



Minutes

The 267th Meeting of the EXECUTIVE COMMITTEE of PROFESSIONAL ENGINEERS ONTARIO was held on Tuesday, March 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
B. Ennis, Director, Policy & Professional Affairs
D. Smith, Director, Communications
M. Wehrle, Director, Information Technology
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.

16-06 APPROVAL OF AGENDA

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

That the agenda for the March 2, 2021 meeting be approved as presented.

CARRIED

No conflicts were declared.

**16-07
MINUTES – 266th
EXECUTIVE COMMITTEE MEETING –
FEBRUARY 12, 2021**

The Executive Committee reviewed the minutes of the 266th Executive Committee meeting held February 12, 2021.

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

That the minutes of the 266th open session meeting of the Executive Committee, held on February 12, 2021, accurately reflect the business transacted at that meeting.

CARRIED

**16-08
GOVERNANCE WORK PLAN –
CHARTERS STATUS**

D. Abrahams reviewed the status of the thirteen (13) Charters, Policies, and Protocols that GSI is developing on behalf of PEO. He noted that five of these documents are completed and pending final edit and feedback from the Executive Committee. These are:

- i/ President and Chair Charter;
- ii/ Council Charter;
- iii/ CEO/Registrar's Charter;
- iv/ Councillor Submissions Protocol; and
- v/ Delegation of Authorities.

The remaining eight (8) Policies and Protocols are currently under review by PEO staff to ensure that they are consistent with the legislative framework, the general law, and other existing policies and practices. These are:

- i/ Electronic Meeting Policy;
- ii/ In Camera Sessions Protocol;
- iii/ Communications Policy;
- iv/ Conflict of Interest and Loyalty Policy;
- v/ Equity and Diversity Policy;
- vi/ Integrity Assurance Policy;
- vii/ Councillor Expectations Policy; and
- viii/ Councillor Confidentiality Policy.

It was noted that, once approved by Council, the Charters, Policies, and Protocols will be embedded as common, foundational documents and become the nucleus of a policy and governance manual. Accordingly, the documents will be revised and amended from time to time to remain current and address future changes in the organization; including parts of the new governance structure that are still to be determined as work continues on the governance renewal roadmap.

In terms of next steps, it was agreed that all 13 Charters, Policies, and Protocols will be presented to the Executive Committee at its next scheduled meeting on March 16 for final review. Pending a recommendation from the Committee, it is anticipated that these documents will be presented to Council for approval at the March 26 meeting.

**16-09
GOVERNANCE WORK PLAN –
APPROVALS REQUIRED FROM COUNCIL**

L. Maier presented the proposed new governance structure as it relates to governance committees, regulatory committees, other committees, and policy-making; and described several future state features and their impacts.

It was noted that a 3-governance committee structure was proposed at the last Executive Committee meeting. After further analysis of this structure with respect to current Council size, and the type and volume of matters committees will be addressing, senior management is now recommending a 4-governance committee structure as follows:

1. Finance & Audit
2. Human Resources & Compensation
3. Regulatory Policy & Legislation
4. Nominations & Governance

David Brown and Debra Brown both noted that GSI is in agreement with the senior team's recommendation for these 4 named governance committees. It was noted that in the Terms of Reference for each committee, there will be a clear distinction between regulatory policy (a mandate of the Regulatory Policy & Legislation Committee only) and governance policy (a mandate of each committee as it relates to their respective areas).

The Committee agreed with the proposed committee and policy-making structure as presented, subject to the omission of references to the "Other-type" committees until the potential future state and impacts involving PEO chapters are addressed in later phases of the governance roadmap. It is anticipated that this structure will be presented to Council for approval at the March 26 meeting.

J. Max signed off at 7:00 pm

**16-10
GOVERNANCE WORK PLAN –
PLAN FOR MARCH 6 STRATEGIC
CONVERSATION**

There was a discussion regarding the next steps of presenting the committee and policy-making structure outlined in paragraph 16-09 to Council in the context of the agenda and proposed content for the next Strategic Conversation scheduled for March 6. It was agreed that the agenda would include the following:

- a timeline of PEO's governance renewal journey to date in terms of steps completed and those still to be addressed;
- an overview of how regulatory and governance reform seek to distinguish between adjudicative functions and policy-making functions, governance and operations, and due diligence and high level governance;

- the purpose of governance committees and their interface with Council;
- an overview of the proposed 4 governance committees along with their current outputs and additional best practice outputs; and
- an outline of the proposed transition principles for governance and regulatory committees covering those changes that would be immediate upon Council's approval through to those that would take effect by the 2022 Annual General Meeting.

**16-11
IN CAMERA**

The remaining staff and guests signed off at 7:50 pm except for D. Abrahams, L. Maier, and J. Zuccon who met in camera with the Committee.

**16-12
NEXT MEETING**

The next Executive Committee meeting is scheduled for March 16, 2021.

There being no further business, the meeting concluded at 8:30 pm.

These minutes consist of minutes 16-06 to 16-12 inclusive and 4 pages.

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

R. Martin, Corporate Secretary