



Minutes

The 263rd Meeting of the EXECUTIVE COMMITTEE of PROFESSIONAL ENGINEERS ONTARIO was held on Tuesday, November 24, 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
D. Abrahams, Senior Legal Counsel
L. Latham, Director, P.Eng., Deputy Registrar, Regulatory Compliance
D. Smith, Director, Communications
L. Holden, Director, Human Resources
R. Martin, Manager, Secretariat
D. Power, Secretariat Administrator
M. Sih, Software Quality Assurance Analyst

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.

15-84

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.

15-85

MINUTES – 262nd EXECUTIVE COMMITTEE MEETING – OCTOBER 29, 2020

The Executive Committee reviewed the minutes of the 262nd Executive Committee meeting held October 29, 2020.

Moved by Vice-President Campbell, seconded by President-elect

Bellini:

That the minutes of the 262nd open session meeting of the Executive Committee, held on October 29, 2020 as presented, accurately reflect the business transacted at that meeting.

CARRIED

**15-86
GOVERNANCE WORK PLAN**

President Sterling acknowledged D. Smith and his Communications team, Chapter staff and Vice-President Sinclair for their contributions in achieving a very successful Chapter Leaders Conference held on November 21, 2020.

GSI led discussion on the following topics:

- Debrief on November 20 Council meeting dialogue and decision on Governance Directions
- How best to solidify gains from agreed Governance Directions?
- How best to seek feedback from Councillors on Governance Directions without consensus in polls?
- Rules of order and meeting conduct: moving this forward to a Council decision
- Phase 1: when and how to move forward with Policies (10 seen, others new)? Orientation plan?
- Phase 2: when and how to move forward with Committees?
- December 5th Strategic Conversation

David Brown congratulated President Sterling and the Executive Committee for their role in successfully passing the 11 governance directions that were presented to Council on November 20th. He noted that in addition to the ten policies noted above that are part of Phase 1, there are several others such as the CEO/Registrar's Charter and Delegation of Authority yet to come. GSI proposes that once these policies and charters have been vetted by staff to ensure compliance with the Act, bylaws, PEO's culture, etc. , that a high level discussion take place with the Executive Committee at its January 5th meeting. The next step is putting together an orientation package for onboarding of newly elected Councillors and committee members. It is GSI's recommendation that this be done as soon as possible.

David Brown advised that committees are included in Phase 2. GSI is working with staff on this. All committees will be run through the activity filter to establish value added. GSI will present its recommendations to the Executive Committee.

GSI will be conducting some comparator research with other regulators on the four governance directions (Phase 3) that were not

presented to Council on November 20th.

David Brown suggested that the Rules of Order be discussed at the December 5th Strategic Conversation session and that the policy documents be discussed at the January Strategic Conversation session.

Debra Brown stated that PEO's Communications Department has a big role to play regarding broader consultation with Chapters and members with the help of experts. Vice-President Sinclair noted that the CLC was structured in such a way to optimize consultation with members who participated.

It was suggested that GSI prepare a chart outlining the key differences of the various Rules of Order options so that Council can make an informed decision.

It was noted there are three touchpoints within the organization that can be better utilized as a means of keeping members informed, the Chapter Leaders Conference, the Volunteer Leadership Conference associated with the AGM and the Committee Chairs Workshop.

Further to the discussion at the November 20th Council meeting wherein a motion was put forward and defeated regarding the removal of the word "primarily" regarding bullet two "2. PEO will primarily be a regulator", agenda item 2.2, it was suggested that this item be further discussed at a future Strategic Conversation session.

David Brown summarized consensus items that took place as follows:

- GSI and PEO staff will work together to bring the charters and policies forward to EXE on January 5, 2021 as well as committee evaluations
- Phase 3 Council composition will benefit from further research for presentation at the February EXE meeting
- Rules of Order will be discussed at the December 5 Strategic Conversation session – how to apply the rules of order differently and a comparison of the different rules of order and how they apply
- There was mixed feedback on broader consultation. GSI can work on something for the candidates to read or just incorporate governance related questions for candidates to respond to during the candidate debates.
- A good quality orientation package should be available to incoming Councillors and committee members. Since the 2021 election process is well underway, there is not sufficient time to accelerate an orientation program for

candidates currently running for election

GSI will endeavour to have the package for the December 5th Strategic Conversation session ready by November 27th or November 30th at the latest. GSI will consider what role the Executive Committee should play at the December 5th Strategic Conversation.

**15-87
EXECUTIVE COMMITTEE ITEMS**

President Sterling advised that Council would be discussing the affinity program and CPD at its December Council meeting.

**15-88
NEXT MEETING**

January 5, 2021.

There being no further business, the meeting concluded.

These minutes consist of minutes 15-84 to 15-88 inclusive and four pages.

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

R. Martin, Corporate Secretary