.

CARRIED

The staff and guests left the meeting.

While in camera, Council:

- a. Verified the in-camera minutes from 532nd meeting of Council, held March 20, 2020, and the 533rd meeting of Council, held April 24, 2020
- b. Appointed the central election and search committee members
- c. Received legal updates, including decisions and reasoning, from J. Zuccon
- d. Received a human resources committee update from the HRC Chair
- e. Discussed the 2021 AGM
- f. Considered any Councillor violations of the anti-workplace harassment and anti-workplace violence policies, if any
- g. Discussed Councillor items, if any
- h. Confirmed the CEO/Registrar's objectives for 2020/2021.

There being no further business, the meeting concluded.

These minutes consist of ten pages and Items 12217 to 12233 inclusive.

M. Sterling, P.Eng., Chair

R. Martin, Manager, Secretariat