

# Briefing Note – Confirmation

---

C-539-1.1

## **CONFIRMATION OF NOTICE AND QUORUM**

**Purpose:** Secretariat to confirm notice and quorum of the meeting.

**Prepared by:** Dale Power, Secretariat Administrator

# Briefing Note - Decision

---

## **APPROVAL OF AGENDA**

**Purpose:** To approve the agenda for the meeting.

**Motion(s) to consider:** (requires a simple majority of votes cast to carry)

**That:**

- a) the agenda, as presented to the meeting at C-539-1.2, Appendix A be approved; and*
- b) the Chair be authorized to suspend the regular order of business.*

**Prepared by:** Dale Power – Secretariat Administrator

## **Appendices:**

- Appendix A – 539<sup>th</sup> Council meeting agenda

# Agenda

C-539-1.2  
Appendix A

## 539<sup>th</sup> Meeting of the Council Professional Engineers Ontario Videoconference

**Date:** Friday, March 26, 2021

**Time:** 9:00 a.m. to 4:00 p.m.

**Breaks:** 10:30 a.m. to 10:40 a.m., 2:30 p.m. to 2:40 p.m.

**Lunch:** 12:00 to 1:00 p.m.

Friday, March 26 – 9:00 a.m. – 4:00 p.m.				
9:30 a.m.		CALL TO ORDER – Formal Public Meeting Begins		
1. <u>CALL TO ORDER</u>		Spokesperson/ Moved by	Type	Time
1.1	CONFIRMATION OF NOTICE AND QUORUM	Secretariat	Confirmation	9:30 am
1.2	APPROVAL OF AGENDA	Chair	Decision	9:35 am
1.3	CONFLICTS OF INTEREST: Do any Councillors have a conflict to disclose	Chair	Exception	9:40 am
2. <u>LEADERSHIP REPORTS</u>		Spokesperson/ Moved by	Type	Time
2.1	PRESIDENT'S REPORT: Reimagining PEO Together, including updates on governance and strategic vision	President Sterling	Information	9:45 am
2.2	CEO/REGISTRAR'S REPORT: including updates on operations, activity filter and implementing Action Plan	CEO/Registrar Zuccon	Information	9:55 am
<u>REGULATORY AND GOVERNANCE ITEMS</u>		Spokesperson/ Moved by	Type	Time
Regulatory Items				
2.3a	ENGINEERS CANADA ANNUAL MEETING OF MEMBERS: Council is asked to direct the PEO President on their vote at the EC annual meeting of members <ul style="list-style-type: none"> <li>2022-2024 Strategic Plan approval</li> </ul>	D. Chui	Decision	10:15 am

	<ul style="list-style-type: none"><li>By-law changes</li></ul>			
2.3b	EC DIRECTORS REPORT	D. Chui	Information	10:30 am
2.4	APPROVAL OF CEDC APPLICATIONS	President-Elect Bellini	Decision	10:40 am
10:30 p.m. – 10:40 p.m.		BREAK		
Governance Items				
2.5	EXECUTIVE COMMITTEE’S REPORT: The Executive Committee will update Council on progress with items referred to it by Council and bring motions forward <ul style="list-style-type: none"><li>Council Charter</li><li>President and Chair Charter</li><li>CEO/Registrar Charter</li><li>Councillor Submissions Protocol</li><li>Delegation of Authorities Charter</li><li>Governance Directions</li></ul>	Chair – Executive Committee	Information	10:45 am
		Past President Hill	Decision	
2.6	2020 AUDITED FINANCIAL STATEMENTS: Council to approve the audited statements in advance of the annual general meeting	Councillor Sung	Decision	11:40 am
2.7	RECOMMENDATION OF AN AUDITOR FOR 2021: Council to recommend an auditor to the members at the annual general meeting	Councillor Sung	Decision	11:50 am
2.8	EXPENSE REIMBURSEMENT POLICY: This item has been deferred to the April Council meeting	Councillor Cutler	Decision	11:55 pm
12:00 P.M. – 1:00 p.m.		LUNCH		
2.9	APPOINTMENT OF PEO REPRESENTATIVE TO ENGINEERS CANADA BOARD: Council to appoint one member to serve on the Board of Engineers Canada for a 3-year term	Councillor Turnbull	Decision	1:00 pm
3.	CONSENT AGENDA	Spokesperson/ Moved by	Type	Time
3.1	MINUTES – 538 COUNCIL MEETING	Chair	Decision	1:25 pm
Regulatory Items				
	None			
Governance Items				

3.2	CHANGES TO THE 2021 COMMITTEE AND TASK FORCES MEMBERSHIP ROSTER	President-Elect Bellini	Decision	
3.3	APPOINTMENT OF PEO REPRESENTATIVE TO OACETT COUNCIL	President-Elect Bellini	Decision	
		<b>Formal Public Meeting Ends</b>		
<b>4:00 p.m.</b>		<b>ADJOURNMENT - Formal Council Meeting Ends</b>		

Please note that in order to streamline the agenda, Committee reports are not included in the agenda package. Committee Chairs are asked to submit their written reports to the Secretariat for posting on the Council SharePoint site prior to each Council meeting. These reports can be discussed at the meeting if a Councillor asks to address a specific item contained within the written report. There were no reports submitted as of March 12, 2021.

#### **Councillors Code of Conduct**

Council expects of itself and its members ethical, business-like and lawful conduct. This includes fiduciary responsibility, proper use of authority and appropriate decorum when acting as Council members or as external representatives of the association. Council expects its members to treat one another and staff members with respect, cooperation and a willingness to deal openly on all matters.

PEO is committed that its operations and business will be conducted in an ethical and legal manner. Each participant (volunteer) is expected to be familiar with, and to adhere to, this code as a condition of their involvement in PEO business. Each participant shall conduct PEO business with honesty, integrity and fairness and in accordance with the applicable laws. The Code of Conduct is intended to provide the terms and/or spirit upon which acceptable/unacceptable conduct is determined and addressed.

At its September 2006 meeting, Council determined that PEO volunteers should meet the same obligations and standards regarding conduct when engaged in PEO activities as they are when engaged in business activities as professional engineers.

[s. 2.4 of the Council Manual]

# Briefing Note – Exception

C-539-1.3

## CONFLICTS OF INTEREST

**Purpose:** Councillors are required to identify any real or perceived conflicts of interest that exist or may exist related to the open Council agenda.

**No motion required**

**Prepared by:** Dale Power, Secretariat Administrator

Councillors are to declare and refrain from participating in any Council matters where they might have a real or perceived conflict of interest

The Council Chair is responsible for ruling on whether a conflict exists if there is a dispute.

The Councillor with a conflict of interest will be required to leave the Council meeting for the duration of the agenda item, including for any respective votes.

If a Councillor wishes guidance on how to identify any conflicts of interest, the following 9-minute video can be referred to:

[https://www.youtube.com/watch?v=fjebnky\\_j6M](https://www.youtube.com/watch?v=fjebnky_j6M)

Attached is the link to the “Eliminating Bias in the Registration Process Policy” which references Conflict of Interest.

<https://www.peo.on.ca/sites/default/files/2021-03/policy-eliminating-bias.pdf>

# Briefing Note – Discussion

C-539-2.1

## **PRESIDENT’S REPORT**

**Purpose:** To inform Council of the recent activities of the President.

**Motion(s) to consider:**

none required

President Sterling will provide a report on her recent PEO activities, followed by discussion.

# Briefing Note – Discussion

---

C-539-2.2

## **CEO/REGISTRAR'S REPORT**

**Purpose:** CEO/Registrar Zuccon will present the CEO/Registrar's Report.

No motion required.

**Prepared by:** Dale Power, Secretariat Administrator

Please see attached report.





C-539-2.2

# CEO/Registrar Update

Johnny Zuccon, P.Eng., FEC, CEO/Registrar  
Prepared for PEO Council, March 26, 2021

## Action Plan

### *Progress Report*

Please refer to the progress report provided to Council at its February meeting for a fulsome review of the work related to the Action Plan to address the 15 recommendations from PEO's external regulatory performance review. The plan is available at <https://peo.on.ca/sites/default/files/2019-10/PEOActionPlan.pdf>.

## Organizational Review

I am pleased to announce that LM<sup>2</sup> Collective has been retained to assist my Organizational Transformation Team (drawn from senior leadership) with refining our organizational structure based on the WMC recommendations to better meet the needs of a modern regulator.

LM<sup>2</sup> Collective will now begin a four-phase project that is expected to conclude in mid-June. This project will build foundations for: functionality and flexibility; governance and accountability; engagement and change management; career development; and succession planning and performance management. Subsequent to this work, the Organizational Transformation Team will implement and complete the necessary changes, including recruitment, likely by year end.

## Operations

### Engineers Canada Mobility Register

Further to the verbal update provided to Council at its February 2021 meeting, PEO has now been provided official notice by Engineers Canada (see appendix A) that we must have in place by 2025 a competence-based assessment during our P.Eng. licence application process as well as a mandatory continuing professional development program for licence holders by 2025 or our registrants may no longer be eligible for inclusion on Engineers Canada's mobility register. These actions are necessary for Engineers Canada to maintain its compliance with the international agreements and avoid new challenges to its membership status.

## Annual General Meeting

PEO's 2021 Annual General Meeting will now be held on Saturday, May 15 from 10 a.m. to 1 p.m. using a virtual meeting format. As a reminder, a virtual ceremony will be broadcast on June 14 to recognize the 2020 and 2021 inductees into PEO's Order of Honour.

## Licensing

### ARC and ERC Reviews

A new, paperless workflow for academic assessments requiring review by Academic Requirements Committee (ARC) volunteers has been developed. A new workflow was required to support the new, fully electronic licensing process implemented in 2020. By mid-March 2021, 20 of 24 ARC members had been trained on its use and more than 50 files have now been reviewed by the committee. At its March 19 meeting, the ARC's capacity to review the 2000 file backlog was discussed and the committee committed to endeavouring to review this volume over the next 3-4 months. Some staff reassignments will be required to administer this volume over the targeted timeframe.

Plans have been underway since November for Experience Requirements Committee (ERC) interviews to take place using the Zoom platform. Approximately 20% of ERC members have been trained to conduct virtual interviews and as of March 24, 15 applicant interviews have been completed. There are currently 170 files awaiting ERC interviews and this does not yet include new referrals from ARC. The current challenge will be to train additional ERC members and to increase the number of interviews completed each month to keep pace with the rate of referrals to the committee. The historical workload prior to COVID-19 was roughly 65 interviews per month and throughput will need to increase to address the backlog and anticipated volume from ARC referrals.

### Technical Exams

As part of our ongoing effort to adapt our licensing processes to the pandemic, we look forward to offering technical examinations in May 2021 using individual, online proctoring. This follows the cancellation of most technical examinations in 2020 due to the in-person nature of these exams along with local public health restrictions.

PEO's counterpart in British Columbia (EGBC) offered technical examinations in December 2020 using a secure online platform with proctors monitoring each candidate via a video connection. Both PEO and our Alberta counterpart, APEGA, have decided to adopt the BC platform. All three regulators are now jointly planning an online technical exam session using EGBC's proven technologies. The session is scheduled to commence in late May 2021 and is anticipated to span three months. All PEO candidates who were registered but unable to write exams in May or December of 2020 have been invited to register for the May 2021 online session. At present, this could involve approximately 900 Ontario exams being written.

### Information Discovery and Digitization Capacity Project

With the full lockdown in Toronto lifted on March 8, activities related to the Information Discovery and Digitization Capacity (IDDC) project resumed, including staff training. The new project go-live date with PEO staff is March 25, and additional contract staff are planned to arrive in early April to augment our efforts.

## Human Resources

PEO partnered with University of Toronto's School of Continuing Studies earlier this month to deliver conflict management training to staff to assist them in their daily work. The sessions focused on: exploring individual approaches to conflict; reducing conflict avoidance and increasing collaboration; and learning a range of skills and approaches for effective conflict engagement. Future sessions will dive deeper into different areas of conflict management to further enhance staff's skills and to empower them to manage conflicts more effectively.

## Finance

### Financial Update as of Dec. 31, 2020

For the 12 months ending Dec. 31, 2020, revenues earned were \$30.7m and expenses incurred were \$22.4m, resulting in an excess of revenues over expenses of \$8.3m before the spend on Council special projects of \$388k. After accounting for the spend on Council special projects, the excess of revenue over expenses is \$7.9m. The shortfall of revenues by \$732k in comparison to budgeted revenues of \$31.4 by \$1.3m is primarily due to lower than expected application, registration and examination fees, and P.Eng. revenue. There has been a reduction in advertising income as well.

The total spend of \$22.8m versus a budgeted spend of \$28.9m (i.e. lower than budget by \$6.1m) is due to the lower than expected spend on full-time staff salaries, volunteer expenses, chapters, contract staff, purchased services, and several other activities across the board that have been either delayed or deferred until further notice due to the COVID-19 pandemic. Additional details are available in the report accompanying the 2020 audited financial statements.

An overview of some key P.Eng. membership statistics (as of February 28, 2021) are provided in Figures 1 to 3 below.

*Figure 1. Total P.Engs*

	2021*	2020	2019	2018
P.Engs	71,048	70,573	70,781	66,997
P.Engs (Fee Remission)	14,461	13,969	14,846	16,719
<b>Total P.Engs</b>	<b>85,509</b>	<b>84,542</b>	<b>85,627</b>	<b>83,716</b>

\*As of Feb. 28, 2021

*Figure 2 Total new members*

	2021*	2020	2019	2018
Transfers	165	597	925	896
New members	186	2,616	3,058	2,666
<b>Total new members</b>	<b>351</b>	<b>3,213</b>	<b>3,983</b>	<b>3,562</b>

\*As of Feb. 28, 2021

*Figure 3. Total cancellations*

	2021*	2020	2019	2018
Deceased	45	217	285	349
Cancellations Retirees	0	1,562	479	335
Cancellations P.Engs	1	2,587	776	757
Resignations	147	682	910	735
<b>Total cancellations</b>	<b>193</b>	<b>5,048</b>	<b>2,450</b>	<b>2,176</b>

\*As of Feb. 28, 2021

From the office of the Chief Executive Officer / Du cabinet du chef de la direction

March 1, 2021

Johnny Zuccon, FEC, P.Eng.  
CEO and Registrar  
Professional Engineers Ontario  
By email: [JZuccon@peo.on.ca](mailto:JZuccon@peo.on.ca)

Dear Johnny,

**Re: Eligibility of engineers licensed in Ontario to join Engineers Canada's mobility register in 2025**

As a member of two professional competence agreements under the International Engineering Alliance (IEA), Engineers Canada maintains a mobility register of Canadian engineers who have applied and demonstrated compliance with an international competence standard. Our processes and procedures are periodically reviewed by the IEA to ensure we continue to recognize only competent practitioners who meet the international standard.

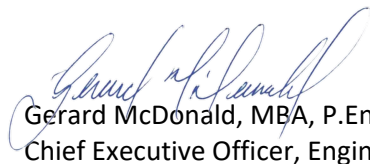
The last review in 2018 noted large variations in professional competence assessment criteria in different Canadian jurisdictions. Many member countries expressed concern that registrants on the mobility register from Ontario may not have demonstrated substantial equivalence to the international competence standard and are not eligible for inclusion on the Canadian mobility register because they did not undergo a competence-based assessment (CBA) when they applied for a provincial licence. In addition, it was noted that PEO did not currently have a mandatory requirement for continuing professional development (CPD) of its registrants, another requirement of the agreements.

Since then, we have worked with the IEA to explain how engineers from all provinces and territories meet the same rigorous qualifications for licensure. Member countries repeatedly asked about Ontario's existing plans and timelines for adopting CBA. At a special meeting in January 2021, following long deliberations, the member countries agreed to extend our inclusion in the international agreements until our next review in 2025.

.../2

The IEA emphasized its expectation that observed variances in assessment and mandatory CPD requirements will be addressed by the next review. By 2025, Professional Engineers Ontario will need to have transitioned to CBA and implemented a mandatory CPD program or registrants of this province may no longer be eligible for inclusion on Engineers Canada's mobility register. This is necessary to maintain our compliance with the international agreements and avoid new challenges to our membership status.

Please do not hesitate to contact me should you have any questions or wish to discuss the issue further.  
Sincerely,



Gerard McDonald, MBA, P.Eng., ICD.D  
Chief Executive Officer, Engineers Canada

CC: Stephanie Price, FEC, P.Eng., CAE, Executive Vice President, Regulatory Affairs  
Beryl Strawczynski, MA, MBA, Manager, Regulatory Research and International Mobility

## ENGINEERS CANADA AGM DIRECTIONS

**Purpose:** To provide direction to PEO's Member Representative on an upcoming vote on the Engineers Canada Annual General Meeting of the Members agenda.

**Motion to consider: (requires a simple majority of votes cast to carry)**

**That Council direct its Member Representative at the 2021 Engineers Canada Annual General Meeting of the Members to support the approval of the Engineers Canada 2022-2024 Strategic Plan and By-law amendments, as approved by the Engineers Canada Board**

**Prepared by:** Ralph Martin, Manager, Secretariat

**Moved by:** Past President Nancy Hill, P.Eng., FEC

### 1. Need for PEO Action

PEO's member representative on Engineers Canada (typically the PEO President) votes at the Engineers Canada annual meeting of the members. The PEO representative needs direction from PEO Council as to how to vote. Engineers Canada has indicated that Members share the draft Strategic Plan and the proposed By-law amendments with their respective Councils so that the presidents may receive instructions and be prepared to cast a vote at the 2021 Annual Meeting of Members, when the Members will be asked to approve both these items.

The following items are on the Engineers Canada Annual General Meeting agenda.

1. Members will be asked to vote on the following motion: *THAT the 2022-2024 Strategic Plan be approved.*

2. Members will be asked to vote on the following motion: *THAT the By-law be amended as follows:*

*1.1 "Per Capita Assessment" means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in Article 7*

*5.8 "The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law:*

*(b)-The amount of the Per Capita Assessment*

The following background on the 2022-2024 Strategic Plan was also provided.

## **Engineers Canada Feb 24, 2021 Board Meeting - Item 4.2 – Approval of 2022-24 Strategic Plan**

**Motion: THAT the Board recommend to the Members the 2022-2024 Strategic Plan, as amended, for approval at the 2021 Annual Meeting of Members, on recommendation of the Strategic Plan Task Force.**

### **Briefing Notes**

The process for the development of the 2022-2024 Strategic Plan started in the summer of 2019. A draft environmental scan was sent for consultation with **Regulators**, CEAB, CEQB, and EDC in September 2019.

The environmental scan was approved by the Strategic Plan Task Force (SPTF) in December 2019 and a strengths, weaknesses, opportunities and threats (SWOT) and strategic risks analysis was approved by the Finance, Audit, and Risk Committee in the same month. The final environmental scan and SWOT and strategic risks analysis was sent to the Board, **presidents**, CEAB, CEQB, **CEOs**, and **officials' groups** in February 2020.

A foresight workshop was held with Board Directors, **presidents**, **CEOs**, and representatives from CEAB and CEQB on February 25, 2020. The draft foresight report was then sent to Board Directors, **presidents**, and **CEOs** in April 2020 for feedback. The final foresight report was included in the May 2020 Board meeting agenda book and a survey was sent to the Board, **CEOs**, and **presidents**; as well as an environment scan was conducted to assess COVID-19's potential impact on Regulators, Engineers Canada, and the profession.

The Board confirmed the vision and prioritized potential strategic priorities at the August 2020 strategic planning workshop. The vision and strategic priorities were thereafter presented at an information session with the Board, **CEOs and presidents** in October. **PEO** was consulted on October 23 with its Executive Committee and its 5 Engineers Canada Directors.

The E C Board approved the 2022-2024 draft Strategic Plan on February 24, this year, by recommending it to the Members for their (final) approval at the meeting of Members in May 2021.

The groundwork for this plan was laid through the commitment to transparency and collaboration that marked the development and execution of the Engineers Canada first ever 2019-2021 strategic plan in recent years. Engineers Canada is bearing the fruit of this deep focus on renewal and is now formally introduce the vision for Engineers Canada, which is:

### **Advancing Canadian engineering through national collaboration**

It is with this vision at the forefront that the following six strategic priorities are formulated for the next three years from 2022 to 2024. These six strategic priorities are within these three (3) foci areas as indicated below:

1. Advance the engineering regulatory framework:
  - 1.1 **Investigate and validate the purpose and scope of accreditation**
  - 1.2 **Strengthen collaboration and harmonization**
  - 1.3 **Support regulation of emerging areas**
2. Champion an equitable, diverse, inclusive, and trustworthy engineering profession:
  - 2.1 **Accelerate 30 by 30**
  - 2.2 **Reinforce trust and the value of licensure**
3. Uphold our commitment to excellence
  - 3.1 **Uphold our commitment to excellence**

## **2. Proposed Action / Recommendation**

To provide direction to PEO's Member Representative on an upcoming vote on the Engineers Canada Annual General Meeting of the Members agenda.

**3. Next Steps (if motion approved)**

PEO's Member Representative will vote on at the Engineers Canada Annual General Meeting in May 2021 as per the direction approved by Council.

**4. Financial Impact on PEO Budgets (for five years) None**

**5. Peer Review & Process Followed**

<b>Process Followed</b>	N/A
<b>Council Identified Review</b>	
<b>Actual Motion Review</b>	

**6. Appendices**

Appendix A – 2022-2024 Engineers Canada Strategic Plan

Appendix B – 2021 Engineers Canada By-Law Amendments

Appendix C – Briefing Note to Approve Amendments to Engineers Canada By-law





# A vision for collaboration

Engineers Canada 2022-2024 strategic plan

# Contents

Message on behalf of the Engineers Canada Board.....	3
Our areas of focus.....	4
1. Advance the engineering regulatory framework .....	5
1.1 Investigate and validate the purpose and scope of accreditation .....	5
1.2 Strengthen collaboration and harmonization .....	6
1.3 Support regulation of emerging areas .....	6
2. Champion an equitable, diverse, inclusive, and trustworthy engineering profession.....	7
2.1 Accelerate 30 by 30.....	7
2.2 Reinforce trust and the value of licensure.....	8
3. Uphold our commitment to excellence.....	9
3.1 Uphold our commitment to excellence.....	9
About us .....	10

# Message on behalf of the Engineers Canada Board



We are proud to present to you Engineer's Canada's 2022-2024 strategic plan. To us, this is more than a document; it is a roadmap that points to areas where we will collaborate to strategically position our profession to adapt to a changing regulatory landscape, select and adopt best practices, and remain relevant across Canada.

The groundwork for this plan was laid through the commitment to transparency and collaboration that marked the development and execution of our 2019-2021 strategic plan. Engineers Canada is now bearing the fruit of this deep focus on renewal and it is why we are proud to formally introduce the vision for Engineers Canada:

## Advancing Canadian engineering through national collaboration

It is with this vision at the forefront of our minds that we present to you our six strategic priorities for the next three years.

In this time, we will take action to foster **collaboration** and **consistency** of requirements, practices, and processes across the engineering regulators, and to ensure that our profession remains **trusted** by the public and **attracts** future engineers. We will continue our work to increase the **equity, diversity, and inclusion** of our profession and support our target of achieving the goal that by 2030, 30 per cent of all newly licensed engineers are women. We will seek direction to implement a national academic requirement for licensure and investigate the impact on our **accreditation** system to ensure that it continues to meet the needs of regulators, students, and higher education institutions.

The strength of our outcomes can only be as strong as the foundation that we place under it. And that is why we recognize **organizational excellence** as a prime enabler of our success. Engineers Canada is on a journey to excellence, and our continued commitment supports the effective delivery of our products and services to regulators and stakeholders.

This strategic plan lays out our transformative work. While we pursue these goals with determination, we also remain focussed on sustaining our ongoing operational initiatives, laid out each year in our annual operating plan.

Canada's engineering profession is strong. Together, we're reinforcing this vision and embarking on a path that addresses some of the most important issues facing the profession. And we do this together, on behalf of 12 regulators, to strengthen a profession of over 300,000 members, and contribute to a better place to live for 38 million Canadians.

Sincerely,

**Jean Boudreau, FEC, P.Eng**  
President

**Danny Chui, FEC, P.Eng**  
President-elect

**David T. Lynch, FEC, P.Eng**  
Past President

## Our areas of focus

This plan is built in response to some of the major trends and risks that have been identified throughout the strategic planning process. In particular:

- Our regulatory landscape is evolving rapidly. Governments are increasingly demanding that provincial and territorial engineering regulators demonstrate how the regulatory framework and associated processes are necessary to protect the public.
- Technological innovation drives the creation of new engineering disciplines and practices, increases the potential for overlap with other professions, and challenges regulators to provide support and enforcement in these areas.
- An increasing proportion of graduates from accredited programs do not seek licensure. Younger generations have different career paths, which might not necessarily be compatible with the traditional licensure path.
- COVID-19 has disproportionately affected the career paths of under-represented groups such as women, Indigenous and racialized persons, as well as younger segments of the population, requiring even greater sustained efforts to build a more equitable, inclusive and diverse profession.

It is with these factors in mind, and after extensive consultation with the Engineers Canada Board, provincial and territorial engineering regulators, Engineering Deans Canada, our staff, the Canadian Engineering Accreditation Board, and the Canadian Engineering Qualifications Board that we identified three areas of focus for the next three years:



### **1. Advance the engineering regulatory framework**



### **2. Champion an equitable, diverse, inclusive, and trustworthy engineering profession**



### **3. Uphold our commitment to excellence**



## 1. Advance the engineering regulatory framework



Our work supports engineering regulators in fulfilling their mandates of protecting the public. Key to our success is our ability to foster collaboration and support pan-Canadian implementation of consistent requirements and practices. We will investigate a national academic requirement for licensure, re-examine the purpose of accreditation, identify areas for national collaboration, and support adaptation to emerging areas of engineering practice. **Our priorities are to:**

- 1.1 Investigate and validate the purpose and scope of accreditation**
- 1.2 Strengthen collaboration and harmonization**
- 1.3 Support regulation of emerging areas**

### 1.1 Investigate and validate the purpose and scope of accreditation

#### WHAT WE WILL DO

Major regulatory and educational changes have taken place since the creation of the Canadian engineering accreditation system in 1965. We will conduct a fundamental review of the accreditation process, investigate the best practices in engineering education, and collectively work with regulators and stakeholders to understand if there is a desire to adopt a new, national academic requirement for licensure as well as an updated purpose of accreditation. If there is, we will reconsider accreditation criteria and procedures.

#### HOW

- Benchmark the Canadian engineering accreditation system
- Investigate a minimum academic requirement for licensure
- Re-examine the purpose of accreditation in the context of the overall licensure system
- Hire external expertise and convene pan-Canadian, multi-stakeholder advisory groups to inform all recommendations

#### WHAT DOES SUCCESS LOOK LIKE?

- All stakeholders understand the purpose of accreditation
- Regulators have an academic requirement for licensure, applicable to all
- Engineers Canada, including the CEAB and CEQB, have direction to implement systems aligned with the purpose and the academic requirement for licensure



## 1.2 Strengthen collaboration and harmonization

### WHAT WE WILL DO

Fostering collaboration and consistency of requirements, practices, and processes across jurisdictions is at the heart of our mandate. We will work with regulators to understand barriers and success factors leading to harmonization and facilitate the adoption of a national agreement that will establish the principles and areas where pan-Canadian harmonization will be sought.

### HOW

- Collaborate with regulator staff to identify barriers and opportunities
- Develop a national statement of collaboration with all jurisdictions
- Identify specific areas of harmonization for collaboration

### WHAT DOES SUCCESS LOOK LIKE?

- Engineers Canada has a clear mandate and key focus areas for harmonization
- Regulators benefit from collaboration and resource sharing, supporting improved practice

## 1.3 Support regulation of emerging areas

### WHAT WE WILL DO

Technological advances move much faster than legislative change and engineers who work in emerging areas of practice may not fully understand or consider the long-term professional and ethical impacts and obligations. We will provide information to regulators on the long-term impacts of engineering practice in emerging areas and a framework for the evaluation of professional and ethical obligations. This will enable regulators to educate license holders in these emerging areas of practice and regulate more effectively.

### HOW

- Identify and investigate new and overlapping areas of engineering practice that will have a long-term impact on the public
- Continue to work with the federal government to promote the role of engineers in emerging areas

### WHAT DOES SUCCESS LOOK LIKE?

- Regulators receive information that helps them adapt their admission, enforcement, and practice-related processes and uphold the framework for ethical practice
- The federal government is made aware of the importance of the work of engineers in emerging areas





## 2. Champion an equitable, diverse, inclusive, and trustworthy engineering profession



We are the national voice of the profession and we are committed to a more equitable, diverse and inclusive profession of women, Indigenous, racialized and LGBTQ2+ persons. Our success is tied to our ability to foster public trust and demonstrate the relevance of our profession with younger generations and employers. We will amplify our 30 by 30 initiative in order to increase the percentage of newly licensed engineers who are women, reinforce trust in the profession among Canadians, and demonstrate the value of licensure among engineering graduates. **Our priorities are to:**

### 2.1 Accelerate 30 by 30

### 2.2 Reinforce trust and the value of licensure

## 2.1 Accelerate 30 by 30

### WHAT WE WILL DO

As the engineering profession is at risk of not meeting its national goal of having 30 per cent of newly licensed engineers being women by 2030, there is a need to sustain momentum, augment our efforts, and strengthen our support of regulators while not duplicating efforts. We will continue accelerating 30 by 30 through collecting and sharing information on best practices, supporting regulators in their work, and organizing a national 30 by 30 conference.

### HOW

- Hire external expertise to conduct research on the perceptions of women who graduate from engineering programs and/or are eligible for licensure and the barriers that they encounter, including in the workplace
- Share the results of research with regulators and employers
- Provide a 30 by 30 report card and needs assessment to interested regulators and continue to convene groups to facilitate sharing of best practices
- Organize an annual national 30 by 30 conference that focuses on sharing innovative ideas and practices

### WHAT DOES SUCCESS LOOK LIKE?

- Regulators have information and support that enables them to increase inclusion and the number of engineering graduates who proceed through the licensure processes
- Representation of women is increasing within every step of the pipeline: students at higher education institutions (HEIs), graduates, engineers-in-training (EITs), newly licensed engineers, and engineers
- Employers have information that enables them to make their workplaces more equitable, diverse and inclusive
- Lessons learned from the 30 by 30 work inform initiatives in support of increasing representation of under-represented groups including but not restricted to Indigenous, racialized and LGBTQ2+ persons

## 2.2 Reinforce trust and the value of licensure

### WHAT WE WILL DO

There is a lack of information on the profile and licensure motivators of engineers, engineering students, engineering graduates, and EITs. More research is needed to understand the perceptions of engineering employers on the requirement and value of licensure. Relative to other professions, the public has only moderate familiarity and trust with engineers. We will bridge this gap by creating and promoting a consistent, national message that will showcase the diversity of the profession, the breadth of engineering in both traditional and new disciplines, and the value of engineering licensure to the public, engineering graduates, EITs, and employers.

### HOW

- Conduct market research to identify and understand appropriate target audience
- Develop national value-of-licensure messaging in collaboration with regulators
- Launch a multi-year, multi-million-dollar, national marketing campaign, co-branded and delivered in partnership with regulators

### WHAT DOES SUCCESS LOOK LIKE?

- Targeted public audiences perceive engineers as trustworthy and recognize engineering as a licensed profession
- Engineering graduates and EITs recognize value in licensure
- Regulators have a valuable national framework and marketing support tools







### 3. Uphold our commitment to excellence



We are committed to continually measure ourselves against best practices and hold ourselves accountable to enhance our products and service delivery for the benefit of regulators, staff, and stakeholders. **Our priority is to:**

#### 3.1 Uphold our commitment to excellence

#### 3.1 Uphold our commitment to excellence

##### WHAT WE WILL DO

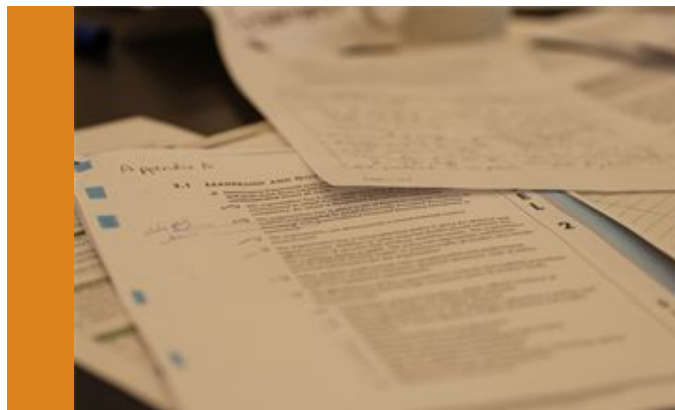
The demand for change continues and we are facing pressure to deliver on the diverse and changing needs of engineering regulators, higher education institutions, and the engineering community. To continually adapt, we need an effective and sustainable approach that ensures that we are a high performing organization. By 2024, we will achieve Platinum level certification from Excellence Canada by demonstrating measurable, sustained, and improving performance over at least a three-year period as measured against the [Excellence, Innovation and Wellness Standard](#).

