

Briefing Note – Confirmation

C-540-1.1

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-540-1.2, 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 – 540th Council meeting agenda

Agenda

C-540-1.2
Appendix A

540th Meeting of the Council Professional Engineers Ontario Videoconference

Date: Friday, April 30, 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.

Join Zoom Meeting:

<https://zoom.us/j/82573827102?pwd=eFcxZ25nRThLMEO1cDdyR1ZWtm5xZz09>

Meeting ID: 825 7382 7102

Passcode: 221243

Recording Meetings

Please be advised that open sessions of Council meetings conducted via the *Zoom* videoconferencing platform are recorded and recordings may be posted on PEO's website, which is public. By participating, Councillors and others in attendance consent to the recording for the purpose as described. In camera sessions of Council are not recorded on *Zoom*.

Friday, April 30th – 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				
2.3	PROVIDING ENGINEERING SERVICES UNDER O. REG. 1/17 AND PART II.2 OF THE EPA	Councillor Ausma	Decision	10:10 am
2.4	MANDATORY CONTINUING PROFESSIONAL DEVELOPMENT PROGRAM	Councillor Turnbull	Decision	10:20 am
10:30 p.m. – 10:40 p.m.		BREAK		
Regulatory Items – Cont’d				
2.5	ENGINEERS CANADA DIRECTORS REPORT	D. Chui	Information	10:50 am
Governance Items				
2.6	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">Formalization of 4 new governance committees of CouncilStanding down certain other committeesReassignment of tasks previously assigned to the Executive Committee	President-elect Bellini	Information Decision	11:00 am
2.7	FINANCE AND AUDIT REPORT - Expense Reimbursement Policy	Councillor Sung	Decision	11:30 am
2.8	NOMINATION OF PEO REPRESENTATIVE TO ENGINEERS CANADA BOARD: Council to nominate one member to serve on the Board of Engineers Canada for a 3-year term	Councillor Turnbull	Decision	11:40 am
2.9	UPDATE FROM THE ANTI-RACISM AND ANTI-DISCRIMINATION EXPLORATORY WORKING GROUP (AREWG) <ul style="list-style-type: none">Motion to extend	Councillor Cushman	Decision	11:50 am
12:00 P.M. – 1:00 p.m.		LUNCH		
3. <u>CONSENT AGENDA</u>		Spokesperson/ Moved by	Type	Time

3.1	MINUTES – 539 COUNCIL MEETING	Chair	Decision	1:00 pm
Regulatory Items				
	None			
Governance Items				
3.2	CONFIRMATION OF ELECTRONIC, VIRTUAL AGM	President-elect Bellini	Decision	
Formal Public Meeting Ends				

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 Diligent Boards under the Resource section 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. The following reports were submitted as of April 22, 2021:

- Stats
- Legislation Committee

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-540-1.3

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

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-540-2.1

PRESIDENT’S REPORT

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

Motion(s) to consider:

none required

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

Briefing Note – Discussion

C-540-2.2

CEO/REGISTRAR'S REPORT

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

No motion required.

Prepared by: Dale Power, Secretariat Administrator

Please find attached the CEO/Registrar's report.

C-540-2.2
Appendix A

CEO/Registrar Update

Johnny Zuccon, P.Eng., FEC, CEO/Registrar
Prepared for PEO Council, April 30, 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

Please refer to the progress report provided to Council at its March meeting for an update on the refinements being made to our organizational structure to better meet the needs of a modern regulator.

Operations

COVID-19

2021 In-person Meetings and Events

In light of the escalating pandemic, staff were provided further guidance on in-person and in-office meetings and events for the duration of the year. The following message was sent on April 22:

"Dear Staff,

PEO has been providing updates as the COVID-19 situation evolves. Our focus and priority continues to be the health and safety of our staff, as well as our volunteers and others who engage with us as applicants, licence holders and members of the public.

As you are aware, under the current State of Emergency and Stay-at-Home order, which is in effect until at least May 20th, 2021, all Ontarians are required to remain at home as much as possible. All employers are required to limit in-office attendance to those who simply cannot work from home. Any requested visits to the office should be carefully assessed by staff, their manager, and Human Resources, to ensure that the office visit is absolutely necessary to perform

the essential functions of the job, is unavoidable, and therefore cannot be delayed until a future date.

