



# Minutes

The 265<sup>th</sup> Meeting of the EXECUTIVE COMMITTEE of PROFESSIONAL ENGINEERS ONTARIO was held on Tuesday, February 2, 2021 at 6:00 p.m.

Present: M. Sterling, P.Eng., President and Chair  
C. Bellini, P.Eng., President-Elect  
N. Hill, P.Eng., Past President  
D. Campbell, P.Eng., Vice-President (elected)  
A. Sinclair, P.Eng., East Central Regional Councillor and Vice-President (appointed)  
M. Chan, P.Eng., Councillor-At-Large  
L. Cutler, P.Eng., Lieutenant Governor-in-Council Appointee  
A. Arenja, P.Eng., Lieutenant Governor-in-Council Appointee

Staff: J. Zuccon, P.Eng., CEO/Registrar  
L. Maier, Vice-President, Governance  
D. Abrahams, Senior Legal Counsel  
L. Latham, Director, P.Eng., Deputy Registrar, Regulatory Compliance  
L. Holden, Director, Human Resources  
M. Wehrle, Director, Information Technology  
B. Ennis, Director, Policy & Professional Affairs  
D. Smith, Director, Communications  
R. Martin, Manager, Secretariat  
J. Max, Manager, Policy  
M. Feres, Supervisor, Council Operations

Guests: David Brown, Governance Solutions Inc. (GSI)  
Debra Brown, GSI  
Dave McComiskey, GSI

## CALL TO ORDER

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

Quorum was confirmed.

## 15-94 APPROVAL OF AGENDA

President Sterling proposed that a discussion item titled “*Executive Committee Stewardship*” be added as the first topic in “2.0 – Governance Work Plan”.

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

**That the agenda for the February 2, 2021 meeting be approved as amended.**

**CARRIED**

No conflicts were declared.

**15-95  
MINUTES – 264<sup>th</sup>  
EXECUTIVE COMMITTEE MEETING –  
JANUARY 5, 2021**

The Executive Committee reviewed the minutes of the 264<sup>th</sup> Executive Committee meeting held January 5, 2021.

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

**That the minutes of the 264<sup>th</sup> open session meeting of the Executive Committee, held on January 5, 2021, accurately reflect the business transacted at that meeting.**

**CARRIED**

**15-96  
GOVERNANCE WORK PLAN –  
EXECUTIVE COMMITTEE STEWARDSHIP**

President Sterling shared her perspective on the Executive Committee's ("EXE") role and participation in Phases 1 & 2 to date in the 4-phase governance review. She highlighted those work steps that have been completed, those that are still in progress and appear to be on schedule, and those in progress that may be slipping behind the schedule outlined in the work plan.

President Sterling invited Committee members to provide their views with respect to EXE stewardship; including feedback on how to most efficiently and effectively engage EXE in the roadmap vis-à-vis content and process.

The Committee noted the importance of being forward-thinking and anticipatory of next steps in its stewardship role. There was a discussion regarding how to most effectively oversee project activity from start-to-finish with a sightline across the full spectrum of work steps and timelines. To this end, the following motion was proposed:

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

**BE IT RESOLVED: That at each of its meetings the Executive Committee receive a progress report on the Governance Review Roadmap which tracks the status of work steps, key decision points, and timelines from the start of the project to its projected end date.**

**CARRIED**

There was also feedback regarding the pace at which timelines are being met, and it was noted that proceeding in a methodical and measured way will be critically important to the long term success of this initiative.

The Committee also discussed the impact of the Strategic Conversations (SC) on the role of EXE as stewards of the governance renewal project. It was noted that the SCs have provided Council with opportunities for broad-based dialogue, and have served as a

useful forum in which to inform and educate Councilors on relevant governance matters. Further, there were comments that suggested that the EXE is most effective when:

- undertaking a “champions” role in the dialogue, which helps to achieve alignment, consensus, and “buy-in” for key decision points and change; and
- modeling and embedding strategic behaviours, and leading by example.

**15-97  
GOVERNANCE WORK PLAN –  
UPDATE ON TRANSITION PLAN  
(REGULATORY COMMITTEES)**

L. Maier presented a high-level transition plan related to nine (9) committees classified as “regulatory”. The plan includes a series of governance change management and communication activities arranged in a 3-step format, and shown on a timeline continuum starting from January 2021 to the Annual General Meeting (“AGM”) in 2022. It was noted that step 1 activities are scheduled to take place from January to February 2021; step 2 from March 2021 to the AGM in May 2021; and step 3 from May 2021 to the AGM in 2022.

With respect to the step 1 activity *“Beginning process of transitioning councilors off regulatory committees”*, it was suggested that adding *“by AGM 2022”* would more accurately describe the expectation.

There was a discussion related to the step 3 activity *“Plan for competencies-based appointments to volunteer roles”* being shown in the April-May 2022 timeframe. It was suggested that this reference also be made in an earlier part of the timeline to reflect that work in this regard will start earlier so that the plan is ready to be used in the 2022 election cycle. Staff noted that the plan can be revised to show this work step beginning earlier and being finalized in time for the 2022 AGM.

There was also a discussion regarding the omission of any references on the plan to PEO’s “Other” type Committees (those that are neither governance nor regulatory). It was suggested that these could be referenced with a note that timelines within the next 2+ years leading up to the 2022 AGM are still to be determined with input from Council at upcoming Strategic Conversations. It was noted that this change would make the plan more holistic, notwithstanding the likelihood that changes to the three types of Committees (“Governance”, “Regulatory”, and “Other”) will occur at varying points along the timeline continuum.

It was also suggested that Council support for the commitments outlined in the Transition Plan could be highlighted by including the relevant SC poll questions and results, since they would show that consensus was reached among Councilors.

**15-98  
GOVERNANCE WORK PLAN –  
REGULATORY POLICY CENTRALIZATION**

L. Maier presented a list of “regulatory” and “Other” type Committees which provide or vet policy inputs, as well as the list of nine Councilors who are currently members and thus would be impacted by the changes in the new governance approach outlined in the Transition Plan described in section 15-97 above.

The Committee also reviewed a series of activities that describe Council’s role in making regulations.

**15-99  
GOVERNANCE WORK PLAN –  
DIALOGUE ON GOVERNANCE  
COMMITTEES**

D. Brown advised that further dialogue on the committee review will be deferred to the next EXE meeting. This will include the presentation on current and proposed outputs for governance committees, as well as discussion regarding which of the committees classified as “Other” could be addressed in Phase 2 of the governance roadmap instead of Phases 3 and 4.

**16-00  
NEXT MEETINGS**

The next Strategic Conversation is scheduled for **February 6, 2021** at 9:00 am. Agenda items are being finalized.

The next EXE meeting is tentatively scheduled for **March 2, 2021**, 6:00 to 8:00 pm.

There being no further business, the meeting concluded at 8:20 pm.

These minutes consist of minutes 15-94 to 16-00 inclusive and 4 pages.

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

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R. Martin, Corporate Secretary