##### HOW

- Achieve Platinum level certification from Excellence Canada

##### WHAT DOES SUCCESS LOOK LIKE?

- Regulators, HEIs, and the engineering community benefit from effective delivery of products and services
- Staff benefit from increased engagement and retention, working in motivated teams, and improved health
- Engineers Canada benefits from sustainment of a high level of performance



# About us



Engineers Canada serves the regulators, upholds the honour, integrity, and interests of Canadian engineering by supporting consistent high standards in regulation, encouraging the growth of the profession in Canada, and inspiring public confidence. Our work is focussed on ten core purposes, as established by Engineers Canada's members, the engineering regulators:

1. Accrediting undergraduate engineering programs.
2. Facilitating and fostering working relationships between and among the regulators.
3. Providing services and tools that enable the assessment of engineering qualifications, foster excellence in engineering practice and regulation, and facilitate mobility of practitioners within Canada.
4. Offering national programs.
5. Advocating to the federal government.
6. Actively monitoring, researching, and advising on changes and advances that impact the Canadian regulatory environment and the engineering profession.
7. Managing risks and opportunities associated with mobility of work and practitioners internationally.
8. Fostering recognition of the value and contribution of the profession to society and sparking interest in the next generation of professionals.
9. Promoting equity, diversity, and inclusion in the profession that reflects Canadian society.
10. Protecting any word(s), mark, design, slogan, or logo, or any literary, or other work, as the case may be, pertaining to the engineering profession or to its objects.

We are successful when we convene, facilitate, and support our partners to come together and make evidence-based decisions for the benefit of the public. We recognize that our profession is facing challenges and are confident that we can confront them together. The sum of our efforts will be stronger than all of our individual parts. Our vision is:

## Advancing Canadian engineering through national collaboration

Our work is guided by our staff values and Board guiding principles:

### Our staff:

- Take pride in creating a culture of teamwork and wellness
- Earn credibility through high-quality work
- Foster new ideas and embrace creative approaches
- Are transparent and accountable
- Create and sustain trusting relationships
- Rely on diverse people and perspectives to enrich our work

### Our Board commits to:

- Serve the needs of the regulators
- Ensure transparency and accountability in the decision-making process
- Encourage commitment and engagement of regulators
- Promote equity, diversity and inclusion in the Canadian engineering profession

**ENGINEERS CANADA BY-LAW**

A By-law relating generally to the business and affairs of ENGINEERS CANADA

BE IT ENACTED as a By-law of Engineers Canada as follows:

## **1 INTERPRETATION**

### **1.1 Definitions**

All terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations.

"**Act**" means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23, including Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

"**Advisor**" means a person appointed by Board policy to make recommendations and/or provide key information to the Board.

"**Board**" means the Board of Engineers Canada comprised of Directors and Advisors.

"**Board members**" means the Directors and Advisors elected or appointed in accordance with this By-law.

"**Chief Executive Officers Group**" means the group comprised of the chief staff officer of each of the Members.

"**Major Capital Project**" means a capital project with a value of more than 10% of the annual operating budget.

"**Member**" means a Member as further defined in Article 2.

"**Per Capita Assessment**" means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in Article 87.

"**Registrant**" means an individual registered with a Member at December 31, with the exception of applicants and students.

"**Secretary**" is an office held by the Chief Executive Officer of Engineers Canada or such other person appointed by the Board.

"**Special National Initiative**" means any project or program which would require a special assessment of Members or an increase in Per Capita Assessment and any major capital project.

"**Standards**" means accreditation criteria.

"**Strategic Plan**" means the plan to achieve Engineers Canada's envisioned future.

"**2/3-60% Majority**" means a resolution passed by a minimum of two-thirds of the Members voting, who represent a minimum of sixty percent of represented Registrants.

### **1.2 Interpretation**

In the interpretation of this By-law, words in the singular include the plural and *vice-versa*, words in one gender include both genders.

## ENGINEERS CANADA BY-LAW

### 1.3 Language

Equal recognition shall be given to Canada's two official languages in the operation of Engineers Canada. In the event of any inconsistency between the English language text of a By-law or other document and the French language text of such By-law or other document, the English language text shall govern.

## 2 MEMBERSHIP

### 2.1 Membership

Each of the following shall be a Member until such time as its status as a Member is withdrawn or terminated as provided herein, namely:

- (a) Association of Professional Engineers and Geoscientists of Alberta (APEGA);
- (b) Association of Professional Engineers and Geoscientists of New Brunswick (APEGNB);
- (c) Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS);
- (d) Association of Professional Engineers and Geoscientists of the Province of Manitoba (APEGM);
- (e) Association of Professional Engineers of Nova Scotia (APENS);
- (f) Association of Professional Engineers of Ontario (PEO);
- (g) Association of Professional Engineers of Yukon (APEY);
- (h) Northwest Territories Association of Professional Engineers and Geoscientists (NAPEG);
- (i) Ordre des ingénieurs du Québec (OIQ);
- (j) The Association of Professional Engineers and Geoscientists of British Columbia (APEGBC);
- (k) The Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL);
- (l) The Association of Professional Engineers of the Province of Prince Edward Island (APEPEI); and
- (m) Other provincial or territorial entities established for the purpose of regulating the practice of engineering in any province or territory of Canada as may be approved by a 2/3-60% majority resolution of the Members.

### 2.2 Resignation of Membership

A Member may resign from membership by notice in writing to the Secretary not less than twelve months prior to the next following Annual Meeting of Members.

### 2.3 Termination of Membership

- (1) Membership may be terminated if, at a special meeting of the Members called for such purpose, a resolution is passed terminating such membership, provided that the Member shall be granted the opportunity to be heard at such meeting.
- (2) Notwithstanding a resignation or termination of membership, a Member shall remain liable for payment of outstanding and due Per Capita Assessment up to and including the effective date of the resignation or termination.

**ENGINEERS CANADA BY-LAW****3 MEETINGS OF THE MEMBERS****3.1 Notice of Meeting of Members**

- (1) Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting and to each Director and the public accountant, if applicable, by telephonic, electronic, or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery.
- (2) A special resolution of the Members is required to make any amendment to this By-law to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

**3.2 General and Special Meetings**

Other meetings of the Members, whether special or general, may be convened at any time and place by order of the president or the president-elect or by the Board or on request by any Member.

**3.3 Error or Omission in Notice**

The non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

**3.4 Votes to Govern at Members' Meetings**

Each Member present at a meeting shall have the right to exercise one vote. This vote shall be exercised by the current chair/president of a Member.

- (1) A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy.
- (2) All questions arising at a meeting of the Members shall require a resolution passed by at least a 2/3-60% Majority.
- (3) The chair of any meeting of Members shall not have the right to vote thereat and, in case of an equality of votes the chair of the meeting shall have no casting vote and such motion before the Members shall be deemed to be defeated.

**3.5 Quorum**

- (1) A quorum at any meeting of the Members shall be at least two-thirds of the total number of Members, representing at least sixty percent of the total number of Registrants.
- (2) If a quorum is present at the opening of any meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**3.6 Electronic Voting**

Meetings of Members may be held entirely by means of a telephonic, electronic or other communication facility.

**3.7 Chair**

Meetings of the Members shall be chaired by the president of Engineers Canada or a person chosen by the Members.

**ENGINEERS CANADA BY-LAW****4 DIRECTORS AND ADVISORS****4.1 Nomination of Directors**

- (1) Each Member shall deliver a list of nominees, who are engineers in good standing, to the Secretary for consideration at the Annual Meeting of Members.
- (2) Only individuals nominated in accordance with this nominations policy are eligible to be a director.

**4.2 Composition and Election of Directors**

- (a) The number of directors shall not exceed twenty three (23).
- (b) Directors shall be elected on the basis of nominations received as follows:
  - One (1) from the Association of Professional Engineers and Geoscientists of Newfoundland and Labrador;
  - One (1) from the Association of Professional Engineers of Nova Scotia;
  - One (1) from the Association of Professional Engineers of the Province of Prince Edward Island;
  - One (1) from the Association of Professional Engineers and Geoscientists of New Brunswick;
  - Four (4) from l'Ordre des ingénieurs du Québec;
  - Five (5) from the Association of Professional Engineers of Ontario;
  - One (1) from the Association of Professional Engineers and Geoscientists of the Province of Manitoba;
  - One (1) from the Association of Professional Engineers and Geoscientists of Saskatchewan;
  - Four (4) from the Association of Professional Engineers and Geoscientists of Alberta;
  - Two (2) from the Association of Professional Engineers and Geoscientists of British Columbia;
  - One (1) from the Association of Professional Engineers of Yukon;
  - One (1) from the Northwest Territories Association of Professional Engineers and Geoscientists.

**4.3 Advisors**

- (1) The Board may establish policy to appoint persons as Advisors.
- (2) Advisors shall, upon invitation by the Board, be entitled to attend and participate in discussions at meetings of the Board, in whole or in part (as determined by the Board), but shall not have the right to vote thereat.
- (3) Advisors may perform such other duties as shall from time to time be requested by the Board.

**4.4 Remuneration and Expenses**

- (1) Board members shall serve without remuneration.
- (2) Board members shall not receive any financial gain by virtue of serving as a Board member.

**ENGINEERS CANADA BY-LAW**

- (3) Board members may be reimbursed for reasonable expenses incurred in the performance of duties.

**4.5 Filling Vacancies**

A vacancy occurring in the Board shall be filled by the Members from a list of nominees from the Member that nominated the director who has left the Board and the director appointed to fill the vacancy shall hold office for the remainder of the term of the director who left the Board.

**4.6 Term Limits**

- (1) Directors shall be elected to the Board for a term of three (3) years.
- (2) No director may be elected to the Board for more than two (2) terms, or a lifetime maximum of six (6) years.
- (3) The foregoing term limits shall not apply to a director who is elected or confirmed, as applicable, to hold office as president-elect, president, or past-president prior to the expiration of their second term, in which case they may continue on the Board until they have finished serving as past-president.
- (4) The Members shall have the authority to extend a director's term beyond those described above, in extenuating circumstances, in order to ensure effective governance.

**5 MEETINGS OF THE BOARD****5.1 Number of meetings**

The Board shall hold at least one meeting per fiscal year and as many additional meetings as are deemed necessary, for the purpose of transacting the business of Engineers Canada.

**5.2 Notice**

The president, the president-elect, or any five directors may at any time convene a meeting of the Board.

**5.3 Open meetings**

- (1) Except as provided for in this section, all meetings shall be open to the Members, Advisors, and invited observers.
- (2) A meeting or part of a meeting may be closed to the Members, Advisors, or invited observers by the chair of the meeting at his or her discretion if the subject matter being considered concerns:
  - (a) the security of Engineers Canada;
  - (b) personal matters about an identifiable individual;
  - (c) the proposed or pending acquisition of assets by Engineers Canada;
  - (d) litigation or potential litigation;
  - (e) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and
  - (f) any other matter which the Board determines.

**5.4 Quorum**

- (1) At any meeting of the Board, a majority of the total number of directors shall constitute a quorum. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though directors leaving reduce the number to less than a quorum.
- (2) Directors who have declared a conflict of interest on a particular question shall be counted

**ENGINEERS CANADA BY-LAW**

in determining a quorum. Notwithstanding any vacancy among the directors, a quorum of the Board may exercise all the powers of the Board.

**5.5 Voting**

- (1) Each director shall have one vote at meetings of the Board.
- (2) Any question arising at a meeting of the Board shall be decided in accordance with *Robert's Rules of Order*, unless otherwise provided in this By-law.

**5.6 Absentee Directors**

If a director is absent from a meeting of the Board, the Member that nominated that director may send an observer. Such observer may participate in discussions.

**5.7 Approvals Requiring Two-thirds Majority**

A Board resolution passed by a majority of not less than two-thirds of the votes cast on that resolution is required to make a decision in respect of the following matters:

- (a) Board Recommendations required in section 5.8;
- (b) Approval of the Budget or any amendments thereto;
- (c) Adoption, amendment, or repeal of any Board policies or procedures;
- (d) Adoption, amendment, or repeal of Standards;
- (e) Board decisions in respect of any litigious or potentially litigious matters that may endanger the organization's public image, credibility, or its ability to fulfill the purposes .

**5.8 Board Recommendations**

The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law:

- (a) Approval of the Strategic Plan;
- (b) ~~Amendments to~~The amount of the Per Capita Assessment;
- (c) Approval of Special National Initiatives; and
- (d) Amendment or repeal of the Articles of Continuance (which includes changes to Engineers Canada's name and purposes) or By-law.

**5.9 Minutes of Meetings**

The minutes of all meetings of the Board shall be sent to all Board members and to all Members.

**6 OFFICERS**

- 6.1 The officers shall be the president, the president-elect, the past-president, the Chief Executive Officer, the Secretary and such other officers as the Board may from time to time by resolution determine.
- 6.2 Any officer may be removed at any time by a two-thirds majority resolution of the Board.

**7 PER CAPITA ASSESSMENT**

- 7.1 Prior to January 31st of each year, each Member shall report the number of Registrants in its association.



**ENGINEERS CANADA BY-LAW**

- 7.2 No later than January 1st of each year, the Board shall recommend to the Members the amount of the Per Capita Assessment that will be in effect on the second following January 1st. The Members will consider the recommendation and finalize the amount of the Per Capita Assessment no later than July 1st of each year with the decision by the Members to take effect on the second following January 1st (18 months notice).
- 7.3 Each Member shall pay to Engineers Canada the Member-approved Per Capita Assessment per Registrant within two months of receipt of invoice for same or pursuant to payment schedule reflective of the Member's registrant payment schedule.
- 7.4 In the event that the Members are unable to finalize the amount of the Per Capita Assessment by July 1<sup>st</sup>, the Per Capita Assessment last determined by the Members shall remain in effect.

**8 AUDITOR**

- 8.1 The Members shall appoint a chartered professional accountant (CPA) licensed to practise public accounting in Ontario as auditor of Engineers Canada annually.
- 8.2 The auditor shall audit the accounts of Engineers Canada after the close of the fiscal year and make a report thereon, and on the financial statements of Engineers Canada, to the Members at the Annual Meeting of Members.

**9 FISCAL YEAR**

- 9.1 The financial year of Engineers Canada shall be the calendar year.

**10 RULES OF ORDER**

- 10.1 In all cases for which no specific provision is prescribed by law or made in the By-law, the rules and practice of the latest edition of *Robert's Rules of Order* shall govern as far as applicable, provided that no action shall be invalid by reason only of a failure to adhere to such rules.

**11 AMENDMENT OF BY-LAW**

- 11.1 A proposal for the amendment or repeal of the By-law may be put forward by a Member.

**BRIEFING NOTE: For decision**

By-law amendments		4.5
Purpose:	To approve the amendments to the Engineers Canada By-law	
Link to the Strategic Plan:	Board responsibility 4: Ensure the development and periodic review of Board policies	
Motion(s) to consider:	<p><i>THAT the Board recommend to the Members, for approval at the 2021 Annual Meeting of Members, the following amendments to the By-law, on recommendation of the Governance Committee:</i></p> <p><i>1.1 “Per Capita Assessment” means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in Article <u>7</u> <del>8</del>.</i></p> <p><i>5.8 “The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law:</i></p> <p><i>...</i></p> <p><i>(b) <del>Amendments to</del> The amount of the Per Capita Assessment”</i></p>	
Vote required to pass:	Two-thirds majority, as per article 5.8 d) of the By-law	
Transparency:	Open session	
Prepared by:	Evelyn Spence, Legal Counsel and Corporate Secretary	
Presented by:	Nancy Hill, Chair of the Governance Committee	

**Problem/issue definition**

- Within Board policy 6.8, *Governance Committee Terms of Reference*, the Governance Committee is tasked to “[r]eview and make recommendations on the currency and relevance of the By-laws and Articles of Continuance.”
- There have been no recent changes to the corporation’s statement of purpose, restrictions on activities, classes of members or distribution of property so as to require any recommended updates to the Articles. It is, however, a good practice for corporations to regularly consider their By-laws and determine whether they are correct and reflective of the corporation’s practices. In light of this, the committee reviewed the Engineers Canada By-law, and is proposing that two amendments be made.

**Proposed action/recommendation**

- That the Board approve the proposed By-law amendments, by recommending them to the Members for their (final) approval at the meeting of Members in May 2021.
  - Only two amendments are required; to correct reference from ‘Article 8’ to ‘Article 7’ within the definition of “Per Capita Assessment,” and to update section 5.8, to bring it in-line with the new Per Capita Assessment provisions that were added in May 2020.

**Other options considered**

- The Board could hold off recommending any changes to the By-law and wait to make improvements when more substantive changes are required.

## Risks

- Operating under By-laws with errors or inconsistencies leads to confusion, inconsistent application of the rules, and in extreme cases, can invite legal challenges.

## Financial implications

- The suggested By-law revisions do not bring with them any financial implications.

## Benefits

- Opportunity to correct errors and inconsistencies that exist in the By-law.

## Consultation

- The Governance Committee have reviewed and agreed to put forward the proposed By-law amendments.

## Next steps

- If the Board passes the motion to recommend the By-law changes to the Members, the proposed By-law revisions will be circulated to the Members immediately following the February Board meeting.
- Members will be asked to share the proposed By-law amendments with their respective Councils so that the presidents may receive instructions and be prepared to cast a vote at the 2021 Annual Meeting of Members, when the Members will be asked to approve the amendments.
- Thereafter, if approved, the revised By-law will take effect.

## Attachments

- **Appendix 1:** Summary of By-law revisions, with rationale for update
- **Appendix 2:** Draft By-law, with proposed edits tracked into the document

## APPENDIX 1

Current By-law	Recommended update	Rationale
1.1 “Per Capita Assessment” means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in <u>Article 8.</u> ”	“Per Capita Assessment” means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in <u>Article 7.</u> ”	The definition refers to the wrong Article.
5.8 “The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes case, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law: ... (b) <u>Amendments to the</u> Per Capita Assessment	“(b) <u>The amount of the</u> Per Capita Assessment	Reference to “Amendments to the Per Capita Assessment” was appropriate when s. 7 of the By-law referred to the Per Capita Assessment being fixed at \$10.21 per Registrant. Now that the By-law does not make reference to a set fee, and instead must be determined annually, it does not make sense to refer to ‘amendments’ being made. This provision needs to better align with the new s. 7.2, which suggests that the Board shall recommend to the Members the amount of the Per Capita Assessment.

## ENGINEERS CANADA BY-LAW

A By-law relating generally to the business and affairs of ENGINEERS CANADA

BE IT ENACTED as a By-law of Engineers Canada as follows:

### 1 INTERPRETATION

#### 1.1 Definitions

All terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations.

**"Act"** means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23, including Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

**"Advisor"** means a person appointed by Board policy to make recommendations and/or provide key information to the Board.

**"Board"** means the Board of Engineers Canada comprised of Directors and Advisors.

**"Board members"** means the Directors and Advisors elected or appointed in accordance with this By-law.

**"Chief Executive Officers Group"** means the group comprised of the chief staff officer of each of the Members.

**"Major Capital Project"** means a capital project with a value of more than 10% of the annual operating budget.

**"Member"** means a Member as further defined in Article 2.

**"Per Capita Assessment"** means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in Article 87.

**"Registrant"** means an individual registered with a Member at December 31, with the exception of applicants and students.

**"Secretary"** is an office held by the Chief Executive Officer of Engineers Canada or such other person appointed by the Board.

**"Special National Initiative"** means any project or program which would require a special assessment of Members or an increase in Per Capita Assessment and any major capital project.

**"Standards"** means accreditation criteria.

**"Strategic Plan"** means the plan to achieve Engineers Canada's envisioned future.

**"2/3-60% Majority"** means a resolution passed by a minimum of two-thirds of the Members voting, who represent a minimum of sixty percent of represented Registrants.

#### 1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and *vice-versa*, words in one gender include both genders.

## **ENGINEERS CANADA BY-LAW**

### **1.3 Language**

Equal recognition shall be given to Canada's two official languages in the operation of Engineers Canada. In the event of any inconsistency between the English language text of a By-law or other document and the French language text of such By-law or other document, the English language text shall govern.

## **2 MEMBERSHIP**

### **2.1 Membership**

Each of the following shall be a Member until such time as its status as a Member is withdrawn or terminated as provided herein, namely:

- (a) Association of Professional Engineers and Geoscientists of Alberta (APEGA);
- (b) Association of Professional Engineers and Geoscientists of New Brunswick (APEGNB);
- (c) Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS);
- (d) Association of Professional Engineers and Geoscientists of the Province of Manitoba (APEGM);
- (e) Association of Professional Engineers of Nova Scotia (APENS);
- (f) Association of Professional Engineers of Ontario (PEO);
- (g) Association of Professional Engineers of Yukon (APEY);
- (h) Northwest Territories Association of Professional Engineers and Geoscientists (NAPEG);
- (i) Ordre des ingénieurs du Québec (OIQ);
- (j) The Association of Professional Engineers and Geoscientists of British Columbia (APEGBC);
- (k) The Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL);
- (l) The Association of Professional Engineers of the Province of Prince Edward Island (APEPEI); and
- (m) Other provincial or territorial entities established for the purpose of regulating the practice of engineering in any province or territory of Canada as may be approved by a 2/3-60% majority resolution of the Members.

### **2.2 Resignation of Membership**

A Member may resign from membership by notice in writing to the Secretary not less than twelve months prior to the next following Annual Meeting of Members.

### **2.3 Termination of Membership**

- (1) Membership may be terminated if, at a special meeting of the Members called for such purpose, a resolution is passed terminating such membership, provided that the Member shall be granted the opportunity to be heard at such meeting.
- (2) Notwithstanding a resignation or termination of membership, a Member shall remain liable for payment of outstanding and due Per Capita Assessment up to and including the effective date of the resignation or termination.

## **ENGINEERS CANADA BY-LAW**

### **3 MEETINGS OF THE MEMBERS**

#### **3.1 Notice of Meeting of Members**

- (1) Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting and to each Director and the public accountant, if applicable, by telephonic, electronic, or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery.
- (2) A special resolution of the Members is required to make any amendment to this By-law to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

#### **3.2 General and Special Meetings**

Other meetings of the Members, whether special or general, may be convened at any time and place by order of the president or the president-elect or by the Board or on request by any Member.

#### **3.3 Error or Omission in Notice**

The non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

#### **3.4 Votes to Govern at Members' Meetings**

Each Member present at a meeting shall have the right to exercise one vote. This vote shall be exercised by the current chair/president of a Member.

- (1) A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy.
- (2) All questions arising at a meeting of the Members shall require a resolution passed by at least a 2/3-60% Majority.
- (3) The chair of any meeting of Members shall not have the right to vote thereat and, in case of an equality of votes the chair of the meeting shall have no casting vote and such motion before the Members shall be deemed to be defeated.

#### **3.5 Quorum**

- (1) A quorum at any meeting of the Members shall be at least two-thirds of the total number of Members, representing at least sixty percent of the total number of Registrants.
- (2) If a quorum is present at the opening of any meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### **3.6 Electronic Voting**

Meetings of Members may be held entirely by means of a telephonic, electronic or other communication facility.

#### **3.7 Chair**

Meetings of the Members shall be chaired by the president of Engineers Canada or a person chosen by the Members.

## **ENGINEERS CANADA BY-LAW**

### **4 DIRECTORS AND ADVISORS**

#### **4.1 Nomination of Directors**

- (1) Each Member shall deliver a list of nominees, who are engineers in good standing, to the Secretary for consideration at the Annual Meeting of Members.
- (2) Only individuals nominated in accordance with this nominations policy are eligible to be a director.

#### **4.2 Composition and Election of Directors**

- (a) The number of directors shall not exceed twenty three (23).
- (b) Directors shall be elected on the basis of nominations received as follows:
  - One (1) from the Association of Professional Engineers and Geoscientists of Newfoundland and Labrador;
  - One (1) from the Association of Professional Engineers of Nova Scotia;
  - One (1) from the Association of Professional Engineers of the Province of Prince Edward Island;
  - One (1) from the Association of Professional Engineers and Geoscientists of New Brunswick;
  - Four (4) from l'Ordre des ingénieurs du Québec;
  - Five (5) from the Association of Professional Engineers of Ontario;
  - One (1) from the Association of Professional Engineers and Geoscientists of the Province of Manitoba;
  - One (1) from the Association of Professional Engineers and Geoscientists of Saskatchewan;
  - Four (4) from the Association of Professional Engineers and Geoscientists of Alberta;
  - Two (2) from the Association of Professional Engineers and Geoscientists of British Columbia;
  - One (1) from the Association of Professional Engineers of Yukon;
  - One (1) from the Northwest Territories Association of Professional Engineers and Geoscientists.

#### **4.3 Advisors**

- (1) The Board may establish policy to appoint persons as Advisors.
- (2) Advisors shall, upon invitation by the Board, be entitled to attend and participate in discussions at meetings of the Board, in whole or in part (as determined by the Board), but shall not have the right to vote thereat.
- (3) Advisors may perform such other duties as shall from time to time be requested by the Board.

#### **4.4 Remuneration and Expenses**

- (1) Board members shall serve without remuneration.
- (2) Board members shall not receive any financial gain by virtue of serving as a Board member.



## **ENGINEERS CANADA BY-LAW**

- (3) Board members may be reimbursed for reasonable expenses incurred in the performance of duties.

### **4.5 Filling Vacancies**

A vacancy occurring in the Board shall be filled by the Members from a list of nominees from the Member that nominated the director who has left the Board and the director appointed to fill the vacancy shall hold office for the remainder of the term of the director who left the Board.

### **4.6 Term Limits**

- (1) Directors shall be elected to the Board for a term of three (3) years.
- (2) No director may be elected to the Board for more than two (2) terms, or a lifetime maximum of six (6) years.
- (3) The foregoing term limits shall not apply to a director who is elected or confirmed, as applicable, to hold office as president-elect, president, or past-president prior to the expiration of their second term, in which case they may continue on the Board until they have finished serving as past-president.
- (4) The Members shall have the authority to extend a director's term beyond those described above, in extenuating circumstances, in order to ensure effective governance.

## **5 MEETINGS OF THE BOARD**

### **5.1 Number of meetings**

The Board shall hold at least one meeting per fiscal year and as many additional meetings as are deemed necessary, for the purpose of transacting the business of Engineers Canada.

### **5.2 Notice**

The president, the president-elect, or any five directors may at any time convene a meeting of the Board.

### **5.3 Open meetings**

- (1) Except as provided for in this section, all meetings shall be open to the Members, Advisors, and invited observers.
- (2) A meeting or part of a meeting may be closed to the Members, Advisors, or invited observers by the chair of the meeting at his or her discretion if the subject matter being considered concerns:
  - (a) the security of Engineers Canada;
  - (b) personal matters about an identifiable individual;
  - (c) the proposed or pending acquisition of assets by Engineers Canada;
  - (d) litigation or potential litigation;
  - (e) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and
  - (f) any other matter which the Board determines.

### **5.4 Quorum**

- (1) At any meeting of the Board, a majority of the total number of directors shall constitute a quorum. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though directors leaving reduce the number to less than a quorum.
- (2) Directors who have declared a conflict of interest on a particular question shall be counted

## ENGINEERS CANADA BY-LAW

in determining a quorum. Notwithstanding any vacancy among the directors, a quorum of the Board may exercise all the powers of the Board.

### 5.5 Voting

- (1) Each director shall have one vote at meetings of the Board.
- (2) Any question arising at a meeting of the Board shall be decided in accordance with *Robert's Rules of Order*, unless otherwise provided in this By-law.

### 5.6 Absentee Directors

If a director is absent from a meeting of the Board, the Member that nominated that director may send an observer. Such observer may participate in discussions.

### 5.7 Approvals Requiring Two-thirds Majority

A Board resolution passed by a majority of not less than two-thirds of the votes cast on that resolution is required to make a decision in respect of the following matters:

- (a) Board Recommendations required in section 5.8;
- (b) Approval of the Budget or any amendments thereto;
- (c) Adoption, amendment, or repeal of any Board policies or procedures;
- (d) Adoption, amendment, or repeal of Standards;
- (e) Board decisions in respect of any litigious or potentially litigious matters that may endanger the organization's public image, credibility, or its ability to fulfill the purposes .

### 5.8 Board Recommendations

The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law:

- (a) Approval of the Strategic Plan;
- (b) ~~Amendments to~~The amount of the Per Capita Assessment;
- (c) Approval of Special National Initiatives; and
- (d) Amendment or repeal of the Articles of Continuance (which includes changes to Engineers Canada's name and purposes) or By-law.

### 5.9 Minutes of Meetings

The minutes of all meetings of the Board shall be sent to all Board members and to all Members.

## 6 OFFICERS

- 6.1 The officers shall be the president, the president-elect, the past-president, the Chief Executive Officer, the Secretary and such other officers as the Board may from time to time by resolution determine.
- 6.2 Any officer may be removed at any time by a two-thirds majority resolution of the Board.

## 7 PER CAPITA ASSESSMENT

- 7.1 Prior to January 31st of each year, each Member shall report the number of Registrants in its association.

## **ENGINEERS CANADA BY-LAW**

- 7.2 No later than January 1st of each year, the Board shall recommend to the Members the amount of the Per Capita Assessment that will be in effect on the second following January 1st. The Members will consider the recommendation and finalize the amount of the Per Capita Assessment no later than July 1st of each year with the decision by the Members to take effect on the second following January 1st (18 months notice).
- 7.3 Each Member shall pay to Engineers Canada the Member-approved Per Capita Assessment per Registrant within two months of receipt of invoice for same or pursuant to payment schedule reflective of the Member's registrant payment schedule.
- 7.4 In the event that the Members are unable to finalize the amount of the Per Capita Assessment by July 1<sup>st</sup>, the Per Capita Assessment last determined by the Members shall remain in effect.

### **8 AUDITOR**

- 8.1 The Members shall appoint a chartered professional accountant (CPA) licensed to practise public accounting in Ontario as auditor of Engineers Canada annually.
- 8.2 The auditor shall audit the accounts of Engineers Canada after the close of the fiscal year and make a report thereon, and on the financial statements of Engineers Canada, to the Members at the Annual Meeting of Members.

### **9 FISCAL YEAR**

- 9.1 The financial year of Engineers Canada shall be the calendar year.

### **10 RULES OF ORDER**

- 10.1 In all cases for which no specific provision is prescribed by law or made in the By-law, the rules and practice of the latest edition of *Robert's Rules of Order* shall govern as far as applicable, provided that no action shall be invalid by reason only of a failure to adhere to such rules.

### **11 AMENDMENT OF BY-LAW**

- 11.1 A proposal for the amendment or repeal of the By-law may be put forward by a Member.

# Briefing Note – Decision

C-539-2.3b

## **ENGINEERS CANADA DIRECTORS REPORT**

**Purpose:** To provide an update on the activities of Engineers Canada.

An update on the Engineers Canada activities that would be of interest to the mandate of PEO will be provided at the meeting.