The situation with the pandemic and with the pace of vaccinations is fluid. At this point we do not know when we will be able to resume even limited visits to the office, let alone a full return. Regardless, I have decided as CEO/Registrar that PEO should not plan to host any in-person, face-to-face meetings for the remainder of 2021. In particular, this includes Council and committee meetings as well as in-person meetings with those seeking licensure.

We hope this provides guidance for planning of meetings and events. There is much uncertainty remaining about how long the effects of the pandemic will persist, but I am confident that we can navigate through the challenges together, as we have done since March 2020. If you have questions, please do not hesitate to ask me, your manager or your HR business partner."

Further, I provided the following response to the Regional Councillors Committee to clarify PEO's expectations on conducting in-person activities by volunteers during the pandemic, after a request for such was formally made at the committee's March 13 meeting:

"In March 2020, at the outset of the global pandemic, Council passed a motion instructing the CEO/Registrar to 'take all necessary steps to reduce the possibility of virus transmission until public authorities confirm that the risk of virus spread has sufficiently abated.'

Compliance with health and safety requirements is largely an operational matter. As the pandemic is expected to continue for some time, PEO also will continue to follow both the letter and spirit of public health guidelines regarding the holding of in-person events, in particular employee attendance and other gatherings at 40 Sheppard Avenue West.

PEO expects that anyone holding events under PEO's banner will fully comply with the rules in force for their areas. Based on its oversight and liaison function, RCC can provide the chapters with whatever guidance and support it considers appropriate. This advice would likely include a reminder that chapter events must conform to the advice of public health authorities in various regions, as well as province-wide."

Licensing

ARC and ERC Reviews

As previously reported, ARC and ERC reviews have been considerably delayed given the technology reconfiguration implemented in 2020 required to support the new, electronic licensing process.

Since launching the paperless workflow in February, suitably trained ARC members have completed more than 170 academic file reviews. We estimate that it will take 4-6 months to get through the nearly 2500 files 'backlogged' for ARC review and to achieve a steady state operations.

Plans have been underway since November for ERC interviews to take place using the Zoom platform. Currently, approximately 25% of ERC members have been trained to conduct virtual interviews. Interviews commenced in early March and, as of April 26, 34 applicant interviews will have been completed. There are currently 151 files awaiting ERC interviews and another 92 files referred from academic assessments completed by the ARC and staff. The current challenge is 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 ERC. The historical workload prior to COVID was roughly 65 interviews per month and throughput will need to increase to address the backlog and anticipated volume from ARC referrals. Our goal is to have 10-12 interviews per day on a 7-8 interview days per month schedule.

Information Discovery and Digitization Capacity Project

The Information Discovery and Digitization Capacity project (IDDC—digitizing PEO's inventory of 21,000 paper-based licence application files) went live on March 25 but activities had to be halted again following the current stay at home order. During the short window of operations, staff received the final onsite training and the project kicked off with an initial batch of 159 files and 12 files were fully converted. IDDC operations will remain on hold until the current stay at home order is lifted.

Figure 1. Breakdown of P.Eng. licence applications received, January-March 2020 and 2021

Year	Applications Received 2020					Applications Received 2021					% change
Gender	Female		Male		Totals	Female		Male		Totals	Totals
	(#)	(%)	(#)	(%)	(#)	(#)	(%)	(#)	(%)	(#)	
CEAB	148	23%	507	77%	655	128	22%	441	78%	569	-13%
Non-CEAB	119	18%	536	82%	655	243	17%	1172	83%	1415	116%
Totals	267	20%	1043	80%	1310	371	19%	1613	81%	1984	51%

Figure 2. Breakdown of P.Eng. licence applications approved, January-March 2020 and 2021

Year	P.Eng. Licences Approved 2020					P.Eng. Licences Approved 2021					% change
Gender	Female		Male		Totals	Female		Male		Totals	Totals
	(#)	(%)	(#)	(%)	(#)	(#)	(%)	(#)	(%)	(#)	
CEAB	86	20%	339	80%	425	104	19%	452	81%	556	31%
Non-CEAB	52	19%	222	80%	274	49	15%	282	85%	331	21%
Totals	138	20%	561	80%	699	153	17%	734	83%	887	27%