### **Appendices**

Appendix A – Engineers Canada directors update – February 2021 – English and French versions



### Engineers Canada directors update March 2021

#### National Engineering Month

March is National Engineering Month (NEM) in Canada and this year's campaign is fully virtual. Children and youth will be able to explore the world of engineering through a digital scavenger hunt, engineering design challenges that can be done at home or in class, the Future City Experience, and an engineering quiz for high school students. All of these activities are available at [ExploreEngineering.ca](https://www.exploreengineering.ca). Members of the engineering community are also encouraged to take in any of the dozens of [virtual events](#), and show their pride in their profession by joining the NEM celebrations on social media at the hashtags #NEM2021, #NEGM2021, and #MNG2021.

#### Engineers Canada Board

Carole Lamothe, one of our Board Directors from OIQ, resigned her position on the Engineers Canada Board. We extend our thanks to Carole for her many contributions over the past three years and we wish her all the best.

The Engineers Canada Board conducted a survey on governance effectiveness. The survey focused on the implementation of the Governance 2.0 improvements, and the related process and practice changes made through the Governance, Strategic Planning, and Consultation (GSPC) Project. Results of the survey will be shared in a report from the Governance Committee at the May Board meeting.

#### Accreditation Board

The CEAB held its winter meeting. Agenda items included: a decision that all 2021/2022 accreditation visits will be conducted virtually; approval for the CEAB's Required Visit Materials Working Group to consult with stakeholders on their report's recommendations; updates from Engineering Deans Canada (EDC), the

Canadian Federation of Engineering Students (CFES), and the Qualifications Board; and, two accreditation decisions stemming from notifications of significant change.

The CEAB hosted a meet-and-greet between visiting team chairs and program officials for the 2021/2022 visit cycle. The meeting included a presentation by the CEAB chair highlighting recent changes to accreditation criteria, documentation, policies, and/or procedures, and described how the visiting teams will approach the virtual visit format. Participants then met in small groups to plan their upcoming visits.

As of the end of February, three fully virtual visits have taken place. The Task Force debriefed after each visit to inform future recommendations to the CEAB.

The CEAB's Policies and Procedures Committee convened their first meeting of January 2021. The group discussed the linkages between their 2021 work plan and the ongoing CEAB working group and task force activities, recent feedback on accreditation resources (including the course information sheet and the dossier assessment form). They also discussed new business related to the CEAB's accreditation appeals policy, the role of licensure in undergraduate engineering education, and the current composition of visiting teams.

The CEAB's Engineering Design Task Force completed their analysis of stakeholder feedback on their report. The group's next step will be to finalize their recommendations for a new definition of engineering design as it relates to the accreditation criteria along with a new interpretive statement. Their report will be presented to the Policies and Procedures Committee this

spring and then to the CEAB in June.

Engineers Canada also met with the Washington Accord Executive to discuss details related to Engineers Canada's upcoming monitoring visit, including Engineering Deans Canada's recent request to have an active role in the review.

### **Qualifications Board**

The CEQB held its January meeting. The group heard reports from the chairs of the Syllabus Committee and the Task Force on Workplace Gender Equity, and passed two key motions to create the Task Force on Methods of Academic Assessment for Non-CEAB Candidates and to approve the revised syllabus on computer engineering.

In addition to regular agenda items, the CEQB also conducted a workshop on how to effectively collaborate and conduct business during the pandemic. Discussion focused on the impacts of the pandemic on the CEQB's coherence and culture, and members also discussed strategies for improving the CEQB's work going forward.

The CEQB Task Force on Workplace Gender Equity provided feedback on a draft general direction for the forthcoming guideline on workplace gender equity. The task force's aim is to have the draft general direction ready for approval at the CEQB's April meeting. Following this approval, the draft general direction will be circulated for regulator consultation.

### **Government Relations**

The House of Commons Standing Committee on Finance tabled its pre-budget consultation report, including recommendations from our [pre-budget submission](#). A [summary of these recommendations](#) is also available on our website.

Engineers Canada attended the Government Relations Institute of Canada (GRIC) "House & Senate Look Ahead" virtual meeting which covered what to expect from the federal political agenda during the 2021 parliamentary session. Topics included the possibility of a 2021 federal election, the potential impacts of the U.S. election, COVID-19 and the need for better PPE for the general

public now and after vaccine roll-out, and the launch of federal government pre-budget consultation.

In addition, Engineers Canada met with Omar Alghabra, Minister of Transport, to discuss ways in which Engineers Canada can help support his mandate. The licensing of federal government engineers was also discussed. The invitation followed our letter congratulating Mr. Alghabra on his new role as Minister.

Following the January Cabinet shuffle, Prime Minister Justin Trudeau released supplemental mandate letters for Ministers as additions to their existing 2019 mandates letters. Engineers Canada reviewed the additional responsibilities for each Minister and sent letters to those Ministers who have priorities impacting our files.

Conservative Party Leader Erin O'Toole made changes to his party's critic positions. In response, we sent congratulatory letters to the newly appointed official opposition critics for Finance (Ed Fast) and COVID-19 Economic Recovery (James Cumming). Each letter described the connection between the critic's new portfolio and our work, including our key policy priorities and an offer to meet.

We [submitted comments](#) to Environment and Climate Change Canada regarding the Decision Statements under the Canadian Environmental Assessment Act approving three offshore exploration drilling projects off the coast of Newfoundland and Labrador. A draft version of this submission was shared with regulators on January 20, 2021 with a deadline for comments of January 29, 2021. The Association of Professional Engineers and Geoscientists of Alberta, Engineers Nova Scotia, and Professional Engineers and Geoscientists Newfoundland & Labrador responded with comments that were incorporate into the final submission.

### **Mobility**

At a special meeting of the International Engineering Alliance, our report to respond to the concerns of the review team looking at our international mobility register was accepted as demonstrating substantial equivalence with the international competency

standard. As a result, we remain members of the APEC Engineers Agreement and International Professional Engineers Agreement (IPEA) for another six years from the date of our original review.

### **Affinity Programs**

Congratulations to our affinity partner, Manulife, for being honoured with a Gold award by Marcom for its [Steps we Take](#) video campaign. You will see that the video includes mention of Engineers Canada. In the video, Manulife communicates its commitment to equity, diversity, and inclusion in the workplace. The video launch was part of the Ontario Society for Professional Engineers (OSPE) Equity, Diversity, and Inclusion (EDI) Virtual Forum in Q4 of 2020. Manulife plans to utilize this video through social media channels to create an awareness of the Engineers Canada-sponsored plans.

The National Employee Group Benefits Program (NEGBP) has been enhanced by Manulife to include Health Care Online. In partnership with virtual care provider Akira, the service provides 24/7 access to primary care providers through mobile and web applications. Services include prescriptions, general medical advice, laboratory requisitions, and specialist referrals.

Just prior to the December holidays, an agreement was signed between Engineers Canada and Professional Geoscientists Ontario (PGO) for PGO to participate in the TD Insurance (TDI) Home and Auto Insurance Program.

With the support of TD Insurance, Engineers Canada launched the #EngineeringLife series in our newsletter, Engineering Matters. This occasional series is part of an integrated strategy to promote our partnership and the TD Insurance home and auto programs.

### **Equity, Diversity, and Inclusion**

In honour of Black History Month, we worked with the Canadian Coalition of Women in Engineering, Science, Trades and Technology (CCWESTT) to organize a panel discussion entitled “Our Stories-Black Women in STEM.”

This panel was intended to leave participants with a better understanding of the past and present challenges that Black women face in science, engineering, trades, and technology, and the role we all play in continuing to dismantle the anti-Black racism and implicit biases that exist in our fields.

Engineers Canada presented on 30 by 30 at the Association of Consulting Engineering Companies-Canada (ACEC-Canada) January Board meeting. ACEC-Canada has had an appointed 30 by 30 Champion since 2019. The presentation focused on the results of our research on women in engineering, the 30 by 30 resources developed by Engineers Canada that are available to employers, the challenges being faced by the consulting sector, and expanding the opportunities for our organizations to collaborate on 30 by 30.

The 30 by 30 Early Career Working Group met. The meeting featured a presentation by Mohamed El Daly and Sonja Schwake of APEGA on their women in engineering research, as well as a discussion on addressing the career penalties paid by women before, during, and after parental leave.

The accreditation staff participated in a workshop offered by the Association of Accrediting Agencies of Canada on how to incorporate equity, diversity, and inclusion into accreditation processes and criteria. This session follows on two previous workshops on the same topic.

Through an Indigenous awareness online training summit, the [4 Seasons of Reconciliation Education](#) training has been made available to Engineering Deans Canada. They will have access until the end of April.

### **Outreach**

At the end of February, Engineers Canada participated in the Canadian Federation of Engineering Students (CFES) annual Canadian Engineering Competition (CEC). We participated as judges and on the event’s panels including on equity, diversity and inclusion and on advocacy. We also presented the CFES CEC Innovative

Design Award. The CFES is one of Engineers Canada's strategic partners.

**National Practice Officials Group**

The National Practice Officials Group reviewed the general direction documents for three new regulatory research papers. The topics of the papers are on non-practising status, entity regulation, and autonomous systems engineering. Input received at the meeting was considered by the advisory groups guiding the development of each paper before they are released for general consultation.





## Compte rendu à l'intention des administrateurs et administratrices d'Ingénieurs Canada Mars 2021

### Mois national du génie

Mars est le Mois national du génie (MNG) au Canada et la campagne de cette année est entièrement virtuelle. Les enfants et les jeunes auront la possibilité d'explorer le monde du génie grâce à des activités et des événements offerts en ligne, notamment une chasse aux trésors numérique, des défis de conception en ingénierie qui peuvent être réalisés à la maison ou en classe, l'Expérience Future City et un jeu-questionnaire sur le génie à l'intention des élèves du secondaire. Toutes ces activités sont offertes sur le site [Explorelegenie.ca](https://explorelegenie.ca). Les membres de la communauté des ingénieurs sont également invités à participer à l'un des nombreux [événements virtuels](#) et à afficher leur fierté envers leur profession en se joignant aux célébrations du MNG sur les médias sociaux en utilisant les mots clés #NEM2021, #NEGM2021 et #MNG2021.

### Conseil d'Ingénieurs Canada

Carole Lamothe, l'une des administratrices d'Ingénieurs Canada représentant l'OIQ, nous a informés qu'elle démissionnait de son poste. Nous tenons à remercier Carole pour ses nombreuses contributions au cours des trois dernières années et nous lui souhaitons le meilleur dans ses projets.

Le conseil d'Ingénieurs Canada a mené un sondage sur l'efficacité de la gouvernance. Ce sondage était axé sur la mise en œuvre des améliorations de la Gouvernance 2.0, ainsi que sur les modifications des processus et des pratiques connexes apportées dans le cadre du projet Gouvernance, Planification stratégique et Consultation (GPSC). Les résultats du sondage seront communiqués dans un rapport que le Comité sur la gouvernance présentera à la réunion du conseil de mai.

### Bureau d'agrément

Le Bureau d'agrément a tenu sa réunion d'hiver. Au nombre des points à l'ordre du jour, mentionnons : la décision d'effectuer toutes les visites d'agrément 2021-2022 virtuellement, l'autorisation au Groupe de travail sur la documentation requise pour les visites de consulter les parties prenantes sur les recommandations de son rapport; les comptes rendus de Doyennes et doyens d'ingénierie Canada (DDIC), de la Fédération canadienne étudiante de génie (FCEG) et du Bureau des conditions d'admission, et deux décisions d'agrément découlant d'avis de changements importants.

Le BCAPG a tenu une rencontre de prise de contact entre les présidents d'équipes de visiteurs et les responsables des programmes qui feront l'objet de visites au cours du cycle 2021-2022. La rencontre comprenait une présentation du président du Bureau d'agrément faisant ressortir les récents changements apportés aux normes d'agrément, à la documentation, aux politiques et aux procédures, et décrivant comment les équipes de visiteurs aborderont les visites en format virtuel. Les participants se sont ensuite réunis en petits groupes pour planifier leurs prochaines visites.

Fin février, trois visites entièrement virtuelles ont eu lieu. Le groupe de travail en a fait un compte rendu après chacune d'elles afin d'éclairer les futures recommandations au BCAPG.

Le Comité des politiques et des procédures du BCAPG a tenu en janvier sa première réunion de l'année. Le groupe a discuté des liens entre son plan de travail pour 2021 et les activités continues des groupes de travail du

BCAPG, des commentaires récents sur les ressources d'agrément (dont la fiche d'information sur les cours et le formulaire d'évaluation des dossiers), ainsi que des nouvelles activités en lien avec la politique d'appel des décisions d'agrément, du rôle du permis d'exercice dans la formation de premier cycle en génie et de la composition actuelle des équipes de visiteurs.

Le Groupe de travail sur la conception en ingénierie du BCAPG a terminé son analyse des commentaires des parties prenantes sur son rapport. Le groupe mettra la dernière main à ses recommandations concernant une nouvelle définition dans le contexte des normes d'agrément et un nouvel énoncé d'interprétation. Son rapport sera présenté au Comité des politiques et des procédures ce printemps, puis au BCAPG en juin.

Ingénieurs Canada a également rencontré des représentants du comité exécutif de l'Accord de Washington pour discuter des détails de la visite d'inspection dont Ingénieurs Canada fera bientôt l'objet, ainsi que de la réponse à la récente demande de Doyennes et doyens d'ingénierie Canada de jouer un rôle actif lors de cette inspection.

#### **Bureau des conditions d'admission**

Le BCCAG a tenu sa réunion de janvier. Il y a écouté les rapports des présidents du Comité des programmes d'examens et du Groupe de travail sur l'équité des genres en milieu de travail et a adopté deux motions clés visant à créer le Groupe de travail sur d'autres méthodes d'évaluation des candidats issus de programmes non agréés par le BCAPG, et à approuver le programme révisé de génie informatique.

En plus de leur ordre du jour régulier, les membres du Bureau ont participé à un atelier sur la façon de collaborer et de fonctionner efficacement en période de pandémie. Les discussions ont porté sur les impacts de la pandémie sur la cohérence et la culture du Bureau, ainsi que sur les stratégies d'amélioration de son travail.

Le Groupe de travail sur l'équité des genres en milieu de travail a fourni des commentaires sur l'orientation

générale préliminaire d'un guide à venir sur ce sujet. Le groupe compte soumettre cette orientation générale à l'approbation du BCCAG à sa réunion d'avril. Une fois approuvé, ce document d'orientation générale sera soumis à la consultation des organismes de réglementation.

#### **Relations gouvernementales**

Le Comité permanent des finances de la Chambre des communes a déposé son rapport sur les consultations prébudgétaires, qui comprend certaines des recommandations qu'Ingénieurs Canada lui avait soumises dans son [mémoire pour les consultations prébudgétaires](#). Un résumé de ces recommandations peut être consulté sur notre site Web public [ici](#).

Ingénieurs Canada a participé à la réunion virtuelle *House and Senate Look Ahead* de l'Institut de relations gouvernementales du Canada (IRGC) qui portait sur ce qui pourrait être au programme du gouvernement fédéral pendant la session parlementaire de 2021. Parmi les sujets abordés figuraient la possibilité d'élections fédérales en 2021, les impacts potentiels de l'élection américaine, la pandémie de COVID et la nécessité de meilleurs équipements de protection individuelle pour le grand public maintenant et après la campagne de vaccination, et le lancement des consultations prébudgétaires du gouvernement fédéral.

De plus, Ingénieurs Canada a rencontré Omar Alghabra, ministre des Transports, pour discuter de notre participation et des façons dont nous pouvons contribuer à soutenir son mandat. La question du permis d'exercice des ingénieurs du gouvernement fédéral a également été abordée. L'invitation à le rencontrer lui avait été faite dans la lettre de félicitations que nous lui avions adressée en janvier à la suite de sa nomination comme ministre.

À la suite du remaniement ministériel en janvier, le premier ministre Justin Trudeau a remis des lettres de mandat supplémentaires à ses ministres, énumérant les dossiers prioritaires qu'ils devront porter en plus de leurs dossiers de 2019. Ingénieurs Canada a examiné les responsabilités supplémentaires confiées à chaque

ministre et adressé des lettres aux ministres dont les priorités ont des incidences sur nos dossiers.

Par ailleurs, le chef du parti conservateur, Erin O'Toole, a apporté des changements au sein de son cabinet fantôme. Nous avons donc envoyé des lettres de félicitations aux nouveaux critiques de l'opposition officielle en matière de finances (Ed Fast) et de relance économique COVID-19 (James Cumming). Dans chaque lettre, nous décrivons les liens entre le nouveau portefeuille du critique et notre travail, notamment nos principales priorités politiques, et nous invitons l'intéressé à nous rencontrer.

Nous avons [soumis des commentaires](#) à Environnement et Changement climatique Canada concernant les déclarations de décisions émises en vertu de la Loi canadienne sur l'évaluation environnementale et approuvant trois projets de forage exploratoire en mer au large des côtes de Terre-Neuve-et-Labrador. Une version préliminaire de ce document avait été envoyée le 20 janvier aux organismes de réglementation, qui avaient jusqu'au 29 du même mois pour fournir leurs commentaires. L'Association of Professional Engineers and Geoscientists of Alberta, Engineers Nova Scotia et Professional Engineers and Geoscientists Newfoundland & Labrador ont fourni des suggestions et des commentaires qui ont été inclus dans le document final.

### **Mobilité**

Lors d'une réunion spéciale de l'International Engineering Alliance, le rapport que nous avons déposé en réponse aux préoccupations de l'équipe d'examen de l'IEA concernant notre répertoire de la mobilité internationale a été accepté, car de l'avis de l'IEA, il démontre une équivalence substantielle avec la norme de compétence internationale. Résultat : nous demeurons membres de l'APEC Engineers Agreement et de l'International Professional Engineers Agreement pendant encore six ans à compter de la date de l'examen initial.

### **Programmes d'affinité**

Félicitations à notre partenaire affinitaire Manuvie qui s'est vu décerner un prix Or par Marcom pour sa

campagne vidéo « [Steps we Take](#) », qui fait mention des programmes d'assurance parrainés par Ingénieurs Canada. Dans la vidéo, Manuvie communique son engagement envers l'équité, la diversité et l'inclusion en milieu de travail. La vidéo a été lancée au dernier trimestre de 2020, dans le cadre du forum virtuel de l'Ontario Society for Professional Engineers (OSPE) sur l'équité, la diversité et l'inclusion. Manuvie prévoit utiliser cette vidéo dans les réseaux sociaux pour promouvoir les programmes que nous parrainons.

Le Programme national d'avantages sociaux collectifs (PNASC) s'est enrichi d'un nouveau service, intitulé Soins de santé en ligne. Ce service, qui est offert par Manuvie en partenariat avec le fournisseur de soins virtuels Akira, permet d'avoir accès 24 heures sur 24, 7 jours sur 7, à des fournisseurs de soins primaires au moyen d'applications Web et mobiles. On peut obtenir des ordonnances, des conseils médicaux d'ordre général, des demandes d'analyse de laboratoire et l'aiguillage vers des spécialistes.

Juste avant le congé de décembre, Ingénieurs Canada a conclu une entente visant la participation de Professional Geoscientists Ontario (PGO) au programme d'assurance habitation et automobile de TD Assurance (TDI).

Avec le soutien de TD Assurance, Ingénieurs Canada a lancé la série #RegardsSurLeGénie dans son bulletin *Parlons génie*. Cette série occasionnelle s'inscrit dans une stratégie intégrée visant à promouvoir notre partenariat et les programmes d'assurance habitation et automobile de TD.

### **Diversité, équité et inclusion**

Pour souligner le Mois de l'histoire des Noirs, nous avons organisé, en collaboration avec la Coalition canadienne des femmes en génie, en sciences et en technologie (CCWESTT), une table ronde intitulée *Our Stories-Black Women in STEM*. La discussion avait pour but de faire mieux comprendre les défis que les femmes noires doivent relever depuis longtemps dans le domaine des SITM, et la manière dont chacun d'entre nous peut

contribuer à l'élimination du racisme envers les Noirs et des préjugés qui persistent dans nos domaines respectifs.

Ingénieurs Canada a fait une présentation sur l'initiative 30 en 30 à la réunion du conseil d'administration de l'Association des firmes de génie-conseil – Canada (AFGC - Canada) – qui a désigné un champion 30 en 30 en 2019. La présentation portait sur les résultats de nos recherches sur les femmes en génie, les ressources 30 en 30 que nous avons élaborées à l'intention des employeurs, les défis du secteur du génie-conseil et l'élargissement des possibilités de collaboration entre nos organismes dans le cadre de cette initiative.

Le groupe de travail « Début de carrière » des champions 30 en 30 a tenu une réunion avec, à l'ordre du jour, une présentation donnée par Mohamed El Daly et Sonja Schwake de l'APEGA sur leurs recherches au sujet des femmes en génie, ainsi qu'une discussion sur les reculs professionnels subis par les femmes avant, pendant et après un congé parental.

Le personnel de l'agrément a participé à un atelier offert par l'Association des agences d'agrément du Canada qui portait sur la façon d'intégrer l'équité, la diversité et l'inclusion (EDI) dans les normes et procédures d'agrément. Cette séance faisait suite à deux ateliers précédents sur le même sujet.

Dans le cadre d'un sommet virtuel de formation de sensibilisation aux enjeux autochtones, nous avons mis le programme [Les 4 saisons de la réconciliation](#) à la disposition de Doyennes et doyens d'ingénierie Canada (DDIC). L'accès à cette formation est offert jusqu'à la fin du mois d'avril.

### **Rayonnement**

Fin février, Ingénieurs Canada a participé à la Compétition canadienne d'ingénierie (CCI) de la Fédération canadienne étudiante de génie (FCEG). Nous y avons fait office de juges, avons pris part à des tables rondes sur l'équité, la diversité et l'inclusion ainsi que sur la défense des intérêts, et avons remis le prix de la

conception innovatrice. La FCEG fait partie des partenaires stratégiques d'Ingénieurs Canada.

### **Groupe national des responsables de l'exercice**

Le Groupe national des responsables de l'exercice a examiné les documents d'orientation générale pour trois nouveaux documents de recherche sur la réglementation. Les sujets retenus sont le statut de membre non actif, la réglementation des entités commerciales et les systèmes autonomes. Les commentaires formulés lors de la réunion ont été pris en compte par les groupes consultatifs qui guident l'élaboration des documents avant leur soumission à la consultation générale.

## CONSULTING ENGINEER DESIGNATION APPLICATIONS

**Purpose:** Under subsection 61(2) of Regulation 941 under the *Professional Engineers Act*, the Consulting Engineer Designation Committee (CEDC) may make recommendations to Council in respect of all matters relating to application for designation as a consulting engineer. The CEDC is recommending that Council approve the following motions.

**Motion(s) for Council to consider:** (requires a simple majority of votes cast to carry)

1. That Council approve the exemption from examinations and the applications for designation as Consulting Engineer as presented to the meeting at C-539-2.4, Appendix A, Section 1.
2. That Council approve the applications for redesignation as Consulting Engineer as presented to the meeting at C-539-2.4, Appendix A, Section 2.
3. That Council decline the application for designation as a Consulting Engineer as presented to the meeting at C-539-2.4, Appendix A, Section 3.
4. That Council decline the application for redesignation as a Consulting Engineer as presented to the meeting at C-539-2.4, Appendix A, Section 4.
5. That Council grant permission to use the title “Consulting Engineers” (or variations thereof) to the firms as presented to the meeting at C-539-2.4, Appendix A, Section 5.

**Prepared by:** Cliff Knox, P.Eng, Division Manager, Licensing & Registration; and Imelda Suarez, Staff Support

**Moved by:** Christian Bellini, P.Eng.

### 1. Need for PEO Action

Council has the designated authority to approve or refuse applications for designation or redesignation of consulting engineers and to grant permission to use the associated titles in the business style of Certificate of Authorization holders. It is asked to accept the recommendations of the Consulting Engineer Designation Committee (CEDC) with respect to the applications submitted for its consideration before the applicants are informed of the PEO’s decision with respect to their application.

### 2. Proposed Action / Recommendation

That Council approve/deny the applications for designation and redesignation.

With respect to initial applications for designation, clause 56(1)(d) of the Regulation refers to a requirement for applicants to pass examinations prescribed by Council or to have been exempted from such exams. There are currently no examinations set for this purpose. Hence a motion which includes exemptions under subsection 56(2) of the Regulation should be considered a formality.

The Regulation does not reference any examination requirement for redesignation as a consulting engineer.

Subsection 56(1) of the Regulation sets out the criteria for an applicant's initial designation as a consulting engineer. Failure to meet one or more of these criteria is ground for denying the application.

The designation or redesignation expires five years from the date it is issued and the criteria for redesignation are set out in subsection 57(2) of the Regulation. Failure to meet one or more of the criteria are grounds for denying the application for redesignation.

Section 68 of the Regulation sets out the conditions for granting permission for a holder of a certificate of authorization to use the title "consulting engineer" or an approved variation in its business style. Failure to meet the conditions is a basis for denying a request for permission to use the title in connection with the applicant's Certificate of Authorization.

### **3. Next Steps (if motion approved)**

The applicants will be informed by the CEO/Registrar of Council's decision with respect to their applications in accordance with section 58 of the Regulation.

Where an applicant has been denied the designation or redesignation, the reasons for the denying the application shall be provided in the notification.

Pursuant to subsection 64(1) of the Regulation, a refused applicant has thirty days from the date they receive the notice of refusal to request reconsideration of the decision and to provide additional information to support the request. The process for reconsideration is set out in sections 64 and 65 of the Regulation.

Pursuant to section 66 of the Regulation, a refused applicant may not re-apply for at least twelve months following either receipt of the notice of refusal or notice of refusal upon reconsideration of the application.

### **4. Peer Review & Process Followed**

<b>Process Followed</b>	All applications were reviewed by PEO staff, the Regional Subcommittees of CEDC and later approved by CEDC on February 11, 2021.
<b>Council Identified Review</b>	Not applicable. Required by Regulation.
<b>Actual Motion Review</b>	As stated under above process.

### **5. Appendices**

- Appendix A – Report of the Consulting Engineer Designation Committee
- Appendix B – Legal Implications

To the 539<sup>th</sup> Meeting of the Council of  
Professional Engineers Ontario

**REPORT OF THE CONSULTING ENGINEER DESIGNATION COMMITTEE**

**Chair: Steve van der Woerd, P.Eng.**

- 1. The Committee has reviewed the following applications for DESIGNATION and recommends to Council that these 10 applicants be exempted from examinations pursuant to Section 56(2) of O.Reg.941 and that they be considered for **DESIGNATION AS CONSULTING ENGINEER**, having met the requirements pursuant to Section 56(1) of O.Reg.941:**

#	P.Eng.	Company Name	Address	Licence #
1.1	Chen, Meiling	The Consulting Engineers Group, Inc.	16302 Pleasantville Rd, Suite 100, San Antonio TX, 78233	100137023
1.2	Erb, Dale	B. M. Ross and Associates Ltd.	62 North St, Goderich ON, N7A 2T4	90408295
1.3	Galsworthy, Jon	CPP Engineering & Air Quality Consultants	7365 Greendale Rd, Windsor CO, 80550	100058125
1.4	Khokhar, Muhammad	HLV2K Engineering Limited	4-2179 Dunwin Dr, Mississauga ON, L5L1X2	100197668
1.5	Melchers, Andrew	IN Engineering Ltd.	5273 County Rd 46, Lyn ON, K0E 1M0	100173901
1.6	Morris, Neal	K. Smart Associates Ltd.	85 McIntyre Dr, Waterloo ON, N2R 1H6	100109137
1.7	Nowzartash, Farhood	Envista Forensics	14-2785 Skymark Ave, Mississauga ON, L4W4Y3	100138214
1.8	Orchard, Steven	The Mitchell Partnership Inc.	285 Yorkland Blvd, North York ON, M2J 1S5	100133796
1.9	Popescu, Camelia	Imhotep Engineering Inc.	63 Progress Crt, Brampton ON, L6S 5X2	100083015
1.10	Salama, Ramy	Fire Cube Inc.	302-2600 Edenhurst Dr, Mississauga ON, L5A 3Z8	100186648



- 2. The Committee has reviewed the following applications for REDESIGNATION and recommends to Council that these 77 applicants be granted REDESIGNATION AS CONSULTING ENGINEER, having met the requirements pursuant to Section 57(2) of O.Reg.941:**

#	P.Eng.	Company Name	Address	Licence #
2.1	Ahmed, Mohammed	Regal Consulting Engineers Inc.	201-2359 Royal Windsor Dr, Mississauga ON, L5J 4S9	100069234
2.2	Alston, Colin	Alston Geotechnical Consultants Inc.	102 Senator Reesor's Dr, Markham ON, L3P 3E5	771014
2.3	Bailey, Marc	Bailey Engineering Inc.	222-18 Uptown Dr, Markham ON, L3R 5M5	90334558
2.4	Belanger, Paul	Belanger Engineering Corp.	23-1060 Britannia Rd, Mississauga ON, L4W 4T1	3138955
2.5	Bokasten, Klas	KEB Engineering & Project Management	283 Krug St, Kitchener ON, N2H 2Y7	4253506
2.6	Brumwell, Scott	Skelton, Brumwell & Associates Inc.	107-93 Farm Rd, Barrie ON, L4M 5G1	5749502
2.7	Cacciotti, Daniele	Wood Canada Limited	131 Fielding Rd, Lively ON, P3Y 1L7	90260894
2.8	Charnish, Barry	Entuitive Corporation	200 University Avenue, 7th Flr, Toronto ON, M5H 3C6	7702012
2.9	Cheng, Stephen	EXP Services Inc.	1595 Clark Blvd, Brampton ON, L6T 4V1	7877012
2.10	Chiesa, Edward	Edward Engineering Inc.	75 Connaught Ave, Sudbury ON, P3E 3W8	8019010
2.11	Chow, Philip	H.H. Angus & Associates Inc.	1127 Leslie St, Toronto ON, M3C 2J6	100114989
2.12	Couture, Daniel	Arcon Engineering Consultants Ltd.	352 Consumers Rd, North York ON, M2J 1P8	9557505
2.13	Dale, Robert	Robert E. Dale Ltd.	208-429 Exsmouth St, Sarnia ON, N7T 5P1	10359016
2.14	Davis, Kenneth	KH Davis Engineering Consultants Ltd.	1468 Danforth Ave, Toronto ON, M4J 1N4	90321092
2.15	Dawe, Dennis	Chorley + Bisset Ltd.	201 Queens Ave, London ON, N6A 1J1	90254616
2.16	DeCaria, Guissepe	DeCaria Engineering Limited	7-35 West Pearce St., Richmond Hill ON, L4B 3A9	11044500
2.17	DeVos, Michael	Spriet Associates London Ltd.	155 York St, London ON, N6A 1A8	90329830
2.18	Di Cienzo, Ralph	Landtek Limited	3-205 Nebo Rd, Hamilton ON, L8W 2E1	90396748
2.19	Dietz, Jeffrey	Stantec Consulting Ltd.	100-300 Hagey Blvd, Waterloo ON, N2L 0A4	90553751
2.20	Does, John	R.V. Anderson Associates Limited	300-2001 Sheppard Avenue E, North York ON, M2J 4Z8	90216003