Figure 3. Average process times for P.Eng. licence approvals, January-March 2020 and 2021

	P.Eng. Licences Approved Jan-Mar 2020		P.Eng. Licences Approved Jan-Dec 2020		P.Eng. Licences Approved Jan-Mar 2021	
	# Applicants	Average licensing time	# Applicants	Average licensing time	# Applicants	Average licensing time
CEAB applicants	302	1222 days	1543	1256 days	391	1332 days
Non-CEAB applicants	159	923 days	696	1054 days	185	1092 days
Confirmatory exam program	30	1730 days	128	1707 days	27	1611 days

Specific exam program	17	2142 days	68	2415 days	12	2433 days
Interprovincial Transfers	167	42 days	597	85 days	247	141 days
Reinstatements	24	49 days	78	44 days	25	80 days

Figure 4. Certificate of authorization statistics Q1 2020 vs. Q1 2021

Certificates of Authorization (C of A)		
	Q1 2020	Q1 2021
C of A applications approved	112	163
C of A renewals	1106	1581
C of A cancellations	23	13

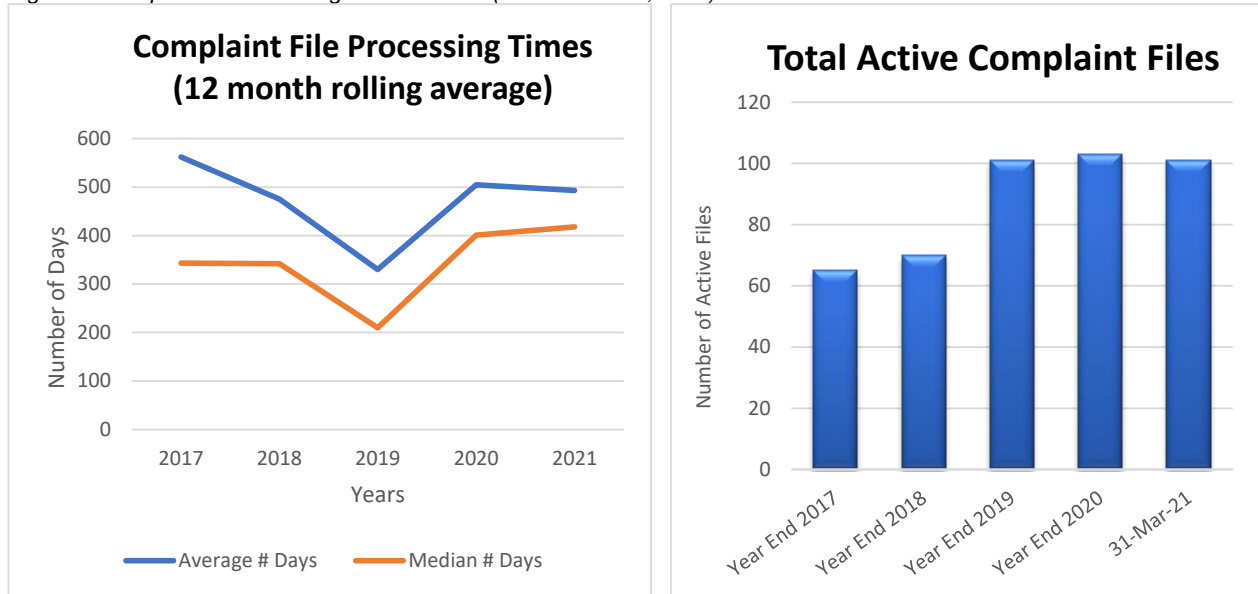
Regulatory Compliance

Complaints

The Complaints Committee continues to hold virtual meetings by Zoom approximately every two months, resulting in little disruption to the delivery of its legislative mandate as a result of COVID. Over the last several months, the committee has been actively managing its membership and seeking to proactively replace retiring members, including two quorum-critical Attorney General appointees.

While investigations and committee operations are able to occur 100% virtually, the length of time required to fully investigate and gather investigation documents has increased as a result of COVID-related shutdowns and the resulting additional time that it is taking complainants, respondents, and third parties to gather documents and respond to information requests. Complaint file processing times have trended upwards as a result. There is a legal counsel staff vacancy in the Regulatory Compliance department as of August 2020, which has also had a productivity impact on staff operations and file processing times. The number of open active complaint files remains consistent with previous years.