2.21	Dzekic, Sasa	Haag Canada Inc.	365 Bay Street, 7th Fl, Toronto ON, M5H 2V1	90455049
2.22	Ferguson, John	The HIDI Group Inc.	200-155 Gordon Baker Rd, North York ON, M2H 3N5	14014500
2.23	Frost, Duane	Tacoma Engineers	176 Speedvale Ave W, Guelph ON, N1H 1C3	100061459
2.24	Ghadban, Anwar	Remy Consulting Engineers Ltd.	104-3425 Harvester Rd, Burlington ON, L7N 3M7	15902307
2.25	Gibbons, Shawn	Colliers Project Leaders	700-150 Isabella St, Ottawa ON, K1S 5H3	15962012
2.26	Hamel, Christopher	GM BluePlan Engineering Ltd	402-3300 Hwy 7, Vaughan ON, L4K 4M3	100025941
2.27	Hanna, Robert	RPM Engineering Ltd.	2816 Hammond Rd, Mississauga ON, L5K 2R1	18245514
2.28	Heidari, Shahram	Tarra Engineering and Structural Consultants Inc.	300-2800 14th Avenue Markham ON, L3R 0E4	90541772
2.29	Hein, Brian	J.L. Richards & Associates Limited	864 Lady Ellen Pl, Ottawa ON, K1Z 5M2	90368333
2.30	Hern, Ryan	Development Engineering (London) Ltd.	71-41 Adelaide St N, London ON, N6B 3P4	90476276
2.31	Isabelle, Robert	KJA Consultants Inc.	1020-120 Adelaide West, Toronto ON, M5H 1T1	21426507
2.32	Jilani, Mohammed	Jilani and Asuncion Consulting Engineers Inc.	156 Oxford Street W, London ON, N6H 1S1	90555731
2.33	Kodsi, Sameh	Kodsi Engineering Inc	1-225 Traders Blvd, Mississauga ON, L4Z 3L8	90533068
2.34	Krajci, Thomas	Piotrowski Consultants Ltd.	1820 Bond St, North Bay ON, P1B 4V6	90397647
2.35	Krieger, Gordon	D.M. Wills	150 Jameson Dr, Peterborough ON, K9J 0B9	90213513
2.36	Kurzuk, Mark	Fieldcraft Engineering Ltd.	6041 6th Concession N, Amherstburg ON, N9V 0C8	90296922
2.37	Langan, Peter	R.V. Anderson Associates Limited	2001 Sheppard Ave E, Toronto ON, M2J 4Z8	25537051
2.38	Lawrence, Norman	Keewatin-Aski Ltd.	58 Wellington St, Sioux Lookout, ON, P8T 1E1	25878455
2.39	Lawrence, Ross	Watts Griffis and McOuat Ltd	300-10 King St E, Toronto ON, M5C 1C3	25881012
2.40	Lee, MingJia	HL Engineering Ltd.	14721 Woodbine Ave, Stouffville ON, L4A 2G7	100032069
2.41	Lee, Norman	Norman Lee & Associates Ltd	8-28 Fulton Way, Richmond Hill ON, L4B 1J5	26222505
2.42	Lierman, Christopher	Spriet Associates London Ltd.	155 York St, London ON, N6A 1A8	90400573
2.43	Lightstone, Alfred	Valcoustics Canada Ltd	25-30 Wertheim Ct, Richmond Hill ON, L4B 1B9	26870014
2.44	Mardukhi, Jamil	NCK Engineering Ltd.	403-80 Bloor St W, Toronto ON, M5S 2V1	29047503

2.45	Meron, David	OBK Technology Ltd.	3-201 Spinnaker Way, Concord ON, L4K 4C6	31427016
2.46	Metzger, Keith	Peritus Environmental Consultants Inc.	320 Woolwich St S, Breslau ON, N0B 1M0	90288259
2.47	Mirhadi, Alireza	K-Tek Electro-Services Limited	107-37 Sandiford Dr, Stouffville ON, L4A 3Z2	90539446
2.48	Mohan, Jagannathan	Jag Mohan & Associates Ltd.	400-2 County Crt Blvd, Brampton ON, L6W 3W8	32231508
2.49	Mons, Rodney	H. H. Angus & Associates Ltd	1127 Leslie St, Toronto ON, M3C 2J6	32350506
2.50	Mortazavi, Mori	Peto MacCallum Ltd.	165 Cartwright Ave, Toronto ON, M6A 1V5	32816506
2.51	Nejat, Eric	E.Z. Nejat & Associates Inc.	205-15 Rean Dr, Toronto ON, M2K 1A5	33717505
2.52	Osborne, Michael	Terrapex Environmental Ltd	90 Scarsdale Rd, Toronto ON, M3B 2R7	34935304
2.53	Ovcjak, Joseph	WSP Canada Inc	300-4 Hughson Street S, Hamilton ON, L8N 3Z1	35040500
2.54	Panasiewicz, Chris	CPAN Solutions Inc.	4246 Hartfield Grove, Mississauga ON, L4W 2Y7	90189390
2.55	Panetta, Sergio	I-Gard Corp	16476 Mississauga Rd, Caledon ON, L7K 1L9	90295411
2.56	Patterson, Rick	Chall.Eng Corporation	210-1222 Tecumseh Rd, Tecumseh ON, N3H 1L9	35851500
2.57	Pearce, Glen	Envirosearch Ltd.	4166 15 Sideroad, Rockwood ON, N0B 2K0	36011013
2.58	Prince, Jeffrey	Ecosystem Recovery Inc.	80 Courtland Ave. E, Kitchener ON, N2G 2T8	100115049
2.59	Pristach, Dusan	Inviro Engineered Systems Ltd.	3-3530 Pharmacy Ave, Scarborough ON, M1W 2S7	37503018
2.60	Sadek, Ghassan	G. R. & Associates Inc.	103-2902 South Sheridan Way, Oakville ON, L6J 7L6	90396771
2.61	Saigh, Yousef	EXP Services Inc.	4 Cedar Pointe Dr, Barrie ON, L4N 5R7	100013677
2.62	Sawicki, David	Sawicki Groundwater Engineering Inc.	2087 Grosvenor St, Oakville ON, L6H 4N1	40823015
2.63	Scott, David	The Municipal Infrastructure Group Ltd	200-8800 Dufferin St, Vaughan ON, L4K 0C5	41224809
2.64	Sears, Stephen	Soil-Mat Engineers & Consultants Ltd.	130 Lancing Dr, Hamilton ON, L8W 3A1	90501552
2.65	Sharma, Prem	Vidya Engineering Services Inc.	2104 Lumberman Lane, Oakville ON, L6M 2Y9	41817602
2.66	Sheffield, Peter	Peter Sheffield and Associates Ltd.	124 Laird Dr, Toronto ON, M4G 3V3	41951013
2.67	Siddiqi, Farooq	Canadian Infrastructure Design Consultants Inc	12 Mandarin Cres, Brampton ON, L6S 2S3	100015252
2.68	Siddiqui, Ilyas	Nasiruddin Engineering Ltd.	6033 Shawson Dr, Mississauga ON, L5T 1H8	100059876

2.69	Skakun, Randall	R. Skakun Engineering Ltd.	2461 Edenhurst Dr, Mississauga ON, L5A 2L2	42757500
2.70	Taziar, Stephen	WSP Canada Inc.	2-126 Don Hillock Dr, Aurora ON, L4G 0G9	90372368
2.71	Therriault, William	Northshore Engineering	184 McNaughton Ave, North Bay ON, P1C 1G7	4660802
2.72	Thomas, John	Aiolos Engineering Corp	135 Queens Plate Dr, Toronto ON, M9W 6V1	46131504
2.73	van der Woerd, Steve	Metropolitan Consulting Inc.	4450 Paletta Court, Burlington ON, L7L 5R2	47705090
2.74	Wallace, Scott	Read Jones Christoffersen Ltd	100 University Ave, Toronto ON, M5J 1V6	48685507
2.75	Walton, Lawrence	NA Engineering Associates Inc.	5102 Highway 21, Port Elgin, N0H 2X0	90291733
2.76	Weldon, Richard	Carson Dunlop Weldon & Associates Ltd.	407-120 Carlton St, Toronto ON, M5A 4K2	49421506
2.77	Zukov, Michael	Arencon Inc.	206-1551 Caterpillar Rd, Mississauga ON, L4X 2Z6	100146183

3. The Committee has considered the following application for **DESIGNATION** and recommends that the application be **DECLINED**.

#	P.Eng.	Company Name	Address	Licence #
3.1	Geoffrey Hempel	Modern Niagara Engineering Inc.	85-95 Denzil Doyle Ct, Kanata ON, K2M 2G8	100078515

The CEDC recommends to the Council of the Association that Mr. Hempel's application for designation be **DECLINED** because he does not currently meet the requirement for designation with respect to being "PRIMARILY ENGAGED" as captured in Section 60(a)(b) under Regulation 941 and as outlined in the interpretive guideline.

4. The Committee has considered the following application for **REDESIGNATION** and recommends that the application be **DECLINED**.

#	P.Eng.	Company Name	Address	Licence #
4.1	John Conforzi	JP Conforzi & Associates Ltd.	238 Gerrard St E, Toronto ON, M5A 2E8	9079013

The CEDC recommends to the Council of the Association that Mr. Conforzi's application for redesignation be **DECLINED** because he does not currently meet the requirements for redesignation with respect to being currently engaged in the practice of professional engineering as captured in Section 57 (2)(b) under Regulation 941.

5. The Committee recommends to Council that the following **13 FIRMS** be granted **PERMISSION TO USE THE TITLE “CONSULTING ENGINEERS”** (or variations thereof), having met the requirements pursuant to Section 68 of O.Reg.941:

#	Company Name	Address	Designated Consulting Engineer(s)
5.1	1810093 Ontario Inc. o/a Induspec	60 Ellendale Drive, North Bay ON, P1B 8X6	David Smits, P.Eng.
5.2	ASF Associates Inc.	38 Grasswood Street, Kitchener ON, N2A 4L2	Ramin Agahzadeh, P.Eng.
5.3	Bespoke Engineering Limited	46 Huntingdale Blvd, Scarborough ON, M1W 1T1	Joseph Guiyab, P.Eng.
5.4	BGC Engineering Inc.	500-980 Howe St, Vancouver BC, V6Z 0C8	Trevor Crozier, P.Eng.
5.5	Black Creek Engineering Inc.	1086 Modeland Rd, Sarnia ON, N7S 2Y0	L. Kenneth Graham, P.Eng.
5.6	Centex Engineering and Development Incorporated	7-265 Hanlon Creek Blvd, Guelph ON, N1C 0A1	Josh Hilborn, P.Eng.
5.7	Dymaco Inc.	125 Fisher Rd, Thunder Bay ON, P7G 2J1	Dylan Gerow, P.Eng.
5.8	H.R. Valdez Engineering Ltd.	2397 Walker Rd, Windsor ON, N8W 3P7	Mahendra Pandya, P.Eng.
5.9	Parker Consulting Engineers Ltd.	255 Hickling Trail, Barrie ON, L4M 4W9	James Parker, P.Eng.
5.10	Quinn Dressel Associates Ltd.	300-890 Yonge St, Toronto ON, M4W 3P4	Grant Milligan, P.Eng.
5.11	Renoasis Ltd.	84 Emms Drive, Barrie ON, L4N 8H4	Kevin Hughes, P.Eng.
5.12	SNP Technical Services Inc.	100-1880 Assumption St, Windsor ON, N8Y 1C4	Jaafar El Annan, P.Eng.
5.13	Starkey & Associates Inc.	212-151 Randall St, Oakville ON, L6J 1P5	John Starkey, P.Eng.

## CONSULTING ENGINEER DESIGNATION APPLICATIONS

### Legal Implications/Authority

1. Pursuant to Section 56(2), Council has the authority to exempt an applicant from any of the examinations required by section 56(1) to be taken by an applicant for a Consulting Engineer Designation if Council is satisfied that the applicant has appropriate qualifications.

Pursuant to Section 56(1) Council **shall** designate as a Consulting Engineer every applicant for the Designation who meets the requirements set out in Section 56(1)(a-d). As a result there does not appear to be any discretion for Council to refuse applicants who meet the requirements.

2. Pursuant to Section 57(2) Council **shall** redesignate as a consulting engineer every applicant who meets the requirements of section 57(2) (a-c). As a result there does not appear to be any discretion for Council to refuse applicants who meet the requirements.

# Briefing Note – Decision

**C-539 2.5**
**GOVERNANCE PROJECT – APPROVAL OF CHARTERS AND GOVERNANCE DIRECTIONS**

**Purpose:** To approve charters and governance directions that have emerged from, and support the achievement of, Council's governance roadmap.

**Motions to consider: (require a simple majority of votes cast to carry)**

1. That Council adopt the following five charters, as recommended by its governance consultants:
  - (i) Council Charter (Appendix A)
  - (ii) President and Chair Charter (Appendix B)
  - (iii) CEO/Registrar Charter (Appendix C)
  - (iv) Councillor Submissions Protocol (Appendix D)
  - (v) Delegation of Authorities Charter (in principle, subject to determination of appropriate dollar amounts and requisite by-law amendment) (Appendix E)
  
2. That, in addition to the governance tenets previously adopted, Council agrees to the following governance directions and commits to taking the necessary steps to achieve them:
  1. PEO will use only the regulatory committees mandated by legislation, with mandates as per statute (notably Complaints, Discipline, Registration, ARC, ERC).
  2. PEO will use four governance committees of Council: Finance & Audit; Human Resources & Compensation; Nominations & Governance; Regulatory Policy & Legislation.
  3. Regulatory policy governance will be centralized by Council in the Regulatory Policy & Legislation Committee.
  4. Effective 2021 AGM: new governance committees will replace current model; no new non-Councillors will be appointed but existing non-Councillors may be grand-parented for one year transition at request of committee or its chair.
  5. Effective Now: Council will not strike new committees nor approve changes in committee terms of reference, except to the extent that these coincide with the governance initiative itself.
  6. First year transition only: Councillors will be invited to specify preferences for serving on governance committees with rationale based on experience; appointments for 2021-22 will be proposed for Council's approval using operational resources and random selection to break ties as needed.
  7. Current committees will not take on any further regulatory or governance policy functions, but may finalize current regulatory policy work under the oversight of the Regulatory Policy & Legislation Committee with a final transfer of responsibilities effective 2022 AGM.

**Prepared by:** Dan Abrahams, LL.B., Senior Legal Counsel (with contributions from Governance Solutions Inc.)

**Moved by:** Nancy Hill, P.Eng., LL.B., Past-President

## 1. Need for PEO Action

Especially after it approved the two-year, four-phase Governance Roadmap in March 2020 and the Timed Workplan recommended by Council's consultant, Governance Solutions Incorporated (GSI) in November 2020, PEO has been engaged in an ongoing project to improve and modernize its governance. The two motions will move Council forward along the road it has chosen.

### (a) Charters

Amongst other goals, the governance roadmap will lead PEO towards a comprehensive set of new and updated charters and policies to guide how PEO governance is conducted in the future, and to represent best practices for the board of a modern regulator. These charters and policies will also inform the onboarding and orientation of new councillors, commencing in April 2021.

As stewards of the governance project, the Executive is recommending the approval of the five charters listed above and appended to this Briefing Note. The proposed charters incorporate both the work of a skilled consultant and legal and high-level operational input from senior staff, as well as review and comments from members of the Executive Committee.

The delegation of authority charter (Appendix E) is presented only for adoption in principle. It will be brought back to Council once further review is conducted and appropriate dollar amounts can be proposed, based on best practices. There may also be additional changes necessitated by existing or modified policies, such as the expense policy.

### (b) New Governance Directions

PEO's governance consultant, GSI, has assisted with the following justification for the governance directions:

Ultimately, PEO is on a governance journey with the vision "to be a modern regulator that is the trusted leader in professional self-regulation." The overarching mandate is to protect the public, and all reforms are evaluated in that light.

Eleven governance directions were approved by Council at its November 2020 meeting. These dealt primarily with the role of Council and the "line" between Council, the CEO/Registrar, and committees (phase 1 of a 4-phase work plan). Seven new governance directions build on these and bring more specificity and clarity to how PEO will use committees in its new governance system (phase 2).

A series of external and internal drivers are behind these governance changes. In particular, these seven governance directions are designed to achieve these four principles of regulatory and governance reform:

- Distinguishing between regulatory and association functions, PEO being primarily a regulator
- Distinguishing between adjudicative functions and policy-making functions (to assure independence of statutory regulatory functions), separating both the membership (composition) and mandates of these distinct regulatory functions

- Distinguishing between governance (direction and control, overseeing) and operations (doing), developing “solutions” being delegated to professional staff while Council provides direction and control
- Distinguishing between reasonable care due diligence and high level governance, the purpose of governance committees and their line/interface with Council

These four principles are considered to be “best practice” in regulatory and governance reform, and are collectively designed ultimately to contribute to public safety and being a modern professional self-regulatory body.

Broadly speaking, the mandates of the four governance (board) committees encompass:

*Finance & Audit Committee:*

- Audited financial statements
- Appointment of external auditor
- Oversee financial reporting and internal controls
- Budgets for approval
- Funds in compliance
- Investment managers’ appointment and oversight
- Non-audit services
- Internal audit
- Oversight of financial and related risk management

*Human Resources & Compensation Committee:*

- CEO/Registrar recruitment and appointment (to Council)
- CEO/Registrar performance review
- CEO/Registrar compensation review and recommendation, succession plan, annual objectives
- “Whistleblowing”: Safe Disclosure of potential breaches
- Governance (direct, monitor) high level strategic HR policies
- Oversight (“grandparent”) equity of HR system for workforce
- Oversight of HR-related risks

*Nominations & Governance Committee:*

- Oversight of succession, nomination, election and voting for Council members
- Corporate governance and board effectiveness, evaluation, compensation (from HRC, EXE) including orientation, ongoing development
- Oversight of succession, nomination of Committee members (from HRC)
- Identification of competencies, attributes, diversity of Council and Committees
- Governance of (direct, monitor) and governance policies
- Oversight of governance-related risks

*Regulatory Policy & Legislation Committee:*



- Governance of (direct, monitor) legislation changes
- Governance of (direct, monitor) regulatory policies

## 2. Proposed Action

The governance initiative is ongoing, and the Executive Committee, working with GSI and with the CEO/Registrar and his team, continues to steward the work of achieving the milestones on the roadmap. Prior to the AGM, we will begin the process of transitioning to a new Council committee structure, as set out in the governance directions.

With respect to the charters, these will inform future proposed changes to the by-laws and PEO policies as needed. Their immediate value will be, as noted above, as the basis on which new councillors will be oriented, commencing in the spring of 2021.

## 3. Next Steps / Future Steps

As GSI, councillors and staff strive to complete an ambitious workplan, it is helpful to keep in mind what is coming in the near future. Currently, in addition to the work required to solidify the first-two phases of the four-phase plan, the following proposed policies have been returned to GSI after receiving legal and high-level input from staff.

- Electronic Meeting Policy
- In Camera Sessions Protocol
- Communications Policy
- Conflict of Interest and Loyalty Policy
- Equity and Diversity Policy (to be delayed subject to integration with internal HR policy development)
- Integrity Assurance Protocol
- Councillor Expectations Protocol
- Councillor Confidentiality Policy

It is expected that these policies will be reviewed and discussed by Executive and may also be introduced, at least conceptually, at informal strategic conversations of Councillors, prior to being brought to Council for formal adoption.

## 4. Peer Review & Process Followed

<b>Process Followed</b>	<b>Outline the Policy Development Process followed.</b> <ul style="list-style-type: none"> <li>• In its assigned role as steward of the governance roadmap, the Executive Committee has met on several occasions since the previous governance directions, or tenets, were adopted in November. The charters have been subject to their input and review, as well as to a legal and high-level operational comments from senior staff. The consultant has modified them to incorporate the assistance it has received.</li> <li>• The new governance directions have been identified and discussed at informal strategic conversations</li> </ul>
-------------------------	---

## 5. Appendices

- Appendix A: Council Charter
- Appendix B: President and Chair Charter
- Appendix C: CEO/Registrar Charter
- Appendix D: Councillor Submissions Protocol
- Appendix E: Delegation of Authorities Charter (in principle, subject to determination of appropriate dollar amounts and requisite by-law amendment)
- Appendix F: Consolidated Feedback on Charters and new Governance Directions



## Council Charter

### Purpose

Under the *Professional Engineers Act* (PEA), Council is the governing body and board of directors of the Association of Professional Engineers of Ontario (PEO) and has the responsibility to “manage and administer its affairs”.

The PEA, Regulations, Bylaws and Policies provide the framework for PEO’s governance and Council structure and system. This Council Charter is intended to detail Council’s preferred governance practice, within the scope of its legislative role. It addresses internal Council practices, as well as interfaces between Council and the CEO/Registrar and between Council and PEO members, stakeholders, the government and the public. This Charter is intended to be reviewed, refreshed and revised on an annual basis.

### Principles

PEO’s Council will:

- Strive to focus on the governance of PEO – the system of direction and control – and to delegate day-to-day operations to the CEO/Registrar. The work of both Council and the CEO/Registrar (and delegated staff) is supported by committees and various forms of consultation as required and appropriate. Council’s role is to engage actively at a strategic level rather than an operational, tactical detail level. In this sense, “strategic” means providing input for and approval of a strategic plan, enterprise risk management, policy development, financial oversight and the approval of operating plans tied to PEO’s strategy.
- Abide by the Councillors’ Submission Protocol.
- Agree on a “no surprises” protocol with the CEO/Registrar (in both directions)
- To apply rules of order in a less formal way during meetings, including:
  - Make decisions by consensus wherever possible.
  - Engage in substantial pre-motion dialogue on agenda items that would benefit from this, i.e., when a consensus direction forward has not yet been crystalized.
  - Reduce unnecessary interventions using rules of order to the minimum necessary to maintain order, i.e., individual councillors not to use rules of order to prolong a dissenting view after they have been given a fair hearing.
- Be transparent in its governance:
  - to the extent practical, feasible and legal, PEO’s stakeholders and members should be able to see how PEO is governed and be able to make informed decisions about how the organization is governed and managed for the benefit of its stakeholders.
  - Hold meetings in public, except when discussions are of a confidential and/or legal nature, then meetings are held in-camera. Discussions held during in-camera meetings are maintained in confidence.
  - Act transparently except in circumstances where privacy must be ensured e.g., the sharing of private information about staff, members or others, and confidential issues related to PEO’s affairs. Council will adhere to PEO’s Privacy Policy.



- Speak with one voice, with the Chair (or their delegate) speaking for Council (Councillors opposed to a decision will accept and support Council's decision).

#### Mandate

- PEO's Council oversees the conduct of the business and affairs of PEO, supervises its CEO/Registrar, and does what is necessary to ensure that all major issues within the scope of PEO's statutory mandate are given appropriate consideration. As a creature of statute, PEO through Council has accountabilities to the Government of Ontario (the Attorney General as Minister responsible for the Act), and to the public. As engineering is a self-regulated profession, PEO also has certain accountabilities to the members of the profession, to ensure that they are regulated and governed fairly, effectively and transparently in the public interest.
- The PEA states that PEO's principal object is to regulate the practice of professional engineering and to govern its members, holders of certificates of authorization, holders of temporary licences, holders of provisional licences and holders of limited licences in accordance with the Act, the regulations and the by-laws in order that the public interest may be served and protected. For the purpose of carrying out its principal object, the Association has the following additional objects for which Council is ultimately responsible:
  - The maintenance and development of standards of knowledge and skill among PEO members.
  - The establishment, maintenance, and development of standards of qualification and standards of practice for the practice of professional engineering.
  - The establishment, maintenance, and development of standards of professional ethics among PEO members.
  - And the promotion of public awareness of the statutory role of PEO.

As a board of directors, Council is accountable for PEO's ethical integrity, legal compliance, financial controls, establishment of reporting metrics, and reporting of results.

#### Powers and Duties

- Council's powers and duties are outlined in the Act, Regulations and Bylaws.
- Every councillor, in exercising their powers and discharging their duties, will:
  - i. Act honestly and in good faith with a view to the best interests of PEO.
  - ii. Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances; and
  - iii. Comply with the Act, Regulations, Bylaws and any policies adopted by the Council.
- Council may delegate activities and accountability for designated items in this Council Charter to committees through their Charters.



- Councillors will only serve on Board (Governance) Committees or on other committees where required by the Act.

### Composition

*[This section is intentionally left blank until future Council Composition has been agreed on; until then, the current Regulation will apply.]*

### Authority

The Council has the authority to:

- Discharge its responsibilities directly or through the CEO/Registrar, who in turn directs the staff.
- Regularly review PEO's objectives so that, within the statutory framework, they remain responsive to the changing environment in which PEO operates.
- Retain, at PEO's expense, special human resource, legal or other consultants or experts it deems necessary in the performance of its duties, and
- Protect and enhance the assets of PEO in the interest of all stakeholders.

### Responsibilities

Beyond its broad regulatory and governance (direction and control) mandate, Council has these specific responsibilities:

- adopting a strategic planning process and approving a multi-year plan
- reviewing and approving annual objectives, performance targets and risk tolerances
- appointing, monitoring and evaluating a CEO/Registrar (and Deputy Registrars as needed)
- to the extent feasible, satisfying itself as to the integrity of the CEO/Registrar, and that they create a culture of integrity throughout the organization.
- ensuring that there is adequate succession planning for the post of CEO/Registrar.
- adopting a communication policy for PEO
- maintaining reasonable assurance as to the effectiveness of PEO's internal control and management information systems
- promulgating and reinforcing a best practice approach to corporate governance, including a set of corporate governance principles and guidelines that are specifically applicable to PEO.
- establishing and populating committees as needed by way of PEO's Bylaws and/or mandated in the Act, and approving terms of reference and annual work plans for and monitoring the performance of any such committees.
- reviewing, approving and monitoring compliance with high-level regulatory and governance policies.
- maintaining reasonable assurance in the financial performance of PEO, and in its financial reporting
- reporting annually to the members and the Minister on its stewardship of the preceding year
- making appointments to committees and external bodies

### Governance Process and Meetings

Responsibilities related to Governance Process: The Council will:



- Meet regularly, not less than four times per year, and at such other times as may be requested by the Chair.
- Conduct meetings in an orderly manner as determined by PEO's accepted Rules of Order.
- Invite the Chair to set the agenda and propose an annual workplan for Council's approval. Ordinarily the Chair will set the agenda in consultation with the CEO/Registrar.
- Communicate its expectations to the CEO/Registrar with respect to the nature, timing and extent of Council's information needs and provide responsible feedback on whatever information is provided to support Council's decision-making. The Council expects that written materials will be received from management (via the Secretariat) two weeks in advance of meeting dates (deadline dates will be published well ahead of meetings).
- Deliver by email or electronic meeting invitation, a notice of meeting not less than seven days prior to the meeting.
- Conduct effective meetings, whether in person, by videoconference, by teleconference or by some combination of these.
- Agree to and ensure the appropriate use of in camera and executive sessions at Council meetings. Establish and adhere to an In-Camera Sessions Protocol.
- With the support of the Secretariat, prepare and circulate draft minutes for all meetings to document the Council's discharge of its responsibilities, subject to formal approval.
- Commit to ensuring that anyone serving on Council or a PEO committee receives appropriate orientation, education and training to enable them to fulfill their mandates effectively.
- Develop and approve an annual budget for the work of Council.
- Evaluate its own performance periodically and develop criteria for such evaluation, and act on the evaluation results accordingly.

#### Review

To be reviewed every three years by the Council.



**Professional Engineers  
Ontario**

**C-539-2.5  
Appendix B**

## President and Chair Charter

### Mandate

The President is the elected leader of Professional Engineers Ontario. The Chair, who is typically also the President, leads Council in carrying out its governance and fiduciary responsibilities to fulfill PEO's mandate to regulate the practice of professional engineering and to govern its members, in order that the public interest is served and protected.

### Powers

The authority of the President and Chair rests in the powers given to them by Council, as well as by the General Regulations and is subject to any limits set out in the Act and Bylaws of PEO.

### Responsibilities

#### Acting as Chair of Council:

The Chair provides leadership in guiding Council and coordinating its activities to enhance the effectiveness of PEO's governance, oversee Council operations and processes, act as liaison between the Council and the CEO/Registrar.

In addition to the Chair fulfilling the duties and responsibilities of a Councillor, other specific responsibilities as Chair are to:

- Ensure orderly deliberation and decision-making at Council meetings, making use of the approved rules of order and ensuring all voices are heard.
- Ensure that Council meeting votes reflect consensus decisions or clearly decided motions.
- Work in conjunction with the CEO/Registrar to ensure the effectiveness and efficiency of Council meetings.
- Determine, review, and ensure the completeness of membership meeting and Council agendas, minutes and pre-read information in conjunction with the CEO/Registrar and ensure that the CEO/Registrar provides the Council with sufficient and appropriate information enabling the Council to fulfill its responsibilities and to make decisions.
- Ensure that Councillors' submissions and new business items are appropriately triaged and managed (including directing to staff and/or committee for further review and action as per the Councillor Submission Policy).
- Attend applicable committee meetings, whether as a member or observer, to facilitate the co-ordination of regulatory and governance work across PEO's governing bodies.
- Ensure that Council meeting discussions are focused on regulatory and governance issues of a strategic nature, in keeping with Council's own prescribed role as a governance board.
- Build Council transparency, unity, solidarity, and trust.
- Understand the need for and utilize in-camera meetings appropriately.



## Professional Engineers Ontario

- Demonstrate Council's integrity and ethical behaviour including conflict of interest declarations when appropriate.
- Coach Councillors, collectively and individually, to ensure full utilization of individual capabilities and optimum performance of the Council.
- Speak on behalf of the Council, stating Council's position on issues it has considered or policies that PEO has previously adopted, as per the Communication policy.
- In conjunction with CEO/Registrar, ensure that the Councillors are, always duly informed on matters of substance which fall within Council's regulatory governance mandate.
- Refer requests from external organizations to the CEO/Registrar for corporate response and inform Councillors of such requests and PEO's response as the President and Chair sees fit.
- Maintain open lines of communication with Councillors between meetings.
- Satisfy, from time to time, such other duties and responsibilities as may be assigned by the Council.
- Leads by example on role modelling PEO's Core Values and Governance Principles and Policies

### Acting as President of PEO:

In addition to fulfilling the duties and responsibilities of Council Chair, other specific responsibilities as President of PEO are to:

- Preside over Member meetings, including the Annual General Meeting, ensuring an orderly consideration of business
- Represent PEO to the public, members and staff: The President speaks for Council with all levels of government, universities, industry, and all external stakeholders, except in other specifically authorized instances. The President will coordinate with the CEO/Registrar on external engagement to ensure a consistent message and to avoid overlaps, in alignment with PEO's Communication Policy.
- Represent PEO at the annual general meeting of Engineers Canada, as a constituent member.

And any additional duties or responsibilities as delegated by Council from time to time.

### Process

- The President-elect is elected by PEO's members annually. The President-elect serves as a member of Council and then serves as President. The President-elect will approve the President's expenses.
- The President of PEO typically serves as Chair of Council.
- The President serves for a term of one year. The Chair will also typically serve for one-year coinciding with the President's term of office.
- The President assumes office effective at the Council's first meeting following the annual general meeting.
- If the Chair is absent from a meeting of the Council or unable to act, the President-elect would act for the President and serve as chair in their absence.
- In the event the office of President becomes vacant, the President-elect will become the President and may be appointed by Council as Chair. If the President-elect is unable to assume office, Council will abide by the process for appointing a new President as outlined in the Regulations.

**Review:** Every three years by Council.





**Professional Engineers  
Ontario**

**C-539-2.5  
Appendix C**

## CEO/Registrar's Charter

### Mandate

Under the *Professional Engineers Act*, Council is required to appoint a Registrar to perform the work of the Association and to fulfilled certain specified duties found in the Act, Regulations and by-laws. Council has chosen to combine this role with that of a Chief Executive Officer, creating the position of CEO/Registrar.

The CEO/Registrar is responsible for the administration of the *Professional Engineers Act (Act)* and the operation and oversight of the administration of PEO as directed by Council and in accordance with the Act and Bylaws. The CEO/Registrar reports to Council and is Council's sole employee.

### Duties and Powers

The CEO/Registrar will perform all duties required of and exercise the powers assigned by the Act, the Regulations and PEO's bylaws, as well as those duties and powers delegated by Council.

The CEO/Registrar will:

1. Provide leadership to enable PEO to fulfill its regulatory role. This includes:
  - a. Oversight of all aspects of PEO's operating responsibilities as defined in the Act and Regulations;
  - b. Development of Council's Strategic direction and formulating a Strategic Plan for Council's approval
  - c. Identifying and informing Council in areas of risk and opportunity for PEO;
  - d. Implementing policies approved by Council, programs and objectives to ensure the effective administration of the Act;
  - e. Delivering regulatory services, programs, and change initiatives in accordance with established service delivery standards; and
  - f. Integrating Right-Touch Regulation and risk-based decision-making throughout all regulatory processes and programs.
2. Develop, direct, and implement short and long-range plans for programs and activities. This includes:
  - a. Supporting ongoing strategic planning activities, and
  - b. Implementing policies approved by Council related to PEO's operations.
3. Develop, implement, and administer an organization plan, including delegation of authorities, staffing, operational committees, and performance management. This includes:
  - a. Developing effective succession plans for senior management; and
  - b. Selecting and developing an effective management team which supports PEO's vision, mission, and values.

4. Develop, implement, and monitor operating and capital budgets, including systems, policies, and processes which maintain the financial integrity and viability of PEO. The CEO/Registrar will:
  - a. Ensure regular evaluation of all programs and services against agreed financial objectives;
  - b. Effectively manage PEO's capital and financial assets; and
  - c. Ensure internal financial controls are maintained and followed throughout PEO.
5. Ensure PEO is efficient, responsive, results-oriented, and transparent in all of its activities. The CEO/Registrar will:
  - a. Implement and monitor PEO's operational plans; and
  - b. Foster a mission-oriented and inclusive culture throughout the organization, based on continuous learning principles where all employees are motivated and rewarded for both individual and team contributions.
6. Represent PEO on regulatory and operational matters to the Attorney General.
7. Represent PEO to Engineers Canada, other stakeholders, members, public, and private-sector institutions and liaise with the provincial, federal, and municipal governments on regulatory issues. This includes:
  - a. Representing PEO to external stakeholders on regulatory policy and operational matters and on other matters at the request of the Chair;
  - b. Being a trusted voice regarding regulation of public safety and the engineering profession; and
  - c. Establishing and maintaining strong relationships with regulatory and industry peers and key corporate stakeholders.
8. Support the work of Council including effective collaboration with the Chair to support PEO's governance process and outcomes. The CEO/Registrar will:
  - a. Provide Council with regular and timely reports;
  - b. Assist with the orientation of new Council members; and
  - c. Consult with the Chair in supporting Council's needs.
9. Annually, in conjunction with Council, the CEO/Registrar will develop specific areas of focus and objectives related to the role of CEO/Registrar for the upcoming fiscal year.

The CEO/Registrar has the right to attend and speak at all meetings of the Council and its Committees, including in camera meetings, save to the limited extent that circumstances require Council to meet in camera in the absence of the CEO/Registrar.

The CEO/Registrar has the right to delegate any of their functions to appropriate PEO staff, but they are ultimately accountable to Council for the functions delegated.

**Review:** Council will review this policy annually, ensuring that it is aligned to the CEO/Registrar's job description and contract of employment as well as used to inform any performance evaluations of the CEO/Registrar.



**Professional Engineers  
Ontario**

**C-539-2.5  
Appendix D**

## Councillor Submissions Protocol

### Purpose

PEO'S Council wishes to be transparent and to function in a way that is receptive to Councillor inputs and initiatives, while at the same time focusing on fulfilling the regulatory governance mandate that Council has been given under the *Professional Engineers Act*.

PEO encourages the submission of relevant regulatory and governance items, ideas and suggestions from Councillors, while at the same time following good governance practice by (1) providing an opportunity for each item to benefit from due diligence prior to coming before Council itself, and (2) designing all PEO meetings to enable Council focus on its principal objectives (Regulatory and Governance).

### Policy: Submissions to Council Meetings

Council recognizes that its decision-making power is best exercised based on proper evidentiary and analytical foundation.

All submissions relevant to the work of Council from Councillors will be sent to the CEO/Registrar who will determine where the item requires committee or staff review prior to being brought to a Council meeting.

In that way, each submission will benefit from appropriate due diligence prior to being considered by Council for a decision.

Once a submission is referred to a Committee or to staff, they will contact the submitter to understand the context, rationale and evidentiary basis for the proposed initiative.

The Secretariat will maintain a log/tracking sheet of all submissions to monitor to ensure these are dealt with in a reasonable timeframe. Reporting to Council on submitted items will be conducted through this tracking mechanism.

### Review

Every three years by Council.

**Note** - PEO Members should submit ideas and suggestions through the Annual General Meeting. PEO Chapters should submit ideas and suggestions to the Regional Councillors Committee (RCC) who will determine if the item is within PEO's regulatory and governance mandate. The RCC will forward items within PEO's remit to the Secretariat, who will follow the procedures outlined above.



## Delegation of Authority

### Principles

Under the *Professional Engineers Act*, PEO's Council is given the role of a board of directors and is empowered "to manage and administer" PEO's affairs. For the sake of effective governance, however, there must be a clear delineation of authority between Council, in its role as a board of directors, and staff, in the person of the CEO/Registrar, who is Council's own direct report.

Council will focus on the governance of PEO – the system of direction and control – and delegate day to day operations to staff, supported by committees, chapters and other forms of member and stakeholder involvement as necessary and appropriate.

Council embraces the principle of empowerment: that governance and management functions are exercised more effectively and efficiently when they are clearly delineated, with Council being responsible for governance and oversight at a high level, and the CEO/Registrar being responsible for management of PEO's operations. Organizational effectiveness is also enhanced when management decision-making authority is delegated as far into the organization as is consistent with levels of competence and capacity.

### Policy

Within the limits and policies established by the legislative scheme by Council itself, the authority regarding various aspects of operations has been delegated to the CEO/Registrar (with the CEO/Registrar having the right to delegate to lower management levels) as outlined in this policy.

A **delegated approval level** means that approval decisions may be made up to this level as long as this is in compliance with Statute, Bylaws, Policy and Budget.

A **delegated reporting level** means that decisions made between the reporting level and the approval level must be reported to the next most senior position (in the case of the CEO/Registrar, that would be Council) at the next regular opportunity to do so.

The CEO/Registrar may grant additional authorities (not covered in this policy) to other managers by way of a signed memorandum.

Staff, other than the CEO/Registrar, shall not further delegate their authorities provided by this policy.

## Delegation of Authority Matrix

Item	Council	CEO/Registrar	References: must comply with ...
<b>Strategic Plan</b> Multi-year, including vision, mission, values, goals / objectives	X Council approves	CEO/Registrar recommends to Council based on Council set strategic directions	<ul style="list-style-type: none"> <li><b>Council Charter:</b> Council sets strategic direction</li> </ul>

Item	Council	CEO/Registrar	References: must comply with ...
<b>Business Plan, Capital and Operating Budget</b>	X Council approves Budget	X CEO/Registrar approves Business Plan, recommends Budget via committee	<ul style="list-style-type: none"> <li>• <b>Council Charter:</b> Council approves budget</li> </ul>
<b>Corporate Scorecard with KPI's</b>	X Council approves	CEO/Registrar recommends	<ul style="list-style-type: none"> <li>• <b>Council Charter:</b> Council sets strategic direction &amp; risk tolerances, selects &amp; oversees CEO/Registrar, monitors performance, culture and ethical integrity</li> </ul>
<b>Risk Tolerances</b>	X Council approves	CEO/Registrar recommends	<ul style="list-style-type: none"> <li>• A column in Strategic Framework (Corporate Scorecard)</li> </ul>
<b>External Auditors appointment</b>	Council recommends selection	CEO/Registrar and Dir. Finance provide input to committee	<ul style="list-style-type: none"> <li>• Designated Committee Charter</li> <li>• Must be approved by membership at AGM</li> </ul>
<b>Financial Statements, reports and disclosures</b>	X Council approves	CEO/Registrar and Dir. Finance recommend via committee	<ul style="list-style-type: none"> <li>• Designated Committee Charter</li> <li>• Must be received by membership at AGM</li> </ul>
<b>Budgeted expenditures</b> (approval levels); CEO/Registrar has authority to manage line items within budget envelope	X Over \$XXXX sourced by competitive bid (at least 3)	X Contracts Up to \$XXXX  Adjustment of resources at the departmental level with no change to the overall PEO's budget and minimum impact on PEO's overall objectives: · CEO/Registrar:	<ul style="list-style-type: none"> <li>• Procurement practices consistent with applicable bylaws and policies</li> <li>• Procurement Policy</li> <li>• Expenditure Approval Policy</li> </ul>

Item	Council	CEO/Registrar	References: must comply with ...
		the lesser of \$ XXX or 5% of the department's approved budget on a one-time basis or the lesser of \$ XXX or 10% of the department's approved budget on an aggregate basis.	
<b>Expenditures: not budgeted</b> (approval levels)	X Contracts Over \$XXXX  Unbudgeted expenditures over \$XXXX	X Contracts Up to \$XXXX  Unbudgeted expenditures under \$XXXX	<ul style="list-style-type: none"> <li>• Procurement practices consistent with applicable bylaws and policies</li> <li>• CEO/Registrar Consultation with the Executive Leadership Team (Past-President, President, President Elect + CEO/Registrar) for non-Council approved expenditures.</li> <li>• Extraordinary Expenditures Policy</li> <li>• Board Minutes</li> </ul>
<b>Contracts,</b> leases, agreements, commitments, change orders, etc.	X Council approves over \$XXXX annual expenditure (signed by a volunteer member of the Executive Leadership Team and the CEO/Registrar or listed delegate)  Prior approval by Council shall be	X CEO/Registrar approves ordinary course in budget (Deeds, transfers, contracts and other instruments under \$XXXX may be signed by any two of	<ul style="list-style-type: none"> <li>• Procurement practices consistent with applicable bylaws and policies</li> <li>• Procurement Policy</li> <li>• Expenditures Policy</li> </ul>

Item	Council	CEO/Registrar	References: must comply with ...
	required in circumstances outlined in the Expenditures Policy.	the CEO/Registrar and approved PEO signing authority.)	
<b>Litigation, write-offs, settlements:</b> conducting and instructing counsel	X Over \$20,000 (uninsured) or where significant or material reputational impact	X Up to \$20,000 (uninsured)	
<b>Third Party Consultants and Legal: reporting</b>	Any consultant expenditures over \$20,000 (after CEO/Registrar consultation with Executive Leadership Team)	CEO/Registrar reports under \$20,000 to Council (All third-party consultants and legal expenditures and contracts approved by management.)	<ul style="list-style-type: none"> <li>• Exceptional Expenditure Policy</li> </ul>
<b>New business</b> including property rental, income generation, etc.	X Council approves	CEO/Registrar recommends	<ul style="list-style-type: none"> <li>• Once approved in <b>Business Plan</b>, CEO/Registrar's approval limits above would apply (for budgeted items)</li> </ul>
<b>Sale</b> of real estate property	X Council approves	CEO/Registrar recommends	<ul style="list-style-type: none"> <li>• Other asset transactions: CEO/Registrar deals within the normal course (unless specifically dealt with in other Policy or Charter)</li> <li>• By-Law</li> </ul>
<b>Employment Arrangements</b> including hiring, terminating, evaluating	X Council appoints CEO/Registrar, Deputy Registrars, the director finance and other officials (these last positions	X CEO/Registrar deals with all other staff	<ul style="list-style-type: none"> <li>• Human Resources Committee Charter</li> <li>• Act</li> <li>• By-Law</li> </ul>

Item	Council	CEO/Registrar	References: must comply with ...
	are not defined by the Act or Bylaws)		
<b>Compensation</b>	X Council approves CEO/Registrar compensation based on HRC recommendation	X CEO/Registrar approves Comp for all other staff	<ul style="list-style-type: none"> <li>Human Resources Committee Charter</li> <li>Approved Budget</li> </ul>
<b>Expenses</b> (travel, etc.)	X Chair approves CEO/Registrar's and Council member's.  Chair's approved by President-elect  (Note - LGA Councillors' expense reports are to be approved by the Chief Administrative Officer.)	X CEO/Registrar approves all others	<ul style="list-style-type: none"> <li>Expense Reimbursement Policy</li> </ul>

**Review:** Annually by Designated Governance Committee



## Consolidated Feedback on Charters and new Governance Directions for March 26 Council meeting

Councillors and PEO staff submitted comments and questions on the Charters and Governance Directions included in agenda item 2.5 of the March 26 Council meeting.

GSI acknowledges and appreciates this feedback, which we have consolidated here.

GSI's rationale for some of these items, and responses to questions are also included here for Councillors to be able to review prior to the meeting, so that dialogue at the meeting can focus on items still calling for discussion.

GSI and staff agree with some of the suggestions, and since these are living documents, we propose that these be revised at the next suitable opportunity, perhaps at the September Council meeting once Council has had some initial experience with the roll-out.

### 1. PEO President and Chair Charter

Item	Councillor's Comment	GSI Response
<b>President is Chair</b>	Why is the President automatically the Chair – shouldn't Council have the right to select its own Chair, and might this be different from the President?	This is largely driven by PEO's choice to be primarily a regulator: the role of the most senior member of Council, whether elected or appointed, is primarily to be responsible for the governance of the organization and the leadership of the Council, which is the role of a Chair. The role for an elected President is significantly smaller in a regulator, since the Registrar plays a much more robust role in leading professional regulation work and in external stakeholder engagement. Association governance, PEO's tradition, generally has an elected President with external representative roles, although even then the President is almost always automatically the Council Chair too. To select a different individual would curtail powers and influence of the elected President to lead the Council and to lead governance – there would be

Item	Councillor's Comment	GSI Response
		dueling leaders of Council and governance, instead of a clear line of authority and accountability. Very unusual practice except when a professional parliamentarian is brought in to chair meetings only.
<b>Past President</b>	How can the role of the Past President be utilized as a key asset in the back-up plan for the President/Chair, as they are the most experienced person on the Council having done the President/Chair job first-hand? What was the rationale to exclude them?	We will be reviewing Officers in Phase 3, including the potential roles of the offices of Past-President, President-Elect and Vice-Presidents. Until then, we are proposing being silent on these in the core Charters, where possible, to leave flexibility for whatever is decided in the fall.
<b>Past President</b>	<p>Recommendation to add wording on Past President</p> <p>The President serves for a term of one year. The Chair will also typically serve for one year coinciding with the President's term of office, <b>and following that term, serves on Council as Past President.</b></p>	See above: to be discussed in Phase 3.
<b>Responsibilities acting as Chair of the Board</b>		
<b>Bullet Point</b>	Now that we have approved Nathans Rules of Order should we explicitly state this?	Use wording "approved" rules of order allows for any future changes and the reality of "special" rules which PEO will adopt. It's just an effort to reduce duplication among documentation, which can lead to conflicting documents in the future when one is amended but the other is missed.
<b>Bullet Point</b>	<ul style="list-style-type: none"> <li>Display neutrality on agenda items during their deliberation, and only speaks in favour or against the motion on</li> </ul>	As a member of Council the Chair is entitled to their opinion and to have a voice in the meeting.

Item	Councillor's Comment	GSI Response
	the floor after handing the Chairperson's authority to another Councillor.	
<b>Bullet Point</b>	<ul style="list-style-type: none"> <li>Abstains from voting on motions unless there is a tie vote, in which case they cast the deciding vote?</li> </ul>	The Chair has the right to vote.
<b>Bullet Point</b>	<ul style="list-style-type: none"> <li>Attend applicable committee meetings, whether as a member or ex-officio observer, to facilitate the co-ordination of regulatory and governance work across PEO's governing bodies.</li> </ul> <p>Question raised – should the Chair only facilitate governance (not regulatory). Regulatory is the CEO/Registrar's work.</p>	Bylaw <del>#30</del> <b>#1 subsection 30</b> (3) states - The president and the president-elect shall be ex-officio members of all committees established under this Section 30. Committees established by the Act have their membership defined by the legislation. The President and P-Elect are only ex officio members of committees created under the by-law.
<b>Bullet Point</b>	Recommended to add "and committees" • Ensure that Council <b>and committees'</b> meeting discussions are focused on regulatory and governance issues of a strategic nature, in keeping with Council's own prescribed role as a governance board.	It is the Committee Chair's job to manage the meetings of their committee.
<b>Bullet Point</b>	Question if this is the Chair's role (in conjunction with the CEO/Registrar) or the CEO/Registrar's role - • In conjunction with CEO/Registrar, ensure that the Councillors are at all times duly informed on matters of substance which fall within Council's regulatory governance mandate.	This is correct, this is a shared responsibility: it is the Chair's role to work with the CEO/Registrar to ensure that Councillors are informed.
<b>Acting as President of PEO</b>		
<b>Bullet Point</b>	Recommended to put in point regarding signing of agreements.	This should be covered in the Delegation of Authority: point is not to duplicate areas in different documents.

Item	Councillor's Comment	GSI Response
<b>Bullet Point</b>	Recommendation on external representation - Should this include other Engineering Licensing bodies in Canada. They are not exactly stakeholders but the President does engage with them. It might be easier to argue that Engineers Canada, OSPE, etc. fall under stakeholders.	Thanks, although this is probably a level of detail that does not need to be included in the Charter, how PEO defines its stakeholders.  The (forthcoming) Communications Policy will have more specifics and to avoid duplication.
<b>Bullet Point</b>	Recommend changing "members" to "license holders".	We are still determining the correct wording for all these documents. Some references to members are currently required by the Act, which still uses the term members in contexts apart from those related to PEO's incorporated status.
<b>Signing</b>	- Missing is the role of President to sign licences and contracts as directed by Council	This would be dealt with in signing authorities (operational) under the Delegation of Authorities umbrella, rather than in this Charter, to eliminate duplication (and level of detail)
<b>Agenda</b>	Missing is the role of Chair to set the agenda and propose an annual workplan for Council's approval (as mentioned/cross-referenced in the Council Charter)	Covered in the Council Charter and not duplicated elsewhere
<b>Communication</b>	What is the governance philosophy behind the CEO/Registrar representing regulatory and governance matters with the Attorney General (the Minister) - the Council Charter says that Council reports to the Minister. I believe missing is that the President represents Council with the AG and external parties on regulatory and governance policy matters.	Again, this is a difference between a regulator and an association. As a regulator, the Chair speaks on behalf of Council, but the CEO/Registrar is the lead spokesperson for the organization on regulatory matters since that is their expertise. Also, the Act confers responsibility on the Registrar for most regulatory functions, not least of which is the decision to grant a licence.

Item	Councillor's Comment	GSI Response
		This is dealt with in more depth in the Communications Protocol (next tranche of policies)
<b>Absent</b>	<p>Last section "Process"</p> <p>"If the chair is absent from a meeting of the Council or unable to act, the President-elect would act"</p> <p>I think more procedure is needed here. What happen if president- elect is also not available and so on down the chain of commend.</p>	We usually only list the immediate replacement for any position, secondary contingencies ought to be very rare, and would be dealt with either through rules of order or by the Council itself

## 2. Council Charter

Item	Councillor's Comment	GSI Response
<b>Throughout the document</b>	Recommend changing "members" to "license holders".	Council is still determining the correct wording.
<b>Purpose</b>		
<b>Powers and Duties</b>		
<b>Responsibilities</b>		
<b>Bullet point (6)</b>	<p>Why single out Communications policy? Isn't it covered off under regulatory and governance policies?</p>	This is a best practice for Board responsibilities, drawn explicitly from the CSA guideline for board responsibilities adopted across sectors, not just those with public securities (CSA is Canada's governance code unless a sector or industry practice has a compelling exception, which is not the case here in our view.)
<b>TOR</b>	<p>Under responsibilities, the fifth bullet from bottom</p> <p>"Approving terms of reference and annual work plans and monitoring the performance of any such committees"</p> <p>Should H/R plan be included</p>	<p>Governance committee mandates will be determined by Council and committees will be responsible for ensuring they have workplans for accomplishing their mandates.</p> <p>An "HR Plan" per se is likely more operational and staff level vs. Council.</p>

Item	Councillor's Comment	GSI Response
<b>Governance Process and Meetings</b>		
<b>Bullet point (7)</b>	Suggestion to remove this bullet point - "With the support of the Secretariat, prepare and circulate draft minutes for all meetings to document the Council's discharge of its responsibilities, subject to formal approval." As it duplicates the role of the secretariat.	It is a responsibility of Council to ensure that minutes are prepared.
<b>Bullet point (8)</b>	Suggestion to remove this bullet point – "Commit to ensuring that anyone serving on Council or a PEO committee receives appropriate orientation, education and training to enable them to fulfill their mandates effectively." As it duplicates the role of the secretariat.	It is the responsibility of Council to ensure that Council and Committee members receive appropriate orientation, education, and training.
<b>Bullet point (9)</b>	Recommendation to change the bullet point indicating that Council had the responsibility to develop and approve its own budget, to approving PEO's budget.	This point is accurate – but we were trying to differentiate between Council's budget and PEO's budget – at the level of Council's budget, they need to ensure that they have the resources to carry out their duties and responsibilities.
<b>Risk Oversight</b>	I don't see any language about risk - monitoring/ managing/ mitigating - in particular regulatory risk but organizational and other risks as well	Agree there should be an explicit responsibility for risk governance / oversight in the Council Charter. Recommend that this be added at the next review date.
<b>Policy Direction</b>	While we have agreed that Council owns policy it is only very lightly touched upon here, and in terms which are very reactive: "reviewing, approving and monitoring compliance with high-level regulatory and governance policies." I don't	Agree that policy direction should be included as an explicit responsibility. Recommend that this be added at the next review date.

Item	Councillor's Comment	GSI Response
	see anything about setting policy direction.	

### 3. Delegation of Authority

- PEO should insert the \$ level of authorities suitable for current operational practices (this is not something that GSI can do independently since client situations vary so widely.)
- GSI will review this and the new Expense Policy with the Finance/Audit Committee(s) and reconcile any differences between the two – for the April Council meeting.
- The term of Executive Leadership Team was picked up from the above policies. This was defined as the Past-President, the President, the President-elect and the CEO/Registrar. PEO to confirm that this is a team that is being utilized in current practice and how they see this grouping going forward (keep, change, eliminate)? This is something we are scheduled to review in Phase 3.

Item	Councillor's Comment	GSI Response
<b>Expense Policy</b>	<p>We have a disconnect between the revised Expense Policy and the Charter dealing with Delegated Authority.</p> <p>[other Councillor on same item]</p> <p>The recommendations coming forward from FIC/AUD seem reasonable. Are they inconsistent with recommended best practice here?</p> <p>[related comment from another councillor]</p> <p>I am shocked and surprised that the approval of expenses still fall to the Chair of Council in some instances. This is not typical. Expense approval should be and must be a Staff function. The Chair/President should not be approving/reviewing nor should any other volunteer/council member being reviewing and approving expenses.</p>	<p>Yes this is correct: these two policies were developed independently from one another and should have been reconciled prior to coming to Council.</p> <p>GSI will review this and the new Expense Policy with the Finance/Audit Committee(s) and reconcile any differences between the two – for the April Council meeting.</p> <p>There are two checks going on here, which may help to reconcile: best governance practice is for expenses to be approved by a more senior officer than the submitter, so in the case of the CEO, this must be the Council Chair. In addition, controls are put in place to ensure these follow policy and budget approvals (CFO or Audit Committee check on those) but to have a staff member approve CEO expenses puts them in an untenable</p>

Item	Councillor's Comment	GSI Response
		position with someone to whom they report.

#### 4. Councillor Submissions Protocol

Item	Councillor's Comment	GSI Response
<b>Note at bottom of page</b>	Member's submissions should be sent to the RCC for consideration.	AGM limited to items outlined in the Bylaws.
<b>ditto</b>	Having member submissions as a footnote to this policy seems like strange way to format this. Otherwise the content is fine	After having a lengthy treatment of Member Submissions in the originally drafted Protocol, we ended up leaving only this confirmation of current practice here. There was no compelling argument to change this. We're open to suggestions on how to format or include this.

#### 5. CEO/Registrar's Charter

Item	Councillor's Comment	GSI Response
<b>Duties and Powers</b>		
<b>1 (b)</b>	Is it accurate that the CEO/Registrar is responsible for developing PEO's Strategic direction, etc?	This is the CEO/Registrar's responsibility. Council will approve the strategic direction.
<b>6 (b)</b>	Replace "public safety" with "public interest"	Agree, we are agreeable that this revision be made when Charter next is updated.
<b>Role</b>	I believe that the role is overstated beyond operations to say that the CEO/Registrar represents regulatory matters to the AG and with external parties. What is it not only regulatory operational matters,	Again, this is a difference between a regulator and an association. As a regulator, the Chair speaks on behalf of Council, but the CEO/Registrar is the lead spokesperson for the organization on regulatory



Item	Councillor's Comment	GSI Response
	with regulatory and governance policy matters represented by the President to the AG and external bodies (see comments above for President/Chair)?	matters since that is their expertise. This is dealt with in more depth in the Communications Protocol (next tranche of policies)
<b>P.Eng</b>	Missing is the requirement for the Registrar to be a licensed engineer	Competencies would be captured in the CEO/Registrar's Competencies & Attributes Profile rather than the core charter

## Councillor Comments on new Governance Directions

That, in addition to the governance tenets previously adopted, Council agrees to the following governance directions and commits to taking the necessary steps to achieve them:

### Overarching Comments

Item	Councillor's Comment	GSI Response
<b>Process of review?</b>	<p>Regarding Item 2.5: In the briefing note it identifies a section labeled process followed (or similar). What process did the executive committee undertake to come to the conclusions within the Motion and BN. More specifically related to the different committees, their area of purview. As well, did the executive committee reference and review what other Engineering regulators have as committees of Council?</p> <p>Which other regulatory/ governance boards were reviewed for types of committees etc? Law Society? College of Teachers? APEGA/APEGS/APEGNB/ ENGGEOMB etc? For this item, I have not seen a proper report that identifies why what is being proposed is the right solution.</p>	<p>GSI's recommendations, including alternatives, were based on our pre-existing research of self-regulatory bodies, including professions (but not explicitly engineers, partly since many of these are still dual mandate so are not good examples of regulatory governance practice). Both the core regulatory committees (standards, registration, complaints, discipline) and the core governance committees (audit, governance, human resources, regulatory) are pretty standard across SRO's in Canada. There are of course lots of permutations and variations, which we did review with the Executive Committee, and their dialogue ended up changing the number of governance committees from three to four, for example. So from GSI's perspective, there was a thorough process undertaken by the Executive. However, we can't speak for the Executive Committee of course.</p>
<b>Enforcement of Act?</b>	<p>Would you be able to clarify where enforcement of Act lies? My assumption is with Staff based on policies set and approved by committees of Council and Council.</p>	<p>Big picture, Council is ultimately responsible but the CEO/ Registrar has both statutory and delegated duties for enforcement, plus of course the statutory committees,</p>

Item	Councillor's Comment	GSI Response
	<p>[related comment from another councillor]</p> <p>Where in these 4 [governance committees] is PEO's mandate to regulate the practice of engineering? specifically enforcement and professional standards and guidelines</p>	<p>especially the downstream Complaints and Discipline are directly enforcing the Act in their statutory duties too, as are others.</p> <p>The Legislation &amp; Regulatory Policy Committee will have primary carriage of proposed amendments to legislation, regulations, bylaws and policies to regulate the practice of engineering, with staff holding the pen on these, the committee reviewing and recommending (due diligence) and then Council approving.</p>
<b>Committees structure?</b>	<p>If Council approves the committees as detailed in item 2.5, will Council, with Staff and GSI assistance, further define the structure of said committees (ie roster, term limits etc.)?</p>	<p>Yes, that is precisely what will happen. Their committee charters are scheduled to be submitted to the April Council meeting, and Phase 3 will deal with their composition and selection. While a bit frustrating, this iterative process is what PEO asked GSI to follow when the RFP was issued.</p>
<b>Transition</b>	<p>I assume that until such time as the roster and structure of the committees is determined, Council must move forward with appointments to committees such as the ones to be discussed in the in camera section?</p> <p>[related comment from another councillor]</p> <p>It seems to me that issue 4.3 on the upcoming council meeting 539 (adding 3 members to the discipline committee) is in direct conflict to 2.5 the new council committees</p>	<p>There is a transition plan to populate the governance committees in April and May from the new Council; statutory committee appointments can and should continue as long as these are not councillors (with one exception from statute).</p>

Item	Councillor's Comment	GSI Response
<b>Enforcement Committee?</b>	Where does the enforcement committee fit in here? Still to be considered?	<p>Correct – all the “other” committees will be considered and fully discussed during Phase 3 (summer/fall) before Council decides on their disposition. Without precluding that dialogue, one question is whether these other committees, including Enforcement, should actually be committees of council, or committees of PEO itself, advisory to the CEO/Registrar (or to Council via the CEO/Registrar in some cases). It is something we should talk about early in Phase 3.</p> <p>Protecting the public is the central driver for all the governance changes: governance is just a means towards an end, the end is public protection.</p>

1. PEO will use only the regulatory committees mandated by legislation, with mandates as per statute (notably Complaints, Discipline, Registration, ARC, ERC).

Item	Councillor's Comment	GSI Response
<b>Enforcement?</b>	Our act is certainly unclear on the role of PEO in enforcement	This is related to the comment above on Enforcement – this committee will be discussed in Phase 3. A possible distinction here is between “committees of council” and “committees of PEO”.
<b>Regulatory function</b>	The main areas of regulatory function are missing such as professional standards and guidelines, enforcement and few more such as complaints,	The statutory committees largely fulfil these regulatory oversight functions, plus the new Legislation & Regulatory Policy committee of Council will

Item	Councillor's Comment	GSI Response
	discipline. Frankly there are new areas that should be added as part of regulatory function. This requires more open conversation.	oversee any proposed amendments to the Act, Regulations, Bylaws or Policies concerning regulation. The "other" committees such as Enforcement will be discussed in Phase 3.

2. PEO will use four governance committees of Council: Finance & Audit; Human Resources & Compensation; Nominations & Governance; Regulatory Policy & Legislation.

Item	Councillor's Comment	GSI Response
<b>Names of GC's</b>	I feel strongly that the naming of the board committees be reworded to more clearly identify the main function/ purpose of the committee.	GSI agrees with these suggested revisions (only): Audit & Finance Committee, to recognize that audit is its core mandate; Governance & Nominating Committee, which is the much more common name of this core committee; Legislation & Regulatory Policy Committee, to recognize the building on the current committee and the priority of legislation.
<b>Compensation and Nominating (People) Committee</b>	Suggestion to move Nominating into HRC, since governance is such a heavy workload, and this would put "people" together in a single committee.	There is a reasonable case to be made in either direction, but GSI and the Executive Committee after considerable dialogue agreed on the alignment of outputs as recommended. The rationale for nominating being with governance is that these both deal with Council, its composition, effectiveness and evaluation. It is much easier for a single committee to deal with competencies-based selection, for example, as we anticipate moving more in that direction in the future. HRC deals with the CEO/Registrar primarily, as well as equity broadly, but these don't really overlap with nominating to the extent that governance does.

Item	Councillor's Comment	GSI Response
<b>Governance &amp; Risk</b>	Suggestion to rename	GSI's recommended approach to risk governance overall (entity wide) is that this belongs to Council as a whole, and should not be delegated to a committee. The rationale is that risk tolerances, appetite and governance are integral to setting strategy, which is something that every Councillor should be directly engaged in, it is one of the core functions of a governing board. Having said that, each of the four governance committees has carriage for overseeing effective risk management of risks in their areas of responsibility. But no single committee any more than any other. Hope that clarifies the distinction.
<b>Current GC's?</b>	<p>- I think a clear understanding of the embedding of current committees under the 4 new governance committees will bring more transparency of the value of this change to consolidate and coordinate efforts to timely and helpful outcomes. Is how I understand this correct and if so, can this be communicated?</p> <p>-&gt; Finance and Audit (reporting in will be the current FIC and AUD)</p> <p>-&gt; Nominations &amp; Governance (reporting in will be the current EXE, CESC, RCC?, and will steward the outcomes from the Succession Planning Task Force, Council Composition Task Force, Council Term Limits Task Force, Governance Working Group Task Force)</p> <p>-&gt; Human Resources &amp; Compensation (reporting in will be the current HRC, ACV, Equity &amp; Diversity committee, RCC?, VLC?)</p> <p>-&gt; Regulatory Policy and Legislation (reporting in will be the current LIC, ENF, PEO-OAA, PSC, 30by30 Task Force, and steward the outcomes of the Emerging Disciplines Task Force</p>	<p>Audit Committee remains, with Finance and Investment Committees merged into it.</p> <p>Central Elections Committee remains, with Regional Elections merged into it. RCC remains unaffected at this phase. Correct on task forces.</p> <p>Human Resources Committee remains, changes its name and mandate. Other committees unchanged at this phase.</p> <p>Legislation Committee remains with name and mandate change. All committees that work on regulatory policy, bylaws, regulation or legislation now report to this committee for that portion of their work until they transition it fully over to this committee.</p>

Item	Councillor's Comment	GSI Response
	and the Public Information Campaign Task Force report)	EDTF has not been addressed yet. Nor the other one mentioned.
<b>Transition</b>	- I think we need to be clear which current committees their regulatory policy work will be transitioned out of to the new Regulatory Policy and Legislation committee, which I understand will be policy work in the current ENF, LIC, ARC. ERC and PSC?	All committees, no exceptions
<b>RPL Committee</b>	<p>Can more details be provided for the outcomes of the Regulatory Policy and Legislation committee, since this will likely deal with significant licensing issues facing PEO, gaps in standards, enforcement issues, etc.</p> <p>[related comment] Further - in the BN, the 4 Committees (Audit etc) listed include the areas of work these committees will undertake. For 3 of the committees, there is a comprehensive description of undertaking, but for the Regulatory policy and Legislation Committee, there is only vague references. Please provide specific information in similar detail to the previously described committees in the briefing note.</p>	<p>Good suggestion: the current list of outputs is derived directly from the Activity Filter review of outputs provided to Council in November, and this only has these outputs related to this committee. It is accurate that this mandate touches on every aspect of regulatory policy, including many that are currently in the stewardship of many other committees, but it is the same type of output. We will work with staff to flesh these out further.</p>
<b>Audit &amp; Finance: new outputs?</b>	Ask for clarification on what specifically are meant as the additional outputs of "non-audit services" and "internal audit" on proposed joined Finance and Audit Committee?	<p>"Non-audit services" means that the Audit Committee must pre-approve any services being provided by the auditor to the organization other than audit services. The rationale for this is to ensure the independence of the auditor. In the case of Arthur Andersen and Enron, it turned out that Andersen was earning over \$50 million in consulting fees from Enron annually while at the same time being their auditor. This put pressure on the auditor to be more flexible and permissible when it came to "innovative" accounting practices at Enron.</p>

Item	Councillor's Comment	GSI Response
		<p>This provision was introduced in the Sarbanes-Oxley Act as a direct result of Andersen's bankruptcy, and has been adopted in Canada (CSA National Instrument 52-110 is the authority in Canada).</p> <p>"Internal audit" means that the Audit Committee should satisfy itself that there are adequate internal controls in place, and audits or tests of their effectiveness. This doesn't necessarily mean that every organization needs an internal auditor or internal audit function, but the Audit Committee should at least, on an annual basis, have a dialogue with the CFO and the external auditor about the adequacy of internal audit plans and whether it makes sense to outsource, insource or expand the external auditor's scope to cover off required internal audit functions. This is not covered well in guidelines or codes in the US or Canada, but it is a best practice from the Institute of Internal Auditors and is supported by governance authorities and professionals.</p>

3. Regulatory policy governance will be centralized by Council in the Regulatory Policy & Legislation Committee.

Item	Councillor's Comment	GSI Response
	No comments other than those dealt with earlier	

4. Effective 2021 AGM: new governance committees will replace current model; no new non-Councillors will be appointed but existing non-Councillors may be grand-parented for one year transition at request of committee or its chair.



Item	Councillor's Comment	GSI Response
	No comments other than those dealt with earlier	

5. Effective Now: Council will not strike new committees nor approve changes in committee terms of reference, except to the extent that these coincide with the governance initiative itself.

Item	Councillor's Comment	GSI Response
<b>New Committee moratorium</b>	Can we clarify that Council will not strike new committees or change ToR during the governance roadmap, that is until AGM 2022? To suggest indefinitely does not allow for ToR updates to committees and for council to have options to deal with significant regulatory issues in the action plan	<p>That does not stop PEO from striking a task force if a compelling reason arises – but these do not need to be, and should not be, “committees of council”. Currently, PEO has too many committees of council, by a wide margin, and it will take likely years to rationalize these and transition them to optimize effectiveness and efficiency. Once these governance and regulatory committees are in place, and then Phase 3 agrees on the disposition of all “other” committees, there should be no need or call for any further committees of Council.</p> <p>Yes, Terms of Reference will need to be amended for these new committees on a regular basis once they are functioning.</p>

6. First year transition only: Councillors will be invited to specify preferences for serving on governance committees with rationale based on experience; appointments for 2021-22 will proposed for Council's approval using operational resources and random selection to break ties as needed.

Item	Councillor's Comment	GSI Response
	No comments other than those dealt with earlier	

7. Current committees will not take on any further regulatory or governance policy functions, but may finalize current regulatory policy work under the oversight of the Regulatory Policy & Legislation Committee with a final transfer of responsibilities effective 2022 AGM.

Item	Councillor's Comment	GSI Response
	No comments other than those dealt with earlier	

# Briefing Note – Decision

<b>C-539-2.6</b>
------------------

## 2020 AUDITED FINANCIAL STATEMENTS

**Purpose:** To approve the audited financial statements for the year ended December 31, 2020 and the auditor's report thereon.

**Motions to consider:**

That Council:

- a) approve the audited financial statements for the year ended December 31, 2020, and the auditor's report thereon, as presented to the meeting at C-539-2.6, Appendix A; and
- b) authorize the President and President-elect to sign the audited financial statements on Council's behalf.

**Prepared by** Chetan Mehta, Director - Finance

**Moved by** Councillor Sherlock Sung, Chair – Audit Committee

### 1. Need for PEO Action

PEO's governing legislation and its By-laws require that Council approve the audited financial statements of the Association for presentation to members at PEO's Annual General Meeting and that these statements be published on PEO's website for access to all members.

The Audit Committee's legislated mandate approved by Council is to:

- Oversee the auditing of the Association's financial statements by an external auditor; and
- Monitor the accounting and financial reporting processes and systems of internal control.

**PEO By-Law No. 1, section 51 states:**

*The Council shall lay before each Annual Meeting of the members a financial statement prepared in accordance with generally accepted accounting principles for the previous fiscal year of the association (made up of a balance sheet as at the end of such fiscal year and statements of revenue and expenditure and members' equity for such fiscal year) together with the report of the association's auditors on the financial statement. The financial statements with (a summary of) the auditor's report shall be published in the official publication of the association after its approval by the Council.*

### 2. Proposed Action / Recommendation

That Council approve the audited financial statements and the auditor's report thereon for the year ended December 31, 2020 for presentation to members at the 2021 Annual General Meeting, and that the statements be published on PEO's website and in the next edition of *Engineering Dimensions*, as required by legislation and PEO's By-laws.

### 3. Next Steps

Once the 2020 financial statements are approved and signed by the President and President-Elect, the audited financial statements will be available to members at the 2021 Annual General Meeting and the statements will be published on PEO's website in April and in the next edition of *Engineering Dimensions*. A financial report and financial statement analysis will be prepared and published as well. A Q&A on PEO's operations for 2020 will be developed for the 2021 Annual General Meeting based on anticipated questions.

### 4. Peer Review & Process Followed

<b>Process Followed</b>	The 2020 audited financial statements and auditor's report were presented to the Audit and Finance Committees at the joint meeting of these committees on Feb 25, 2021 for discussion, review and approval. At this meeting, the committee members met with the auditor from Deloitte and after extensive discussions, the audit committee unanimously approved the 2020 draft audited statements and the auditor's report and recommended that these be presented to Council for approval.
<b>Council Identified Review</b>	None
<b>Actual Motion Review</b>	At the joint audit-finance committee meeting on Feb 25, 2021, the Audit Committee approved the 2020 audited financial statements and auditor's report and recommended these be presented to Council for approval.

### 5. Appendices

Appendix A – 2020 audited financial statements and auditor's report

Appendix B – Report on financial highlights for the year-end December 31, 2020

---

# Financial statements of Association of Professional Engineers of Ontario

December 31, 2020

---

---

Independent Auditor's Report	1-2
Statement of operations and changes in net assets	3
Statement of financial position	4
Statement of cash flows	5
Notes to the financial statements	6-15

---



Deloitte LLP  
400 Applewood Crescent  
Suite 500  
Vaughan ON L4K 0C3  
Canada

Tel: 416-601-6150  
Fax: 416-601-6151  
www.deloitte.ca

## Independent Auditor's Report

To the Members of the  
Association of Professional Engineers of Ontario

### Opinion

We have audited the accompanying financial statements of the Association of Professional Engineers of Ontario which comprise the Statement of financial position at December 31, 2020, and the statements of operations and changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association of Professional Engineers of Ontario as at December 31, 2020, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Association of Professional Engineers of Ontario in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Responsibilities of Management and those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association of Professional Engineers of Ontario's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association of Professional Engineers of Ontario or to cease operations, or has no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Association of Professional Engineers of Ontario's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association of Professional Engineers of Ontario's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association of Professional Engineers of Ontario's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Association of Professional Engineers of Ontario to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Chartered Professional Accountants  
Licensed Public Accountants  
March 26, 2021



**Association of Professional Engineers of Ontario**  
**Statement of operations and changes in net assets**  
Year ended December 31, 2020

	Notes	2020 \$	2019 \$
<b>Revenue</b>			
P. Eng revenue		<b>19,192,091</b>	16,617,881
Application, registration, examination and other fees		<b>8,069,121</b>	8,507,693
Building operations	5	<b>2,433,586</b>	2,063,933
Investment income		<b>839,194</b>	572,499
Advertising income		<b>105,359</b>	214,087
Chapter revenues	3	<b>33,358</b>	—
		<b>30,672,709</b>	27,976,093
<b>Expenses</b>			
Staff salaries and benefits/retiree and future benefits	10	<b>11,541,133</b>	11,948,676
Building operations	5	<b>2,196,630</b>	2,497,508
Amortization		<b>1,152,613</b>	1,182,780
Computers and telephone		<b>1,137,393</b>	1,001,350
Engineers Canada		<b>1,024,502</b>	1,009,422
Purchased services		<b>958,697</b>	1,295,698
Occupancy costs	5	<b>846,019</b>	845,733
Legal (corporate, prosecution and tribunal)		<b>765,986</b>	720,790
Transaction fees		<b>700,010</b>	650,829
Contract staff		<b>502,825</b>	551,099
Consultants		<b>454,680</b>	255,675
Chapters	14	<b>327,940</b>	942,292
Postage and courier		<b>210,455</b>	417,773
Insurance		<b>143,100</b>	128,505
Professional development		<b>109,858</b>	143,358
Volunteer expenses		<b>109,056</b>	614,032
Printing		<b>64,677</b>	97,200
Office supplies		<b>57,673</b>	129,224
Advertising		<b>45,243</b>	74,808
Recognition, grants and awards		<b>31,772</b>	152,623
Staff expenses		<b>18,857</b>	89,783
		<b>22,399,119</b>	24,749,158
Excess of revenue over expenses before the undernoted		<b>8,273,590</b>	3,226,935
Council discretionary reserve expenses	9	<b>388,086</b>	298,827
Excess of revenue over expenses		<b>7,885,504</b>	2,928,108
Remeasurement and other items	7	<b>(3,307,400)</b>	4,647,153
Net assets, beginning of year		<b>24,727,697</b>	17,152,436
Adjustment for change in accounting policy	3	<b>(3,724,941)</b>	—
<b>Net assets, end of year</b>		<b>25,580,860</b>	24,727,697

The accompanying notes are an integral part of the financial statements.

**Association of Professional Engineers of Ontario****Statement of financial position**

As at December 31, 2020

	Notes	2020 \$	2019 \$
<b>Assets</b>			
Current assets			
Cash in interest bearing accounts		8,219,649	3,031,510
Accounts receivable		1,382,842	767,025
Prepaid expenses and deposits		475,843	363,272
Other assets		251,044	328,077
		<b>10,329,378</b>	4,489,884
Marketable securities, at fair value		15,069,278	11,303,103
Capital assets	4	31,340,072	33,301,183
		<b>56,738,728</b>	49,094,170
<b>Liabilities</b>			
Current liabilities			
Accounts payable and accrued liabilities	16	2,513,546	2,024,830
Fees in advance and deposits		11,573,230	11,048,555
Current portion of long-term debt	6	1,088,796	1,088,796
		<b>15,175,572</b>	14,162,181
Long-term			
Long-term debt	6	2,540,496	3,629,292
Employee future benefits	7	13,441,800	6,575,000
		<b>31,157,868</b>	24,366,473
Net assets	8	25,580,860	24,727,697
<b>Total liabilities and net assets</b>		<b>56,738,728</b>	49,094,170
Contingencies	17		

The accompanying notes are an integral part of the financial statements.

Approved by the Council

\_\_\_\_\_, Director

\_\_\_\_\_, Director

**Association of Professional Engineers of Ontario****Statement of cash flows**

Year ended December 31, 2020

	Notes	2020 \$	2019 \$
<b>Operating activities</b>			
Excess of revenue over expenses		<b>7,885,504</b>	2,928,108
Add (deduct) items not affecting cash			
Amortization		<b>2,269,255</b>	2,243,632
Amortization – other assets		<b>77,033</b>	178,563
Employee future benefits expensed		<b>713,400</b>	1,017,653
Change in unrealized (gains) losses on marketable securities		<b>507,308</b>	(337,636)
Losses (gains) on disposal of marketable securities		<b>46,294</b>	25,596
		<b>11,498,794</b>	6,055,916
Change in non-cash working capital items	11	<b>285,003</b>	1,314,757
		<b>11,783,797</b>	7,370,673
<b>Financing activities</b>			
Payout of previous mortgage	6	—	(5,441,000)
Proceeds from refinancing of mortgage	6	—	5,443,952
Repayment of mortgage	6	<b>(1,088,796)</b>	(891,864)
Contributions to employee future benefit plans		<b>(1,181,800)</b>	(1,072,100)
		<b>(2,270,596)</b>	(1,961,012)
<b>Investing activities</b>			
Net change in marketable securities		<b>(4,319,777)</b>	(4,172,055)
Additions to capital assets		<b>(308,144)</b>	(929,202)
Additions to other assets		—	(50,332)
		<b>(4,627,921)</b>	(5,151,589)
Increase in cash		<b>4,885,280</b>	258,072
Cash beginning of year as previously reported		<b>3,031,510</b>	2,773,438
Adjustment for change in accounting policy	3	<b>302,859</b>	—
<b>Cash, end of year</b>		<b>8,219,649</b>	3,031,510

The accompanying notes are an integral part of the financial statements.

## Association of Professional Engineers of Ontario

### Notes to the financial statements

Year ended December 31, 2020

---

#### 1. Nature of operations

The Association of Professional Engineers of Ontario ("PEO") was incorporated by an Act of the Legislature of the Province of Ontario. Its principal activities include regulating the practice of professional engineering, and establishing and maintaining standards of knowledge, skill and ethics among its members in order to protect the public interest. As a not-for-profit professional membership organization, it is exempt from tax under section 149(1) of the Income Tax Act.

#### 2. Significant accounting policies

These financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations and reflect the following accounting policies:

##### (a) Financial instruments

PEO initially recognizes financial instruments at fair value and subsequently measures them at each reporting date, as follows:

Asset/liability	Measurement
Cash and marketable securities	Fair value
Accounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Long-term debt	Amortized cost

Financial assets measured at amortized cost are assessed at each reporting date for indications of impairment. If such impairment exists, the financial asset shall be written down and the resulting impairment loss shall be recognized in the statement of operations and changes in net assets for the period.

Transaction costs are expensed as incurred.

##### (b) Hedge accounting

PEO entered into an interest rate swap in order to reduce the impact of fluctuating interest rates on its long-term debt. The policy of PEO is not to enter into interest rate swap agreements for trading or speculative purposes.

The interest rate swap held by PEO is eligible for hedge accounting. To be eligible for hedge accounting, an instrument must meet certain criteria with respect to identification, designation and documentation. In addition, the critical terms of the derivative financial instrument must match the specific terms and conditions of the hedged item. The fair value of derivative instruments eligible and qualifying for hedge accounting is generally not recognized on the Statement of financial position. Gains and losses on such instruments are recognized in the Statement of operations and changes in net assets in the same period as those of the hedged item.

Interest on the hedged item is recognized using the instrument's stated interest rate plus or minus amortization of any initial premium or discount and any financing fees and transaction costs. Net amounts receivable or payable on the interest rate swap are recorded on the accrual basis of accounting and are recognized as an adjustment to interest on the hedged item in the period in which they accrue.

## Association of Professional Engineers of Ontario

### Notes to the financial statements

Year ended December 31, 2020

---

## 2. Significant accounting policies (continued)

### (b) Hedge accounting (continued)

PEO may only discontinue hedge accounting when one of the following situations arises:

- (i) The hedged item or the hedging item ceases to exist other than as designated and documented;
- (ii) The critical terms of the hedging item cease to match those of the hedged item, including, but not limited to, when it becomes probable that an interest-bearing asset or liability hedged with an interest rate swap will be prepaid.

When a hedging item ceases to exist, any gain or loss incurred on the termination of the hedging item is recognized as an adjustment of the carrying amount of the hedged item.

When a hedged item ceases to exist, the critical terms of the hedging item cease to match those of the hedged item, or it is no longer probable that an anticipated transaction will occur in the amount designated or within 30 days of the maturity date of the hedging item, any gain or loss is recognized in net income.

### (c) Revenue recognition

License fee revenue, excluding the portion related to the Building Fund, is recognized as revenue on a monthly basis over the license period. Building Fund revenue is recognized as revenue at the commencement of the license period. Other revenues are recognized when the related services are provided.

### (d) Donated services

The Association receives substantial donated services from its membership through participation on council and committees and as chapter executives. Donations of services are not recorded in the accounts of the Association.

### (e) Employee future benefits

#### *Pension plans*

The cost of PEO's defined benefit pension plans is determined periodically by independent actuaries using the projected benefit method prorated on service. PEO uses the most recently completed actuarial valuation prepared on the going concern basis for funding purposes for measuring its defined benefit pension plan obligations. A funding valuation is prepared in accordance with pension legislation and regulations, generally to determine required cash contributions to the plan.

#### *Other non-pension plan benefits*

The cost of PEO's non-pension defined benefit plan is determined periodically by independent actuaries. PEO uses an accounting actuarial valuation performed once every year for measuring its non-pension defined benefit plan obligations. The valuation is based on the projected benefit method prorated on service.

For all defined benefit plans, PEO recognizes:

- (i) The defined benefit obligation, net of the fair value of any plan assets, adjusted for any valuation in the statement of changes in net assets;
- (ii) The cost of the plan for the year.

## Association of Professional Engineers of Ontario

### Notes to the financial statements

Year ended December 31, 2020

---

## 2. Significant accounting policies (continued)

### (f) Capital assets

Capital assets are recorded at cost. Amortization is calculated on the straight-line basis at the following annual rates.

Building	2%
Building improvements – PEO	5%
Building improvements – common area	3.3% to 10%
Building improvements – non-recoverable	10% to 20%
Computer hardware and software	33%
Furniture, fixtures and telephone equipment	10%
Audio visual	20%

The Association's investment in capital assets is included as part of Net assets on the Statement of financial position.

### (g) Use of estimates

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Accounts requiring significant estimates and assumptions include capital assets, accrued liabilities, and employee future benefits.

## 3. Change in Accounting Policy

The Association changed its accounting policy with respect to its chapters in 2020. Previously the financial information of the 36 chapters of the Association was not consolidated in the financial statements as management believed that the effort and cost required to prepare financial statements for each chapter for consolidation purposes far exceeded the benefits of doing so. In 2020, the Association centralized the banking and accounting functions of all of the 36 chapters and determined that the financial transactions of all chapters will be consolidated into the financial statements of the Association. The change in accounting policy has been applied prospectively resulting in an increase in net assets and cash of \$302,859 as of January 1, 2020 to record the unused amount of prior year monies returned by the chapters.

During the year the Association adopted amendments to section 3463 Part III of the CPA Canada Handbook. PEO continues to use the most recently completed actuarial valuation prepared on the going concern basis for funding purposes for measuring its defined benefit pension plan obligations. Changes to pension legislation required that a Provision for Adverse Deviation be included in the actuarial valuation for funding purposes. The amendments to section 3463 confirm that the Provision for Adverse Deviation should be included in the obligation reported for accounting purposes. In accordance with the transitional provisions to section 3463, the impact of the Provision for Adverse Deviation as of January 1, 2020 is reflected as a change in opening net assets. This has resulted in a reduction of \$4,027,800 to opening net assets.

**Association of Professional Engineers of Ontario****Notes to the financial statements**

Year ended December 31, 2020

**3. Change in Accounting Policy (continued)**

The total impact of change in accounting policies on opening net assets is as follows:

	2020 \$
Cash from consolidation of chapters	302,859
Provision for Adverse Deviation per amendments to section 3463 Part III	(4,027,800)
	<b><u>(3,724,941)</u></b>

**4. Capital assets**

	Cost \$	Accumulated amortization \$	2020 Net book value \$	2019 Net book value \$
Building	19,414,668	4,584,367	14,830,301	15,218,595
Building improvements – PEO	8,961,068	4,241,604	4,719,464	5,168,344
Building improvements – common area	11,203,111	4,861,811	6,341,300	6,958,756
Building improvements – non recoverable	741,332	177,282	564,050	453,510
Land	4,366,303	—	4,366,303	4,366,303
Computer hardware and software	5,287,238	4,894,432	392,806	883,278
Furniture, fixtures and telephone equipment	1,469,640	1,348,492	121,148	201,680
Audio visual	1,008,315	1,003,615	4,700	32,592
Work-in-progress	—	—	—	18,125
	<b>52,451,675</b>	<b>21,111,603</b>	<b>31,340,072</b>	<b>33,301,183</b>

**Association of Professional Engineers of Ontario****Notes to the financial statements**

Year ended December 31, 2020

**5. Building operations**

PEO maintains accounting records for the property located at 40 Sheppard Avenue West, Toronto, ON as a stand-alone operation for internal purposes. The results of the operation of the building, prior to the elimination of recoveries and expenses related to PEO, are as follows:

	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Revenue		
Rental	<b>894,834</b>	728,919
Operating cost recoverable – tenants	<b>1,280,453</b>	1,048,012
Parking	<b>143,125</b>	145,200
Miscellaneous	<b>115,174</b>	141,802
	<b>2,433,586</b>	2,063,933
Operating cost recoverable – PEO	<b>751,733</b>	754,538
	<b>3,185,319</b>	2,818,471
Recoverable expenses		
Utilities	<b>470,173</b>	449,632
Amortization	<b>631,849</b>	614,546
Property taxes	<b>438,912</b>	442,420
Payroll	<b>258,166</b>	258,166
Janitorial	<b>198,312</b>	202,931
Repairs and maintenance	<b>98,802</b>	119,385
Property management and advisory fees	<b>50,000</b>	50,000
Security	<b>18,841</b>	19,166
Administrative	<b>23,006</b>	23,180
Road and ground	<b>20,548</b>	27,112
Insurance	<b>24,961</b>	19,728
	<b>2,233,570</b>	2,226,266
Other expenses		
Interest expense on note and loan payable	<b>137,119</b>	211,545
Amortization of building	<b>388,293</b>	388,293
Amortization of deferred costs	<b>77,033</b>	178,563
Amortization of tenant inducements	<b>96,500</b>	58,012
Other non-recoverable expenses	<b>15,848</b>	189,367
	<b>714,793</b>	1,025,780
	<b>2,948,363</b>	3,252,046
Excess (deficiency) of revenue over expenses	<b>236,956</b>	(433,575)

For purposes of the Statement of operations and changes in net assets, the operating costs recoverable from PEO of \$751,733 (\$754,538 in 2019) have been eliminated. The portion of costs allocated to PEO is reallocated from Building operations and is included in Occupancy costs on the Statement of operations and changes in net assets.



**Association of Professional Engineers of Ontario****Notes to the financial statements**

Year ended December 31, 2020

**5. Building operations (continued)**

	<b>2020</b>	2019
	<b>\$</b>	<b>\$</b>
Building revenue per above	<b>3,185,319</b>	2,818,471
Eliminated PEO portion	<b>(751,733)</b>	(754,538)
	<b>2,433,586</b>	2,063,933
Building expenses per above	<b>2,948,363</b>	3,252,046
Eliminated PEO portion	<b>(751,733)</b>	(754,538)
	<b>2,196,630</b>	2,497,508

**6. Building financing**

On April 5, 2019 the Association refinanced its outstanding loan of \$5,443,952 with the Bank of Nova Scotia. The refinanced loan is secured by a first mortgage on the property located at 40 Sheppard Avenue West, a general security agreement, and a general assignment of tenant leases. The loan is repayable in monthly installments of principal plus interest and bears a floating interest rate based on variable bankers' acceptances. The Association entered into a swap agreement related to this loan, where the floating rate debt is swapped for a fixed rate debt at an interest rate of 3.47% and settled on a net basis. The notional value of the swap is \$5,443,952 with a start date of April 5, 2019 and a maturity date of April 5, 2024 on which date the loan will be fully paid.

**7. Employee future benefits**

The Association's pension plans and post-retirement benefits plan covering participating employees (full time and retirees) are defined benefit plans as defined in Section 3462 of the CPA Canada Handbook and accounted for as per Section 3463. The pension plans provide pension benefits based on length of service and final average earnings. The post-retirement benefits plan provides hospitalization, extended health care and dental benefits to retired employees. Participation in the pension plans and benefits plan (for post-retirement benefits) has been closed to all new employees as of May 1, 2006. All employees joining after this date have the option of participating in a self-directed RRSP (registered retirement savings plan). During the year, the Association recorded \$290,806 (\$275,065 in 2019) in employer contributions to the self-directed RRSP.

**Association of Professional Engineers of Ontario****Notes to the financial statements**

Year ended December 31, 2020

**7. Employee future benefits (continued)**

The funded status of the Association's pension plans and post-retirement benefit plan using actuarial assumptions as of December 31, 2020 was as follows:

	Basic pension plan \$	Supplemental pension plan \$	Other non-pension benefit plan \$	Total \$
Accrued benefit obligation	(32,567,600)	(2,321,500)	(12,013,500)	(46,902,600)
Plan assets at fair value	31,456,200	2,004,600	—	33,460,800
Funded status – plan surplus (deficit)	(1,111,400)	(316,900)	(12,013,500)	(13,441,800)

The funded status of the Association's pension plans and post-retirement benefit plan using actuarial assumptions as of December 31, 2019 was as follows:

	Basic pension plan \$	Supplemental pension plan \$	Other non-pension benefit plan \$	Total \$
Accrued benefit obligation	(25,268,500)	(2,198,300)	(10,606,800)	(38,073,600)
Plan assets at fair value	29,527,500	1,971,100	—	31,498,600
Funded status – plan surplus (deficit)	4,259,000	(227,200)	(10,606,800)	(6,575,000)

PEO measures its defined benefit obligations and the fair value of plan assets related to the basic and supplemental pension plans for accounting purposes as at December 31 each year based on the most recently completed actuarial valuation for funding purposes. The most recently completed actuarial valuation of the pension plans for funding purposes was as of January 1, 2020. PEO measures its obligations related to its other non-pension benefit plan using an actuarial valuation prepared for accounting purposes. The most recent actuarial valuation for accounting purposes was as of December 31, 2020.

Remeasurements and other items resulting from these valuations are reported directly in net assets in the Statement of financial position and are reported separately as a change in net assets in the Statement of operations and changes in net assets.

**8. Net assets**

The net assets of the Association are restricted to be used at the discretion of Council and includes the Association's investment in capital assets of \$25,533,188 (\$28,583,095 in 2019).

**Association of Professional Engineers of Ontario****Notes to the financial statements**

Year ended December 31, 2020

**9. Council discretionary reserve**

The Council discretionary reserve is an internal allocation from the operating reserve used at the discretion of Council to fund expenses related to special projects approved by Council. These figures include \$272,039 for salaries and benefits costs of full-time staff for time spent on these projects. Expenses from the discretionary reserve were incurred on the following projects:

	<b>2020</b>	2019
	<b>\$</b>	<b>\$</b>
Regulatory Functions Review	<b>270,229</b>	241,597
Governance Advisor	<b>109,037</b>	34,372
30 by 30 Task Force	<b>8,820</b>	22,819
Emerging Discipline Task Force	<b>—</b>	39
	<b>388,086</b>	298,827

**10. Full time salaries and benefits**

During the year, the Association incurred a total of \$11,813,172 (\$12,019,938 in 2019) for salary and benefits costs for its full-time staff. Out of this amount, \$272,039 (\$71,262 in 2019) was directly attributable to special projects approved by Council and disclosed in Note 9.

**11. Change in non-cash working capital items**

	<b>2020</b>	2019
	<b>\$</b>	<b>\$</b>
Accounts receivable	<b>(615,817)</b>	(333,558)
Prepaid expenses and deposits	<b>(112,571)</b>	40,890
Accounts payable and accrued liabilities	<b>488,716</b>	(190,605)
Fees in advance and deposits	<b>524,675</b>	1,798,030
	<b>285,003</b>	1,314,757

**12. Custodial account**

The Association maintains a separate bank account for the Engineering Deans of Ontario (EDO), formerly known as the Council of Ontario Deans of Engineering (CODE). Cash held in this bank account totaling \$131,683 (\$162,089 in 2019) is not reported on the Association's Statement of financial position, as it is held in trust for EDO.

**Association of Professional Engineers of Ontario****Notes to the financial statements**Year ended December 31, 2020

---

**13. Commitments**

The Association has obligations under non-cancelable operating leases and agreements for various service agreements. The payments to the expiry of the leases and agreements are as follows:

	\$
2021	1,132,722
2022	911,192
2023	766,461
2024	3,029
	<u><b>2,813,404</b></u>

**14. Chapters of the Association**

During the year, the Association paid chapter expenses totaling \$327,940 (\$942,292 in 2019) and also incurred additional costs of \$371,362 (\$533,458 in 2019) related to chapter operations including staff salaries and benefits, and for various support activities. These amounts have been included in the various operating expenses reported on the Statement of operations and changes in net assets.

**15. Financial instruments and risk management***Interest rate risk*

PEO is exposed to interest rate risk, which is the risk that the fair values or future cash flows associated with its investments will fluctuate as a result of changes in market interest rates. Management addresses this risk through use of an investment manager to monitor and manage investments.

*Liquidity risk*

PEO's objective is to have sufficient liquidity to meet its liabilities when due. PEO monitors its cash balances and cash flows generated from operations to meet its requirements. As at December 31, 2020, the most significant financial liabilities are accounts payable and accrued liabilities, and long-term debt.

*Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. PEO's international and US equity pooled fund investments are denominated in foreign currencies the value of which could fluctuate in part due to changes in foreign exchange rates.

**16. Government remittances**

Accounts payables and accrued liabilities includes \$620,877 (\$410,275 in 2019), with respect to government remittances payable at year end.

**Association of Professional Engineers of Ontario**

**Notes to the financial statements**

Year ended December 31, 2020

---

**17. Contingencies**

PEO has been named in litigation matters, the outcome of which is undeterminable and accordingly, no provision has been provided for any potential liability in these financial statements. Should any loss result from these claims, which is not covered by insurance, such loss would be charged to operations in the year of resolution or earlier if the loss is likely and determinable.

Draft

## Professional Engineers Ontario

### Financial highlights for the year ended December 31, 2020

#### Highlights

For the year ended December 31, 2020, Professional Engineers Ontario ("PEO") generated an excess of revenue over expenses of \$8,274k before Council discretionary reserve expenses as compared to \$3,227k in 2019.

The surplus was reduced by Council discretionary spend of \$388k in 2020 as compared to \$299k in 2019 resulting in a net excess of revenues over expenses of \$7,886k as compared to \$2,928k in 2019. The 2020 Council discretionary expenses consist of spend on Regulatory Functions Review, the Governance Advisor, and the 30 by 30 Task Force.

#### Revenue

Total revenue in 2020 was \$30.7m vs \$28m in 2019 which is \$2.7m or 9.6 per cent higher than the prior year largely due to the following reasons:

- Higher P.Eng. revenues (\$19.2m in 2020 vs \$16.6m in 2019)  
An increase of \$2.6m or 15.5 per cent in membership revenues due to the full impact of the fee increase that went into effect on May 1, 2019. However, the positive impact of the fee increase was partially offset by a net fall in the total P.Eng. membership in 2020 by 1085 members or 1.3 per cent. This reduction in membership can be attributed to fewer new licenses issued in 2020 and to the higher than normal cancellation of membership for non-payment of fees. The total P.Eng membership as of Dec 31, 2020 is 84,542 vs 85,627 as of Dec 31, 2019.
- Higher Building operations revenue (\$2,433.6k in 2020 vs \$2,063.9k in 2019)  
An increase of \$369.7k in Building operations revenue is due to an increase in tenant rent and the accompanying increased operating cost recovery revenue.
- Higher Investment income (\$839.2k in 2020 vs \$572.5k in 2019)  
The \$266.7k increase in investment income in 2020 is largely due to the well-diversified asset mix in the portfolio with approximately 70 per cent invested in high quality, fixed-income instruments that have helped in insulating the portfolio from the volatility of equity markets.
- Chapter revenues (\$33.4k in 2020)  
This new revenue classification was added in 2020 due to a change in accounting policy concerning Chapters, as a result of which Chapters financials are consolidated prospectively into PEO's financial statements effective Jan 1, 2020.

The above increases were partially offset by:

- Lower Application, registration, exam, and other fees (\$8.1m in 2020 vs \$8.5m in 2019)  
A decrease of \$439k largely due to lower revenues from technical exams, professional practice exams and the national exam program. There was also a reduction in the number of P.Eng. registrations and a reduction in Engineering Intern (EIT) revenues.
- Lower Advertising revenue (\$105k in 2020 vs \$214k in 2019)  
A decrease of \$109k largely due to unfavourable market conditions resulting in fewer ads in Engineering Dimensions.

#### Expenses

Total expenses in 2020 before Council discretionary spend were \$22.4m vs \$24.7m in 2019. This represents a decrease of \$2.4m or 9.5 per cent versus the prior year primarily due to the pandemic

which has led to significant constraints in the holding of several in-person meetings, events and get togethers. As a result, there has been substantial drop across the board in most of the spend items. Some key areas that showed a substantial reduction in expenses are:

- Decrease in Chapter expenses (\$328k in 2020 vs \$942k in 2019)  
The \$614k decrease in Chapter spend in 2020 is largely due to the centralized banking initiative whereby effective 2020, all Chapter related spend is paid directly from the head office upon the receipt of invoices in contrast to the earlier set up in which the head-office paid up all of the allotment monies to each of the Chapters upfront.
- Decrease in Volunteer Expenses (\$109k in 2020 vs 614k in 2019)  
The lower spend of \$505k in 2020 is largely due to reduced travel costs for accommodation, meals, mileage, air/train fare, bus/car/taxi, and parking for events such as the AGM, Council meetings, ERC interviews, discipline hearings, and student/EIT events.
- Decrease in spend for Purchased services (\$959k in 2020 vs \$1.3m in 2019)  
The \$337k decrease in costs in 2020 is largely due to no spend on meals and catering costs for various events such as the AGM (Annual General Meeting), OOH (Order of Honour), OPEA (Ontario Professional Engineering Award), VLC (Volunteer Leader's Conference), etc.; lower spend on catering costs for various committee meetings; lower spend on the setting, marking and invigilation for technical exams; lower costs for scanning records, etc. This decrease is partially offset by an increase in the costs for professional practice exams, costs for a facilitator for the VLC, and higher audio-visual spending for remotely conducting various events such as the AGM and GLP (Govt. Liaison Program).
- Lower spend on Staff salaries and benefits (\$11.54m in 2020 vs \$11.95m in 2019)  
The decrease of \$408k lower spend on FT salaries and benefits in 2020 vs 2019.
- Decrease in spend on Building operations (\$2,197k in 2020 vs \$2,498k in 2019)  
Decrease of \$301k is due to lower legal spend on negotiating new leasing contracts; no spend on leasing commissions, and lower mortgage interest payments. This decrease is partially offset by higher spend on tenant inducements.
- Decrease in spend on Postage and courier (\$210k in 2020 vs \$418k in 2019)  
There was a decrease of \$208k in postage and courier costs largely due to the significant reduction in mailing out of correspondence in 2020 due to office closure on account of the pandemic. Instead, there was an emphasis on sending out electronic correspondence.

The above decreases in expenses are partially offset by:

- Higher cost for Consultants (\$455k in 2020 vs \$256k in 2019)  
The increase of \$199k is largely due to higher spend on consultants for various information technology projects; consultants for recruiting and HR matters; for changes to the workplace layout due to COVID-19; for pensions and for the investment manager.
- Increased Computers and telephones (\$1,137k in 2020 vs \$1,001k in 2019)  
The increase of \$136k was largely due to software support contracts, non-capital hardware and software spending, telecommunications spending and server maintenance contracts.
- Higher Transaction fees (\$700k in 2020 vs \$651k in 2019)  
Increase of \$49k largely due to an increase in credit card commission fees and due to a large proportion of our membership (over 75%) who pay their dues by credit card.
- Higher Legal (corporate, prosecution and tribunal) expenses (\$766k in 2020 vs \$721k in 2019)  
The \$45k increase is largely due to higher spend on legal expenses for discipline prosecution, discipline hearings and other legal matters.

**Professional Engineers Ontario**  
**40 Sheppard Statement of Revenue and Expenses**  
Year Ended December 31, 2020

Appendix A-2  
Feb 25, 2021

S.No	REVENUE	2020	2019	2020 Vs 2019 [Fav/(Unfav)]		2020	2020 [Fav/(Unfav)]	
		Actual	Actual	Actual Vs Actual		Forecast	Actual Vs Forecast	
		A	B	C	D	E	F	G
		\$	\$	\$	%	\$	\$	%
1	Rental	894,834	728,919	165,916	22.8%	866,751	28,083	3.2%
2	Operating cost reimbursements	2,032,186	1,802,550	229,635	12.7%	2,099,040	(66,855)	-3.2%
3	Parking	143,125	145,200	(2,075)	-1.4%	141,025	2,100	1.5%
4	Miscellaneous	115,174	141,802	(26,628)	-18.8%	111,212	3,962	3.6%
5	<b>Total REVENUE</b>	<b>3,185,319</b>	<b>2,818,471</b>	<b>366,849</b>	<b>13.0%</b>	<b>3,218,028</b>	<b>(32,709)</b>	<b>-1.0%</b>
<b>RECOVERABLE EXPENSES</b>								
6	Utilities	470,173	449,632	(20,541)	-4.6%	486,686	16,513	3.4%
7	Amortization	631,849	614,546	(17,304)	-2.8%	632,492	643	0.1%
8	Property taxes	438,912	442,420	3,508	0.8%	438,912	-	-
9	Payroll	258,166	258,166	-	0.0%	258,166	-	-
10	Janitorial	198,312	202,931	4,619	2.3%	212,922	14,610	6.9%
11	Repairs and maintenance	98,802	119,385	20,583	17.2%	148,137	49,335	33.3%
12	Property management and advisory fees	50,000	50,000	0	0.0%	50,000	0	0.0%
13	Security	18,841	19,166	325	1.7%	20,128	1,287	6.4%
14	Administration	23,006	23,180	174	0.8%	25,867	2,861	11.1%
15	Road and ground	20,548	27,112	6,564	24.2%	21,883	1,335	6.1%
16	Insurance	24,961	19,728	(5,233)	-26.5%	24,960	-	-
		2,233,570	2,226,266	(7,304)	-0.3%	2,320,153	86,583	3.7%
<b>OTHER EXPENSES</b>								
17	Interest expense on note and loan payable	137,119	211,545	74,426	35.2%	117,721	(19,398)	-16.5%
18	Amortization of building	388,292	388,293	-	0.0%	388,293	-	0.0%
19	Amortization of deferred costs	77,033	178,563	101,530	56.9%	77,033	-	0.0%
20	Amortization of tenant inducements	96,500	58,012	(38,489)	-66.3%	98,695	2,195	2.2%
21	Other non-recoverable expenses	15,849	189,367	173,518	91.6%	18,495	2,646	14.3%
		714,793	1,025,780	310,986	30.3%	700,237	(14,557)	-2.1%
22	<b>Total EXPENSES</b>	<b>2,948,363</b>	<b>3,252,046</b>	<b>303,684</b>	<b>9.3%</b>	<b>3,020,390</b>	<b>72,027</b>	<b>2.4%</b>
23	<b>EXCESS OF REVENUE OVER EXPENSES</b>	<b>236,956</b>	<b>(433,575)</b>	<b>670,531</b>	<b>-154.7%</b>	<b>197,639</b>	<b>39,317</b>	<b>19.9%</b>
24	Gross Revenue	3,185,319	2,818,471			3,218,028		
25	Revenue Interco reclass	(751,733)	(754,538)			(784,145)		
26	<b>PEO Reported Revenue</b>	<b>2,433,586</b>	<b>2,063,933</b>			<b>2,433,884</b>		
27	Gross Expense	2,948,363	3,252,046			3,020,390		
28	Recoverable Exp Interco reclass	(751,733)	(754,538)			(784,145)		
29	<b>PEO Reported Expense</b>	<b>2,196,630</b>	<b>2,497,508</b>			<b>2,236,245</b>		



# Briefing Note – Decision

**C-539- 2.7**

## RECOMMENDATION OF THE APPOINTMENT OF AUDITOR FOR 2021

**Purpose:**

To approve the recommendation for the appointment of an auditor for 2021 to members at the AGM.

**Motions to consider:**

That Council recommends to members at the May 2021 Annual General Meeting that Deloitte LLP be appointed as PEO's auditor for 2021 and hold office until the next annual general meeting or until a successor is appointed.

**Prepared by:** Chetan Mehta, Director - Finance

**Moved by:** Councillor Sherlock Sung, Chair – Audit Committee

### 1. Need for PEO Action

It is necessary for Council to recommend the appointment of an auditor for 2021 to the members, for their approval at the upcoming Annual General Meeting.

Section 52 of By-Law 1 states:

*The members of each annual meeting shall appoint one or more auditors who shall be chartered accountants to hold office until the next annual meeting and if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.*

### 2. Proposed Action / Recommendation

That Council approve the recommendation of the audit committee to appoint Deloitte LLP as PEO's auditor for 2021.

### 3. Next Steps (if motion approved)

Council will recommend the appointment of Deloitte LLP as PEO's auditor to the members at the May 2021 Annual General Meeting.

### 4. Financial Impact on PEO Budgets (for five years)

	Operating	Capital	Explanation
Current to Year End	\$40,000 (approx.)	\$	Funded from the operating budget

### 5. Peer Review & Process Followed

<b>Process Followed</b>	As part of every five-year cycle, an RFP for audit services was issued to reputable audit firms in late July 2016. After a review of the proposals submitted, the AUC in 2016 unanimously decided to select
-------------------------	---

	Deloitte LLP as PEO's auditor for the next five years until 2021 with the requirement that the appointment be confirmed every year by Council and the membership.
<b>Council Identified Review</b>	Council is to recommend to members at the May 2021 Annual General Meeting the appointment of Deloitte LLP as PEO's auditor for 2021 and to hold office until the next annual meeting or until a successor is appointed.
<b>Actual Motion Review</b>	Council is to recommend to members at the May 2021 Annual General Meeting the appointment of Deloitte LLP as PEO's auditor for 2021 and to hold office until thenext annual meeting or until a successor is appointed.

## 6. Appendices

- None

# Briefing Note – Decision

C-539-2.8

## EXPENSE REIMBURSEMENT POLICY

**Purpose:** To approve the expense reimbursement policy for volunteers and staff"

This item has been deferred to the April Council meeting.

# Briefing Note – Decision

## APPOINTMENT OF PEO DIRECTOR TO ENGINEERS CANADA BOARD

**Purpose:** To appoint one PEO representative to serve on the Board of Directors of Engineers Canada in accordance with Council's procedures.

**Motion(s) to approve: (requires a simple majority of votes cast to carry)**

**That \_\_\_\_\_, P.Eng. be appointed as a PEO Director to the Engineers Canada Board of Directors, for a three-year term effective as of the 2021 Engineers Canada Annual General Meeting.**

**Prepared by:** Ralph Martin, Manager, Governance

**Moved by:** Councillor Turnbull, Member of Human Resources Committee

### 1. Need for PEO Action

The term of the following PEO Director appointed to the Engineers Canada Board of Directors expires at its 2021 Engineers Canada Annual General Meeting on May 29, 2021 when the new Board of Directors will be sworn in:

Engineers Canada Director	Term Start <sup>1</sup>	Term End
Christian Bellini	May 2018	May 2021

<sup>1</sup> Engineers Canada appointments become effective at its Annual General Meeting, which is typically held in May each year

Therefore, Council is being asked to appoint one PEO representative to the Board of Directors of Engineers Canada. The names of members who expressed their interest in serving as a PEO Engineers Canada Director are detailed in Appendix A.

## COMPETENCIES REQUESTED BY ENGINEERS CANADA

The [Engineers Canada Board Policy Manual](#) – Section 4.8.3 Board competency profile outlines the required and asset competencies, as follows:

### 4.8.3.1 Desired competencies

- **Board governance experience and leadership** - Experience with board governance, preferably on a regulator Council or other governing body. Possesses a clear understanding of the distinction between the role of the board versus the role of management.
- **Business/management experience** - Experience with sound management and operational business processes and practices. Includes an understanding of topics such as managing complex projects, leveraging information technology, planning and measuring performance, and allocating resources to achieve outcomes.
- **Regulator experience** - Practical knowledge of the working of provincial/territorial engineering regulators, including such matters such as accreditation, licensure, practice issues, and discipline and enforcement.
- **Accounting/financial experience** - Understanding of accounting or financial management. Includes analyzing and interpreting financial statements, evaluating organizational budgets, and understanding financial reporting and knowledge of auditing practices.
- **Strategic planning experience** - Experience in developing strategic direction for an organization while considering broad and long-term factors. Understands how an organization must evolve in light of internal and external trends and influences. Able to identify patterns, connections, or barriers to addressing key underlying issues.

- **Risk management experience** - Experience with enterprise risk management. Includes identifying potential risks and recommending and implementing preventive measures, organizational controls, and compliance measures.
- **Demographic preferences** - The Board supports as much diversity as possible in its makeup; however, only two demographic goals have been set for active monitoring.
- **Representation of women** - In accordance with the its Diversity and inclusion policy, the Board strives to include at least 30 per cent women. A long-term goal would be a female/male split representative of the Canadian population.
- **Active practitioner representation** - The Board should also attempt to ensure that at least 30% of its composition includes active engineering practitioners.

#### 4.8.3.2 Asset qualifications

The directors should possess behavioural skills conducive to working together effectively. These skills include the following:

- **Ability to present opinions** - They are able to present views clearly, frankly, constructively, and persuasively.
- **Willingness and ability to listen** - They listen attentively and respectfully and make sure they understand what they have heard.
- **Ability to ask questions** - They know how to ask questions in a way that contributes positively to debate.
- **Flexibility** - They are open to new ideas, are strategically agile, and are responsive to change.
- **Conflict resolution** - They are oriented to resolve conflict, are resilient after it occurs, and support board decisions once made.
- **Dependability** - They do their homework and attend and participate in meetings.

### COMPETENCIES AND EXPECTATIONS AS THEY RELATE TO PEO

Section 3 of the *Terms of Reference, Expectations and Appointment Process for PEO Director on Engineers Canada Board of Directors* states that directors shall provide a linkage with the regulators by communicating the views of the regulators to the Board and communicating the Board's views to the regulators. In order to do so, Directors shall:

- 3.1 Be knowledgeable of the rules, regulations, policies and procedures governing the regulator that nominated/elected them.
- 3.2 Be informed and knowledgeable about issues at their regulator by reviewing their regulator's council/board briefing books and the minutes of all council/board meetings, and attending council/board meetings.
- 3.3 Advise their regulator of issues to be discussed by the Board and seek input so as to be able to communicate their regulator's position to the Board.
- 3.4 Present and explain the views and positions of their regulation to the Board on issues which impact on the activities of their regulator or the policies that guide the operation of their regulator.
- 3.5 When requested by their regulator, request that an agenda item be added and specific time be allocated at a regular meeting of the Board for the Director to present reports and, where required, present resolutions for action by the Board.
- 3.6 Inform their regulator of the activities, decisions and plans of Engineers Canada by requesting that an agenda item be added and a specific time be allocated at each regular meeting of the regulator's council/board for the Director to present reports or to receive guidance and direction.

Other expectations regarding principal activities as they relate to PEO include:

- Attend Engineers Canada meetings and report significant activities or decisions to PEO following each meeting, including a report on any special Engineers Canada projects.
- Attend PEO Council meetings. The Directors are expected to attend to the same standard to which a regular member of PEO Council is held.

- Provide a written report to Council through the Registrar in a timeframe acceptable so that it may be included in the Council meeting agenda package.
- Notify PEO's President and Registrar of any specific items for which he/she requires a decision of or guidance by, PEO Council, so that they may be included in the agenda for the next PEO Council meeting.

**Eligibility:**

To be eligible, a nominee for the position of Engineers Canada Director must be a current Councillor, recent past Councillor (no more than 2 years since last on Council), or a current Engineers Canada Director. Nominees must also be PEO and OSPE members. All nominees shall be "engineers in good standing" under Engineers Canada's Bylaw 4.1(1).

**2. Proposed Action / Recommendation**

It is recommended that Council elect one PEO representative to the Engineers Canada Board of Directors for a three-year term to replace the Director whose term is expiring.

**3. Next Steps (if motion approved)**

Engineers Canada would be advised of PEO's approved appointee.

**4. Policy or Program contribution to the Strategic Plan**

The election of a PEO representative to the Engineers Canada Board of Directors is related to Objective 7 in the 2018-2020 Strategic Plan

**5. Financial Impact on PEO Budgets (for five years)**

	Operating	Capital	Explanation
Current to Year End	\$0	\$0	Funded from Surplus Fund (Council discretionary funds)
2 <sup>nd</sup>	\$0	\$0	
3 <sup>rd</sup>	\$0	\$0	
4 <sup>th</sup>	\$0	\$0	
5 <sup>th</sup>	\$0	\$0	

**6. Peer Review Process Followed**

No peer review was required.

In accordance with the appointment process approved by PEO Council in November 2016, a memorandum was emailed to all eligible candidates, along with the terms of reference and expectations for directors, requesting members to submit their names by [DATE].

**7. Appendices**

- Appendix A – Nominees for Appointment to Engineers Canada Board of Directors
- Appendix B – Terms of Reference, Expectations and Appointment Process for PEO Directors on Engineers Canada Board of Directors

**Nominees for Appointment to Engineers Canada Board of Directors**

PEO's Process to Appoint an Engineers Canada Director, which was approved by Council on February 7, 2020, is detailed on pages 7 and 8 of Appendix B – *Terms of Reference, Expectations and Appointment Process for PEO Directors on Engineers Canada Board of Directors*.

The eligibility criteria requires that:

- A nominee must be a current Councillor, recent past Councillor (no more than 2 years since last on Council), or a current Engineers Canada Director; and
- Nominees must also be PEO and OSPE members.

The following is a list of nominees who have expressed interest in serving on the Engineers Canada Board as of March 2, 2021. All six nominees are confirmed as members of PEO and OPSE.

Arjan Arenja

Christian Bellini

Darla Campbell

Thomas Chong

Peter Cushman

Marisa Sterling

## Terms of Reference, Expectations and Appointment Process for PEO Directors on Engineers Canada Board of Directors<sup>1</sup>

### Background:

Engineers Canada is governed by a Board of Directors, consisting of one or more representatives from each Constituent Association. PEO appoints five representatives to this Board of Directors.

Engineers Canada is a federation of the provincial/territorial associations whose mandate is to coordinate the work of the Constituent Associations and to represent the profession nationally and internationally within the mandate provided by its Letters Patent and By-laws.

Specifically, section 6 of the Engineers Canada Articles of Continuance under the *Canada Not-for-profit Corporations Act* states:

#### 6. Statement of the purpose of the corporation

The purposes of the Corporation are to provide national support and national leadership to the engineering profession on behalf of its members, so as to promote and maintain the interests, honour and integrity of the engineering profession in Canada, and to do all such lawful things as are incidental to or conducive with the attainment of the foregoing purposes including, without limitation:

1) to establish and foster relationships with and among the provincial and territorial associations of professional engineers in Canada and to assist them in, among other things:

- A. coordinating activities and policies, particularly in the areas of registration of engineers, mobility registered engineers and interprovincial practice;
- B. promoting and maintaining high standards in the engineering profession;
- C. supporting and encouraging high standards in engineering education;
- D. developing effective human resources policies and promoting the professional, social and economic welfare of the members of the engineering profession;
- E. promoting a knowledge and appreciation of engineering and of the engineering profession, and enhancing the relationship of the profession to the public; and
- F. generally carrying out their various objectives and functions.

<sup>1</sup> Approved by resolution at the February 2020 meeting of Council.



2) to act on behalf of and to promote the views of its members concerning the engineering profession in matters that are national or international in scope, including without limitation, international registration or certification. of engineers, and reciprocal practice;

3) to apply for or acquire and deal with or dispose of any trademark or copyright in any word(s), mark, design, slogan, or logo, or any literary, or other work, as the case may be, pertaining to the engineering profession **or** to its objects, and

4) to affiliate with, join or enter into arrangements or agreements to carry on any undertaking with or for the benefit the members of any society, association or other body having objectives similar or comparable to those of the Corporation.

### **Role of Engineers Canada Director:**

The role and responsibilities of the Engineers Canada Board and its Directors are outlined in the *Engineers Canada Board Policy Manual* under the *Global Governance Process (GP)* section.

GP – 3.1 *Director Terms of Reference* outlines the duties of an Engineers Canada Board of Director as follows:

The Board is comprised of Directors and Advisors collectively referred to as Board members. The terms of reference for Advisors are set out in GP-3.2.

#### **1. Purpose**

- 1.1 Provide a key linkage between the Board and the regulators.
- 1.2 Explore, debate, define and understand Engineers Canada's policies.
- 1.3 Ensure that the Board focuses on policy issues related to the engineering profession.
- 1.4 Set and monitor performance and expectations within the governance structure.

#### **2. In order to fulfill their purposes, Directors shall:**

- 2.1 Know the business of Engineers Canada.
- 2.2 Be informed of issues affecting, or likely to affect Engineers Canada and the regulators.
- 2.3 Contribute to the Board's decision-making process by: Discussing all matters freely and openly at Board meetings.
  - Working towards achieving a consensus which respects divergent points of view and is in the collective interest of Engineers Canada and the regulators.
  - Respecting the rights, responsibilities and decisions of the regulators.



2.4 Participate actively in the work of the Board including by serving on committees or task forces to achieve the Ends.

2.5 Directors shall review all monitoring reports and make suggestions to strengthen policy governance by considering the following questions:

- Is this policy necessary?
- Does this policy clearly reflect the Board's intent?
- Does this policy adequately set expectations for the CEO to enable me to monitor performance within the governance structure?
- Are the expectations set out in this policy reasonably achievable by the CEO?

2.6 When assigned the director shall,

- Complete form *Director Review of GP Policies*, a template for discussion of Governance Process policies,
- Act as the meeting monitor, to prepare the meeting evaluation report on the Board's governance process and complete form *Meeting Monitor*, or
- Act as the lead presenter of monitoring reports submitted by the CEO and complete form *Monitoring Report Assessment Tool*.

### 3. Ownership Linkage

Directors shall provide a linkage with the regulators by communicating the views of the regulators to the Board and communicating the Board's views to the regulators. In order to do so, Directors shall:

3.1 Be knowledgeable of the rules, regulations, policies and procedures governing the regulator that nominated/elected them.

3.2 Be informed and knowledgeable about issues at their regulator by reviewing their regulator's council/board briefing books and the minutes of all council/board meetings, and attending council/board meetings.

3.3 Advise their regulator of issues to be discussed by the Board and seek input so as to be able to communicate their regulator's position to the Board.

3.4 Present and explain the views and positions of their regulation to the Board on issues which impact on the activities of their regulator or the policies that guide the operation of their regulator.

3.5 When requested by their regulator, request that an agenda item be added and specific time be allocated at a regular meeting of the Board for the Director to present reports and, where required, present resolutions for action by the Board.

3.6 Inform their regulator of the activities, decisions and plans of Engineers Canada by requesting that an agenda item be added and a specific time be allocated at each regular

meeting of the regulator's council/board for the Director to present reports or to receive guidance and direction.

3.7 Keep confidential all information in respect of which the Director is required to sign a confidentiality agreement.

#### **4. Additional Duties and Obligations**

4.1 Directors shall comply with GP-3 Code of Conduct.

4.2 Directors shall comply with the duties and obligations of Directors as set out in Part 9 of the *Canada Not-for-profit Corporations Act*.

#### **5. Authority**

5.1 As specifically set out in this policy or delegated by the Board.

The role and responsibilities of Engineers Canada Directors are further defined by the *Code of Conduct* outlined in GP-3 as follows:

The Board shall conduct itself in an ethical, professional and lawful manner. This includes proper use of authority and appropriate decorum. Board members shall treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Board members and members of Board committees must have loyalty to the entire ownership, unconflicted by loyalties to the chief executive officer, staff, other organizations or personal interests.

2. Directors shall discharge their duties honestly and in good faith and in accordance with s. 148 of the *Canada Not-for-profit Corporations Act*.

3. Directors have an ongoing obligation to disclose conflicts of interest in accordance with s. 141 of the *Canada Not-for-profit Corporations Act*.

3.1. Board members and members of Board committees shall not use their Board position to obtain employment at Engineers Canada for themselves, family members, or close associates. Board members must resign from the Board before applying for employment with Engineers Canada.

4. Board members and members of Board committees shall maintain confidentiality with respect to all matters that come into their knowledge or possession in the course of performing their duties in accordance with GP-3.0.1 Confidentiality Policy.

5. Board members and members of Board committees shall not attempt to exercise individual authority over the chief executive officer or staff unless authorized by the Board.

6. Board members and members of Board committees shall not attempt to interact with the public, press or other entities or speak on behalf of the Board except to repeat explicitly stated Board decisions unless authorized by the Board.

7. Board members and members of Board committees, except the chief executive officer, will not express individual judgments of performance of the chief executive officer or staff other than during participation in Board deliberations.

8. Board members and members of Board committees shall be familiar with the incorporating documents, by-law, policies and legislation governing Engineers Canada as well as the rules of procedure and proper conduct meetings so that decisions of the Board may be made in an efficient, knowledgeable and expeditious fashion.

9. Board members and members of Board committees will support the legitimacy and authority of Board decisions regardless of their personal position on the issue.

10. Board members and members of Board committees shall participate in Board educational activities that will assist them in carrying out their responsibilities.

11. Board members shall attend meetings on a regular and punctual basis and be properly prepared to participate in Board deliberations.

12. Board members and members of Board committees shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned and are reported.

13. A Board member or a member of a Board committee who is alleged to have violated this Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board member, he or she and the respondent Board member shall recuse themselves from any vote upon resolution or censure or other action by the Board. Board members that are found to have violated the Code of Conduct may be subject to the following sanctions and/or discipline:

- requirement to discontinue or modify his or her conduct giving rise to the complaint;
- resign his or her position as a Board or committee member;
- a report to the Board member's regulatory body;
- termination of position on the Board or the committee with or without notice; or
- such other reasonable and prudent sanction as appropriate in the circumstances.

14. Upon appointment, Board members and members of Board committees shall sign an acknowledgment of GP-3.0.1 Confidentiality Policy.

15. Upon appointment, Directors shall sign GP-3.1.1 Director Consent and Declaration.

### **Expectations Regarding Principal Activities as They Relate to PEO:**

- Attend Engineers Canada meetings and report significant activities or decisions to PEO following each meeting, including a report on any special Engineers Canada projects.
- Attend PEO Council meetings. The Directors are expected to attend to the same standard to which a regular member of PEO Council is held.
- Provide a written report to Council through the Registrar in a timeframe acceptable so that it may be included in the Council meeting agenda package.
- Notify PEO's President and Registrar of any specific items for which he/she requires a decision of or guidance by, PEO Council, so that they may be included in the agenda for the next PEO Council meeting.

### **Eligibility:**

To be eligible, a nominee for the position of Engineers Canada Director must be a current Councillor, recent past Councillor (no more than 2 years since last on Council), or a current Engineers Canada Director. Nominees must also be PEO and OSPE members.

### **Term of Appointment for Directors:**

Appointment to the Engineers Canada Board is at the sole discretion of PEO Council. The term of appointment normally commences and ends at an annual meeting of Engineers Canada and shall normally be of three (3) years duration. However, PEO may determine a different term according to the circumstances of a particular appointment. Terms less than two years are discouraged as they may not allow for effective representation.

The maximum length of service as an Engineers Canada Director regardless of term length is 6 years which may be extended if the nominee secures the Engineers Canada presidency.

The Council of PEO may rescind the appointment of an Engineers Canada Director if it determines that the Director is not acting in accordance with these terms of reference.

Likewise, the Council, as it deems reasonable, may extend the term of appointment of any Director. Should a Director wish to extend his/her term, either to continue as a member of the Board of Directors or to serve on the Executive Committee, or seek the Office of President-Elect, a request shall be made at least three months prior to the expiration of the term, or in advance of such election, to the Council of PEO for such extension.

### **Performance Review**

Council shall conduct an annual review of a Director's performance prior to the Annual General Meeting of Engineers Canada.

## Process to Appoint an Engineers Canada Director

The following process is to be used when making Engineers Canada Director appointments:

1. A call for nominations for appointment by PEO Council to the Engineers Canada Board of Directors will be sent to all eligible nominees.
2. The call for nominations will specify the closing date for nominations and require nominees to indicate his/her willingness to serve for up to a three-year term in accordance with the terms of reference, role and expectations of PEO's Directors on Engineers Canada Board of Directors as noted above.
3. A nomination does not require a seconder.
4. No nominations will be accepted after the deadline for submission of nominations or from the floor at the meeting at which such appointments are to be made.
5. At the meeting at which such appointments are to be made, the Chair shall read out the names of those members who have submitted nominations.
6. Each nominee will be afforded an opportunity to make a brief (2 minute) personal introduction should they so wish. Absent nominees may submit a written personal introduction. The Chair will read any comments received from absent nominees.
7. Voting will be by secret ballot in accordance with By-Law No. 1, s.25(4). Where there is only one nominee for a position, the Chair shall declare the nominee appointed to the Engineers Canada Board.
8. Sitting members of Council who put their names forward to be considered for nomination to the Engineers Canada Board of Directors shall abstain from voting. However, should a Councillor's name be removed from the ballot, either through election or elimination, they may vote in any subsequent ballots.
9. If applicable, ballots cast will remain with the Secretariat until a motion to destroy the ballots has been passed by Council.

### Election of One EC Director

Step 1: One ballot is given to each eligible voter. The voter is entitled to write or circle the name of one (1) candidate on their ballot. Ballots are collected and counted. The candidate receiving the highest number of votes is elected.

Step 2a: If two (2) candidates receive the highest number of votes in step 1, a tie is announced and a second ballot is prepared with only the names of the two (2) tied candidates. This second ballot is given to each eligible voter. The voter is entitled to write or circle the name of one (1) candidate on their second ballot. Ballots are collected and counted. The candidate receiving the highest number of votes is elected. If there is again a tie, a coin toss (see step 3) decides the elected candidate.

Step 2b: If three (3) or more candidates receive the highest number of votes in step 1, a tie is announced and a second ballot is prepared with only the names of the tied candidates. This second ballot is given to each eligible voter. The voter is entitled to write or circle the name of one (1) candidate on their second ballot. Ballots are collected and counted. The candidate receiving the highest number of votes is elected. If there is again a tie of three or more candidates, step 2b is repeated until either one candidate receives the highest number of votes and is elected, or two candidates tie for the highest number of votes and a coin toss decides the elected candidate, whichever occurs first.

Step 3: The coin toss process starts with the two tied candidates picking a number from a bowl (containing 2 different numbers). The candidate who picks the lowest number chooses the side of the coin, heads or tails. An impartial third party flips the coin and the side that lands facing up decides the elected candidate who chose the same side.

### **Election of Two EC Directors**

Step 1: One ballot is given to each eligible voter. The voter is entitled to write or circle the name of two (2) candidates on their ballot. Ballots are collected and counted. The candidate(s) receiving the top 2 highest number of votes or 2 candidates tied for the highest number of votes are elected, or the one candidate receiving the highest number of votes is elected.

Step 2: If there are not two (2) elected candidates in step 1 (such as there is a tie for second place or three (3) or more candidates receive the highest number of votes), a tie is announced and a second ballot is prepared with only the names of the tied candidates. This second ballot is given to each eligible voter. If one candidate was elected in step 1, the voter is entitled to write or circle the name of one (1) candidate on their second ballot. If no candidate was elected in step 1, the voter is entitled to write or circle the names of two (2) candidates on their second ballot. Ballots are collected and counted. The candidate receiving the highest number of votes is elected. If there is again a tie between three (3) or more candidate, step 2a is repeated, or if there is a tie between two (2) candidates then a coin toss (see step 3) decides the elected candidate.

Step 3: The coin toss process starts with the two tied candidates picking a number from a bowl (containing 2 different numbers). The candidate who picks the lowest number chooses the side of the coin, heads or tails. An impartial third party flips the coin and the side that lands facing up decides the elected candidate who chose the same side.

# Briefing Note – Decision

**C-539-3.0****CONSENT AGENDA**

**Purpose:** To approve the items contained in the consent agenda

**Motion(s) to consider:** (requires a simple majority of votes cast to carry)

***That the consent agenda be approved.***

**Prepared by:** Dale Power, Secretariat Administrator

Routine agenda items that may be approved without debate are included in a consent agenda and may be moved in a single motion. However, the minutes of the meeting will reflect each item as if it was dealt with separately. Including routine items on a consent agenda expedites the meeting.

Items included on the consent agenda may be removed and dealt with separately if they contain issues or matters that require review.

Please review the minutes ahead of time for errors or omissions and advise Dale Power (416-224-1100, extension 1130 or [dpower@peo.on.ca](mailto:dpower@peo.on.ca)) if there are any required revisions prior to the meeting so that the minutes, when presented, may be considered within the consent agenda.

The following items are contained in the consent agenda:

- 3.1 Minutes – 538th Council meeting – February 26, 2021
- 3.2 Changes to 2021 Committees & Task Forces Roster
- 3.3 Appointment of PEO Representative to OACETT Council



# Briefing Note - Decision

C-539-3.1

## OPEN SESSION MINUTES – 538th Council Meeting – February 26, 2021

**Purpose:** To record that the minutes of the open sessions of the 538<sup>th</sup> meeting of Council accurately reflect the business transacted at those meetings.

**Motion to consider:** (requires a simple majority of votes cast to carry)

***That the minutes of the 538<sup>th</sup> meeting of Council, held February 26, 2021, as presented to the meeting at C-539-3.1, Appendix A, accurately reflect the business transacted at that meeting.***

Prepared by: Dale Power, Secretariat Administrator

### 1. Need for PEO Action

In accordance with best business practices, Council should record that minutes of an open session of a meeting of Council accurately reflect the business transacted at a meeting.

### 2. Current Policy

Chapter X Minutes, Section 211 Approval of minutes of previous meeting, of Nathan and Goldfarb's Company Meetings states under Comment that, "There does not appear to be any obligation to have minutes signed to be valid or approved, but it is considered good practice. The motion does not by itself ratify or adopt the business transacted; it merely approves the minutes."

### 3. Appendices

- Appendix A - Minutes – 538<sup>th</sup> Council open session meeting – February 26, 2021

# Minutes

**C-539-3.1  
Appendix A**

**The 538<sup>th</sup> MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via ZOOM Videoconference on Friday, February 26, 2021, at 9:30 a.m.**

- Present:**
- M. Sterling, P.Eng., President and Council Chair
  - N. Hill, P.Eng., Past President
  - C. Bellini, P.Eng., President-Elect
  - D. Campbell, P.Eng., Vice President
  - A. Sinclair, P.Eng., East Central Region Councillor/Vice-President Appointed
  - A. Arenja, P.Eng., Lieutenant Governor-in-Council Appointee
  - S. Ausma, P.Eng., Councillor-at-Large
  - 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
  - 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
  - W. Kershaw, P.Eng., Western Region Councillor
  - Q. C. Jackson Kouakou, Barrister and Solicitor, Lieutenant Governor-in-Council Appointee
  - L. MacCumber, P.Eng., West Central Region Councillor
  - L. Notash, P.Eng., Councillor-at-Large
  - L. Roberge, P.Eng., North Region Councillor
  - S. Schelske, P.Eng., Lieutenant Governor-in-Council Appointee
  - 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
- Staff:**
- J. Zuccon, P.Eng., CEO and Registrar
  - D. Abrahams, General Counsel
  - L. Latham, P.Eng., Deputy Registrar, Regulatory Compliance
  - L. Maier, Vice President, Governance
  - B. Ennis, P.Eng., Director, Policy and Professional Affairs
  - L. Holden, Director, Human Resources
  - C. Mehta, Director, Finance
  - D. Smith, Director, Communications
  - M. Wehrle, Director, Information Technology
  - J. Chau, P.Eng., Manager, Government Liaison Programs
  - C. Knox, P.Eng., Manager, Enforcement, Regulatory Compliance
  - R. Martin, Manager, Secretariat
  - J. Max, Manager, Policy
  - E. Chor, Research Analyst, Secretariat
  - D. Power, Secretariat Administrator

M. Feres, Supervisor, Council Operations  
B. St. Jean, Senior Executive Assistant  
N. Axworthy, Editor, Engineering Dimensions

Guests: M. Bazallo, Compliance Analyst, Office of the Fairness Commissioner  
G. Boone, Retired Councillor  
D.A. Brown, Governance Solutions Inc.  
D.L. Brown, Governance Solutions Inc.  
H. Brown, CEO, Brown & Cohen  
C. Chahine, Incoming East Central Region Councillor  
J. Chisholm, Incoming West Central Region Councillor  
D. Chui, P.Eng., PEO Director, Engineers Canada  
N. Colucci, Incoming President-Elect  
G. Houghton, Retired Councillor  
L. Lukinuk, Parliamentary Services  
S. MacFarlane, Incoming Western Region Councillor  
B. Matthews, Consulting Engineers of Ontario  
D. McComiskey, Governance Solutions Inc.  
S. Perruzza, Ontario Society for Professional Engineers  
K. Reid, P.Eng., PEO Director, Engineers Canada  
S. Robert, Retiring Councillor  
C. Sadr, P.Eng., PEO Director, Engineers Canada  
M. Spink, Incoming Vice President (Elected)

Council convened at 9:33 a.m. on Friday, February 26, 2021.

**CALL TO ORDER**

Notice having been given and a quorum being present, President Sterling called the meeting to order.

Secretariat confirmed quorum.

In recognition of PEO's commitment to diversity and inclusion, President Sterling acknowledged Indigenous lands, Chinese New Year, and Black History Month.

Guests of the meeting were welcomed and introduced. President Sterling congratulated the newly elected Councillors who were in attendance.

President Sterling reviewed meeting process guidelines.

The agenda was presented.

**12282**

**APPROVAL OF AGENDA**

Moved by Councillor Kershaw, seconded by Councillor Arenja:

**That:**

- a) The agenda, as presented to the meeting at C-538-1.2, Appendix A, be approved as presented; and**
- b) The Chair be authorized to suspend the regular order of**

**business**

Councillor Notash requested that item 2.5, “*Rescinding CPD Referendum Motion*” be removed from the agenda.

Moved by Councillor Notash, seconded by Councillor Cushman:

**That Item 2.5 be removed from the agenda.**

**DEFEATED  
Recorded Vote**

**For: 3**

P. Broad  
P. Cushman  
L. Notash

**Against: 21**

A. Arenja  
S. Ausma  
C. Bellini  
R. Brunet  
T. Bruyere  
D. Campbell  
M. Chan  
C. Chiddle  
L. Cutler  
A. Dryland  
N. Hill  
W. Kershaw  
Q. Jackson Kouakou  
L. MacCumber  
L. Roberge  
S. Schelske  
A. Sinclair  
R. Subramanian  
S. Sung  
W. Turnbull  
R. Walker

Council then voted on the main motion.

**MAIN MOTION CARRIED**

**12283  
CONFLICTS OF INTEREST**

No conflicts of interest were declared.

**12284  
PRESIDENT’S REPORT**

President Sterling expressed gratitude for the commitment of Council and staff to keep the public interest paramount and continue PEO’s regulatory and governance operations throughout the challenging circumstances of the COVID-19 pandemic.

With respect to priorities this year, President Sterling noted that there is continued focus on the governance renewal initiative and that progress is being made as Council works through the 4-phase governance roadmap. Each month, Council have engaged in

strategic conversations which provide for open dialogue to explore and discuss issues related to the high-level vision to be a modern regulator. Further, work is currently underway on Phase 2 and addresses Councillors' direction and control responsibilities through their roles on governance committees in the areas of finance, legislation, and human resources. President Sterling also noted that another part of Phase 2 activity will address the work of other PEO volunteers on regulatory committees, under the regulatory policy oversight of Council.

Finally, President Sterling updated Council regarding her attendance at a recent Engineers Canada Board meeting and her participation in a discussion with the President's Group. President Sterling noted that at the next Council meeting, she will provide an overview of relevant legislative changes taking place across Canada.

**12285**

**CEO/REGISTRAR'S REPORT**

J. Zuccon noted that staff continues to work remotely in accordance with local public health guidelines related to the COVID-19 pandemic. Due to restrictions resulting from remote operations, the launch of the *Information Discovery and Digitization Capability* (IDDC) project and the administration of technical exams have been delayed. Arrangements are underway to conduct exams in May and June via remote proctoring.

Council was updated that the 2021 Annual General Meeting (AGM) will be held virtually, as will the Order of Honour ceremony.

J. Zuccon reported that at a special meeting of the International Engineering Alliance, Engineers Canada's report to respond to the concerns of the review team looking at the international mobility register was accepted as demonstrating substantial equivalence with the international competency standard. As a result, Engineers Canada was successful in obtaining an approval from both the Asia Pacific Economic Corporation (APEC) Engineers Agreement and International Professional Engineers Agreement (IPEA) for another six years (2025) from the date of the original review. This, however, comes with a caveat that at the next renewal, all registrants or licence holders from provinces that do not have both a competency based assessment and a mandatory CPD program in place (of which Ontario is one) will not be listed on this international mobility register.

J. Zuccon invited L. Latham to present an operational update related to the impact of COVID-19 over the past several months. L. Latham updated Council regarding three main areas of operation: Regulatory Compliance; Licensing (General); and IDDC project.

With respect to Regulatory Compliance, areas such as complaint investigations, Discipline Committee proceedings, and Enforcement have experienced minimal impact thus far. More generally,

adapting processes and equipping and training staff for virtual work has been challenging but successful overall. Where needed, additional resources were hired.

In the area of Licensing, significant efforts have been made to adapt to electronic/remote operations, however processes are not yet online since they still involve the manual movement of files. As a result, the Academic Requirement Committee (ARC) and the Experience Requirements Committee (ERC) are currently working through a backlog of files and interviews as efficiently and effectively as possible within current operational constraints.

With respect to IDDC, an initiative to digitize open, paper-based license application files, L. Latham advised that the preparatory steps have been completed, however the launch of this in-house project has been delayed until the current Toronto “lockdown” is lifted by local and/or provincial officials.

There were questions and discussion related to the Action Plan to address the 15 recommendations from the external regulatory performance review, including:

**Timeline:** There was a suggestion that future versions of the Action Plan include a column for “Timeline” to accompany “Key Steps” and “Status”.

**Pending Items:** L. Latham advised that staff is currently examining legislative options to complete certain items that are currently pending.

**International Mobility Registry:** There was a discussion regarding the International Mobility Registry (“Registry”) and PEO’s Continuing Professional Development (CPD) program. J. Zuccon noted that the Registry would not have an immediate effect on Ontario engineers as the requirement to be in compliance with mandatory CPD does not take effect until 2025.

## 12286 EXECUTIVE COMMITTEE REPORT

President Sterling updated Council on the Executive Committee’s stewardship of the 4-phase governance roadmap undertaken in four Committee meetings since the last Council meeting in November 2020. She noted that the Committee’s work on Phase 1 (*“PEO Council - Enhance Effectiveness through Regulatory and Governance Mandates and Policy”*) is concluding and Phase 2 (*“PEO Committees – Governance Effectiveness of Committee Structure and Mandate”*) is underway with discussions focused on re-framing the structure of governance and regulatory committees.

## 2287

Councillor MacCumber reviewed information related to the

## RULES OF ORDER – BY-LAW AMENDMENT

proposal to amend section 25 of By-law No. 1. As part of its ongoing work to achieve the governance reforms approved in March 2020, Council has been advised that the rules of order, *Wainberg's Society Meetings ("Wainberg's")*, referenced in By-Law No. 1 section 25, are no longer being updated, may no longer be readily available in print, and hence can no longer be considered current. In consultation with PEO's governance consultants, Governance Solutions Incorporated (GSI), *Nathan and Goldfarb's Company Meetings for Share Capital and Non-Share Capital Corporations ("Nathan's")*, which is readily available and continues to be updated, has been identified as the most appropriate successor to *Wainberg's* for an organization such as Professional Engineers Ontario.

The rules of order are currently referenced in section 25 of By-Law No. 1. The proposed amendments confirm the substitution and make it clear that the same rules apply, as required, to all meetings of the Association, including those of committees, chapters, task forces and working groups. The change is designed to take effect on the date of the next scheduled Council meeting, March 26, 2021

**Required a two-thirds majority of votes cast to carry.**

Moved by Councillor MacCumber, seconded by Councillor Arenja:

**That section 25 of By-Law No. 1 be amended as set out in C-538-2.3a., Appendix B, to substitute *Nathan and Goldfarb's Company Rules for Share Capital and Non-Share Capital Corporations* for *Wainberg's Society Meetings*, effective March 26, 2021, as the rules of order by which meetings of the Council and of the Association are governed.**

Councillor Notash requested that item 2.3a, "*Rules of Order – By-law Amendment*" be postponed until the next Council meeting, during which time a summary of the principal similarities and differences between *Wainberg's* and *Nathan's* can be provided to Council.

Moved by Councillor Notash, seconded by Councillor Cushman:

**That Item 2.3a be postponed until the next Council meeting.**

**DEFEATED  
Recorded Vote**

### For: 3

P. Cushman  
Q. Jackson Kouakou  
L. Notash

### Against: 21

A. Arenja  
S. Ausma  
C. Bellini  
P. Broad

R. Brunet  
T. Bruyere  
D. Campbell  
M. Chan  
C. Chiddle  
L. Cutler  
A. Dryland  
N. Hill  
W. Kershaw  
L. MacCumber  
L. Roberge  
S. Schelske  
A. Sinclair  
R. Subramanian  
S. Sung  
W. Turnbull  
R. Walker

Council then voted on the main motion.

**MAIN MOTION CARRIED**

With respect to next steps, a summary of the principal similarities and differences between *Wainberg's* and *Nathan's* will be provided to Council before the new rules take effect at the March 26, 2021 meeting.

**12288**

**RESCINDING CPD REFERENDUM MOTION**

Councillor Turnbull reviewed information related to the proposal to rescind the Continuing Professional Development (CPD) motion passed by Council in September 2015. This motion required any plan to implement a mandatory CPD program to be submitted to a member referendum for ratification. Subsequently, PEO underwent a significant external regulatory review. In response to the report from the review (aka the "Cayton Report"), in September 2019, Council approved a high-level action plan developed and proposed by the CEO/Registrar.

Councillor Turnbull noted that removing the requirement for a member referendum aligns with Council's overarching duty to protect the public interest; and that, in this regard, there is an obligation to exercise its statutory authority provided by the delegation of powers from the provincial government. Further, Councillor MacCumber noted the Trinity Western Supreme Court decision which outlines why it is improper to delegate decision-making authority to members.

There was a discussion regarding the use of a referendum as a tool for engaging PEO's membership to seek input and feedback on the topic of CPD. From a legal perspective, D. Abrahams noted a recent judicial ruling concerning another Ontario professional



self-regulator which states that if a referendum is conducted with members, its results are non-binding and the governing body still has the obligation to exercise its independent fiduciary duty. Further, there were comments during the discussion that suggested that there are other more appropriate tools that PEO can use to engage and consult with members to solicit input and feedback on the topic of CPD.

Councillor Notash proposed a motion, seconded by Councillor Cushman, that item 2.5 be referred to a committee or working group struck to create a document which details the structure and operations of the CPD program, while addressing the concerns raised in letters that Council has received from chapters and former councillors. The Chair ruled this out of order since Council is the decision-making body and therefore cannot refer an action of Council to a committee or working group.

Moved by Councillor Turnbull, seconded by Councillor MacCumber:

**That Council formally rescind the following motion passed by Council at its September 2015 meeting:**

***That Council affirms its intent to ask the membership to ratify in a referendum any mandatory requirement to participate in a continuing professional development competency and quality assurance program.***

**CARRIED  
Recorded Vote**

**For: 21**

A. Arenja  
S. Ausma  
C. Bellini  
P. Broad  
R. Brunet  
T. Bruyere  
D. Campbell  
M. Chan  
C. Chiddle  
L. Cutler  
A. Dryland  
N. Hill  
Q. Jackson Kouakou  
L. MacCumber  
L. Roberge  
S. Schelske  
A. Sinclair  
R. Subramanian

**Against: 3**

P.Cushman  
W. Kershaw  
L. Notash

S. Sung  
W. Turnbull  
R. Walker

With respect to next steps, communication of this decision will begin with an email to all PEO licence holders immediately after the approval of this motion describing the reasoning behind Council decision to proceed with implementation of mandatory CPD without a referendum. Engineering Dimensions will report on the decision in the News section of the March-April issue of the magazine. An article describing the planned mandatory CPD program will appear in the May-June issue. A page on the PEO website will provide ongoing updated information.

Further, the Registrar will provide, for approval at the next Council meeting, the legislative framework needed to implement a mandatory CPD program.

#### **RETIRED COUNCILLOR RECOGNITION AND STAFF INTRODUCTION**

Past-President Hill recognized the following Councillors who completed their service in the 2019-2020 term; and expressed her thanks and appreciation for their support and dedication to PEO during their respective tenures. The list of those recognized appears below:

**David Brown (Past President):** Mr. Brown also served on the following Committees: Executive and Human Resources (HR).

**Guy Boone (Eastern Region Councillor):** Mr. Boone also served on the following Committees: Regional Councillors' (RC); Eastern Region Congress; Audit; Volunteer Leadership Conference and Planning; and Licensing.

**Gary Houghton (Western Region Councillor):** Mr. Houghton also served on the following Committees: Legislation; RC; and Western Region Congress.

**Serge Robert (Northern Region Councillor):** Mr. Robert also served on the following Committees: RC; and Northern Region Congress.

**Nadine Rush: Lieutenant Governor-in Council Appointee**

**Marilyn Spink (Lieutenant Governor-in Council Appointee):** Ms. Spink also served on the following Committees: HR; and Audit. She will be rejoining PEO for the 2021-2022 term as Vice President.

**Keivan Torabi (East Central Region Councillor):** Mr. Torabi also served on the following Committees: RC; and East Central Region Congress.

**Greg Wowchuk: Councillor-at-Large**

President Sterling recognized Past-President Hill for her service at

PEO, most recently as President in the 2019-2020 term and as Past-President in the current term. Further, she expressed appreciation for Past President Hill's contributions and mentorship.

J. Zuccon introduced Liz Maier who joined PEO in January 2021 in the role of Vice President, Governance.

**12289**

**LICENSURE MODEL FOR APPLICANTS  
WITHOUT P.ENG SUPERVISION**

By way of introduction, President Sterling provided an overview of staff's status report regarding a decision made by Council at its September 2020 meeting to update the licensure model to be inclusive and accommodating for self-employed engineering graduates and PEO applicants, including innovators and entrepreneurs. To this end, Council passed the following motion:

*PEO staff to investigate and report back to Council by January 2021 on the extent of engineering graduates who become entrepreneurs or self-employed, and engineering graduates without P.Eng. supervision in Ontario and alternative pathways to the experience requirements that do not require a minimum of one-year supervision by a P.Eng.*

President Sterling invited B. Ennis to comment further on the progress of the licensure model initiative.

In the course of discussion and questions from Council, B. Ennis highlighted aspects of the research and analysis that staff have undertaken to initiate work in response to Council's September 2020 decision; noting that the first phase of collecting data describing the scope of the issues is represented in large measure by the Briefing Note made available in the meeting package. The second phase of the initiative is concerned with providing policy options and B. Ennis noted several have been identified at this stage of the project, however considerable development work (research, analysis, and option identification) is required before the particulars of these policy options can be established and evaluated. He advised that a policy development project plan will be presented to Council for approval as soon as possible.

There was also discussion related to consultation with stakeholders such as the ERC and LRC. B. Ennis noted that there are still information gaps and key stakeholders such as relevant Committees, applicants, employers, and others will be consulted at the appropriate stages in the life cycle of the project.

**12290**

**ENGINEERS CANADA DIRECTORS REPORT**

D. Chui provided the Engineers Canada (EC) Directors Update, January 2021, including the following items:

2020 National Membership Report; Four Seasons of Reconciliation (a virtual training summit on Indigenous engagement and histories); the December 2020 meeting of the EC Board, HR

Committee, and Strategic Plan Task Force; 2022-2024 Strategic Plan; Accreditation Board; Qualifications Board; Regulatory Research Newsletter; Government Relations; International Institutions Degrees Database (IIDD); National Membership Database; National Discipline and Enforcement Officials Group; National Financial Officers Group; National Practice Officials Group; Affinity Program; and Equity, Diversity, and Inclusion Outreach Program.

There were comments and discussion on aspects of EC's 2022-2024 strategic planning, including:

- i. the opportunity for PEO to participate in the review of the accreditation process and the potential for the development of a national minimum academic standard for licensure; and
- ii. the opportunity presented to enhance collaboration and harmonization across the country.

There were also comments regarding the benefits and value of the Four Seasons of Reconciliation and Board Governance training programs offered by EC.

**12291  
CONSENT AGENDA**

Moved by Councillor Subramanian, seconded by Vice President Campbell:

**That the consent agenda be approved, including:**

- 3.1 Minutes – 537th Council meeting – November 20, 2020**
- 3.2 Changes to the 2021 Committees and Task Forces Membership Roster**

**12292  
OPEN SESSION MINUTES OF THE 537<sup>TH</sup>  
MEETING OF COUNCIL**

**That the minutes of the 537<sup>th</sup> meeting of Council, held November 20, 2020 as presented to the meeting at C-538-3.1, Appendix A, accurately reflect the business transacted at that meeting.**

**CARRIED**

**12293  
CHANGES TO 2021 COMMITTEES AND  
TASK FORCES MEMBERSHIP ROSTER**

**That Council approve changes to the 2021 *PEO Committees and Task Forces Membership Roster* as presented to the meeting at C-538-3.2, Appendix A.**

**CARRIED**

**12294  
NEW BUSINESS**

There was no new business brought forward.

Moved by Councillor Ausma, seconded by Councillor Arenja:

**That Council move in-camera.**

**CARRIED**

The guests left the meeting at 1:45 pm.

**12295**  
**IN-CAMERA**

Councillors discussed items on the in-camera agenda.

Following the conclusion of the in-camera agenda Council returned to open session as noted in the in-camera minutes.

There being no further business, the meeting concluded at 6:00 pm.

These minutes consist of twelve pages and Items 12282 to 12295 inclusive.

---

M. Sterling, P.Eng., FEC, Chair

---

R. Martin, Manager, Secretariat

# Briefing Note – Decision

C-539-3.2

## CHANGES TO THE 2021 COMMITTEES AND TASK FORCES MEMBERSHIP ROSTER

**Purpose:** To approve changes to Section 2 (Other Committees Reporting to Council) of the *2021 PEO Committees and Task Forces Membership Roster*.

**Motion(s) to consider:** (requires a simple majority of votes cast to carry)

**That Council approve changes to the *2021 PEO Committees and Task Forces Membership Roster* as presented to the meeting at C-539-3.2, Appendix A.**

**Prepared by:** Viktoria Aleksandrova – Committee Coordinator

**Moved by:** President-elect Bellini, P.Eng.

### 1. Need for PEO Action

It is the role of Council to approve annual rosters of committee members under the Committees and Task Forces Policy (Role of Council, Item 4) and authorize the membership of those volunteers who formally participate on its behalf through membership on committees and task forces. Furthermore, Council is asked to approve volunteer members of committees and task forces in accordance with PEO's insurance policy requirements.

Council approved the *2021 PEO Committees and Task Forces Membership Roster* at the November 20, 2020 meeting. *Appendix A* sets out changes to the Section 2 (Other Committees Reporting to Council) of the approved Roster that require Council approval at this time.

### 2. Proposed Action / Recommendation

Approve the changes to Section 2 (Other Committees Reporting to Council) of the *2021 PEO Committees and Task Forces Membership Roster*.

### 3. Next Steps (if motion approved)

- The newly appointed and re-appointed members will be notified accordingly.
- The resigned members will receive Thank you letters and Certificates of Appreciation.

### 4. Financial Impact on PEO Budgets (for five years)

Not applicable

### 5. Peer Review & Process Followed

<b>Process Followed</b>	Committees and Task Forces Policy – Role of Council Item 4: Approve the annual roster of committee members.
<b>Actual Motion Review</b>	

### 6. Appendix

- Appendix A – Changes to Section 2 (Other Committees Reporting to Council) of the *2021 PEO Committees and Task Forces Membership Roster*.

**Changes to the 2021 PEO Committees and  
Task Forces Membership Roster**

**C-539-3.2  
Appendix A**

**540<sup>th</sup> Council Meeting**

**New appointments:**

<b>First/Last Name</b>	<b>Term / Compliance [per Terms of Reference]</b>	<b>Committee / Task Force</b>
Bryce Chandler, LL.B, LL.M	Feb 19, 2021 – Feb 18, 2024	Complaints Committee (COC) member – public member approved by Attorney General*
Renee Frigault, P.Eng.	March 26 – Dec 31, 2021	Professional Standards Committee (PSC) member
Alfred Lightstone, P.Eng.	March 26 – Dec 31, 2021	Professional Standards Committee (PSC) member

\*Appendix B contains a letter of approval by the Attorney General.

**Changes to the Roster – election of Chairs/Vice Chairs:**

<b>First/Last Name</b>	<b>Term / Compliance [per Terms of Reference]</b>	<b>Committee / Task Force</b>
Michael Wesa, P.Eng.	1-year term [1 <sup>st</sup> term / full compliance]	Advisory Committee on Volunteers (ACV) Chair
Saif Rehman, P.Eng.	1-year term [1 <sup>st</sup> term / full compliance]	Advisory Committee on Volunteers (ACV) Vice Chair

**Committee and Task Force Resignations/Retirements:**

<b>First/Last Name</b>	<b>Service Dates</b>	<b>Committee / Task Force</b>
Ishwar Bhatia, P.Eng.	2009 – Feb 2021	Discipline Committee (DIC) member

**Changes to the 2021 PEO Committees and  
Task Forces Membership Roster**

**C-539-3.2  
Appendix B**

**540<sup>th</sup> Council Meeting**

**Attorney General**  
McMurtry-Scott Building  
720 Bay Street  
11th Floor  
Toronto ON M7A 2S9  
Tel: 416-326-4000  
Fax: 416-326-4007

**Procureur général**  
Édifice McMurtry-Scott  
720, rue Bay  
11<sup>e</sup> étage  
Toronto ON M7A 2S9  
Tél.: 416-326-4000  
Télec.: 416-326-4007



Our Reference #: M-2021-2022

February 19, 2021

Mr. Johnny Zuccon  
CEO/Registrar  
Professional Engineers Ontario  
101-40 Sheppard Avenue West  
Toronto, ON  
M2N 6K9

Email: [JJZuccon@peo.on.ca](mailto:JJZuccon@peo.on.ca)

Dear Mr. Zuccon:

Thank you for your letter of February 3, 2021, requesting that I approve the appointment by Professional Engineers Ontario (PEO) of Bryce Chandler as a public member of the engineering profession to serve on its Complaints Committee.

Further to this request, and pursuant to subsection 23(1)1.ii of the *Professional Engineers Act*, I hereby approve the appointment of Bryce Chandler to be assigned to the Complaints Committee for a period of three years, effective from the date of this letter.

I understand that the appointment of public members is working well for PEO and that these individuals have helped improve the efficiency of PEO's committees.

Thank you again for writing.

Sincerely,

A handwritten signature in black ink that reads "Doug Downey".

Doug Downey  
Attorney General



# Briefing Note – Decision

C-539-3.3

## RE-APPOINTMENT OF PEO REPRESENTATIVE TO OACETT COUNCIL

**Purpose:** To re-appoint a PEO representative to the Council of the Ontario Association of Certified Engineering Technicians and Technologists (OACETT).

**Motions to approve: (requires a simple majority of votes cast to carry)**

**That Council approve that Tim Kirkby, P.Eng. be re-appointed as a PEO representative on the Council of the Ontario Association of Certified Engineering Technicians and Technologists, for a second two-year term, from the OACETT AGM 2021 to OACETT AGM 2023.**

**Prepared by:** Viktoria Aleksandrova – Committee Coordinator

**Sponsored by:** President-elect Bellini, P.Eng.

### 1. Need for PEO Action

The governance structure of the Ontario Association of Certified Engineering Technicians and Technologists (OACETT) provides one position for a professional engineer on its Council.

At the April 2019 Council meeting, Tim Kirkby, P.Eng. was appointed to serve on the OACETT Council for a two-year term.

In February 2021, OACETT forwarded Tim Kirkby's expression of interest to continue serving as a PEO representative on the OACETT Council and sought PEO's endorsement of his re-appointment for a second two-year term.

### 2. Proposed Action / Recommendation

That Council re-appoint Tim Kirkby, P.Eng. as a PEO representative on the Council of the Ontario Association of Certified Engineering Technicians and Technologists, for a second two-year term, from the OACETT AGM 2021 to OACETT AGM 2023.

### 3. Next Steps (if motion approved)

OACETT will be advised of Council's decision.

### 4. Peer Review & Process Followed

<b>Process Followed</b>	<ul style="list-style-type: none"> <li>OACETT request to re-appoint Tim Kirkby, P.Eng. for a second two-year term to the OACETT Council was received in February 2021.</li> <li>Staff confirmed that Tim Kirkby, P.Eng. is a member in good standing with PEO and has no disciplinary findings in the past 10 years.</li> </ul>
<b>Council Identified Review</b>	<ul style="list-style-type: none"> <li>Council is the appropriate peer group.</li> </ul>
<b>Actual Motion Review</b>	<ul style="list-style-type: none"> <li>N/A</li> </ul>

### 5. Appendices

- Appendix A – Expression of interest by Tim Kirkby, P.Eng.

<b>C-539-3.3</b> <b>Appendix A</b>
---------------------------------------

**From:** tim kirkby < >  
**Sent:** Friday, January 29, 2021 10:00 AM  
**To:** Caroline Boone <[cboone@oacett.org](mailto:cboone@oacett.org)>  
**Subject:** Re: [External] OACETT Council position

Hello Caroline,

I really appreciate your kind message. I am honoured to be considered for a renewed term and would do my best to participate as always.

My education as a three year technology graduate from st. Lawrence college in Kingston and C.E.T. In combination to my engineering degree from Lakehead University in Thunder Bay and P.Eng. License with Peo brings an understanding of the role of the OACETT council position.

I have really enjoyed the two years and meeting and working with OACETT.

Thank you,

Tim

Sent from my iPad