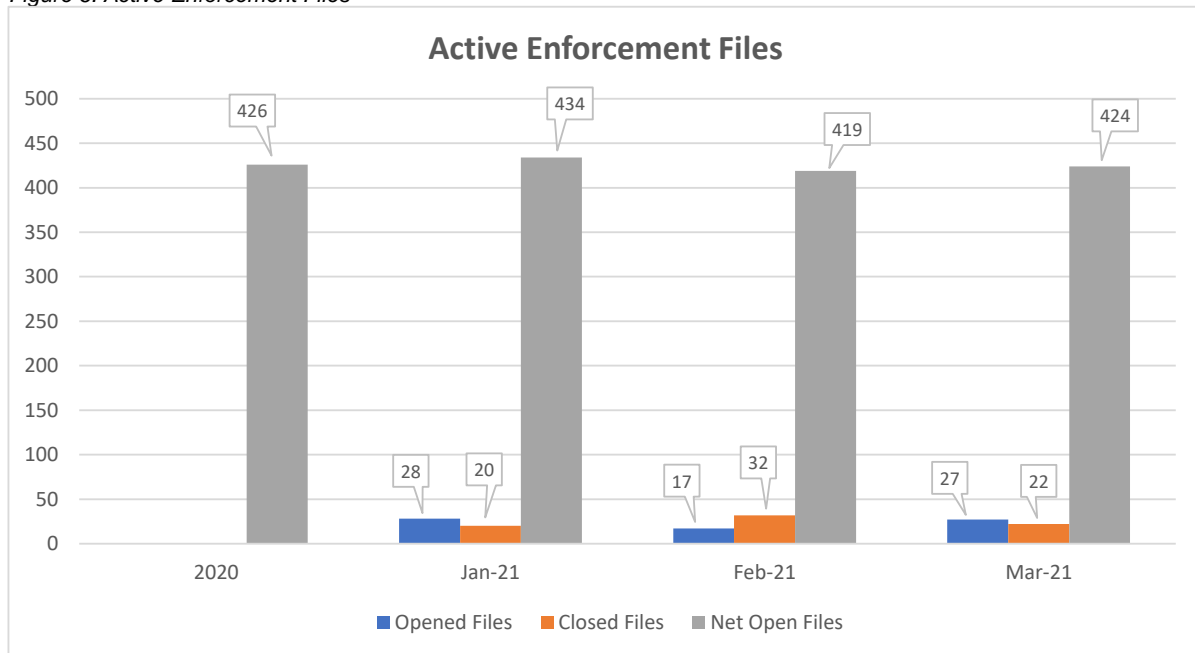
Figure 5. Complaints and Investigation Statistics (as at March 31, 2021)



Enforcement

The net enforcement case load for the first quarter of 2021 remained stable as compared to the net case load at the end of 2020. The sustained closure of PEO offices and reduced access to supporting services continues to extend timelines to close reported violations. The number of new files opened/month remains somewhat lower than pre-COVID levels.

Figure 6. Active Enforcement Files



Finance

Financial Update

For the three months ending March 31, 2021, revenues earned were \$7.5m and expenses incurred were \$6.0m, resulting in an excess of revenues over expenses of \$1.6m, as shown in Figure 7. The increase in revenues in comparison to budget by \$0.1m is due to higher than expected P.Eng. revenue and investment income. This was offset by lower application, registration and examination fees, and a reduction in advertising income and building operations revenue.

There were \$6.0m in total expenses in the first quarter of 2021 versus a budgeted spend of \$7.3m resulting in a favourable variance of \$1.3m. This is due to the lower than expected spend on full-time staff salaries, chapter expenses, purchased services, legal and volunteer expenses. Expenses are trending lower due the ongoing restrictions from the COVID-19 pandemic.

As shown in Figure 8, PEO has cash reserves of \$10.4m and an investment portfolio of \$15.3m as of March 31, 2021. The value of the investment portfolio has increased by about \$228k in the first quarter of 2021 due to its well-diversified asset mix with approximately 70% invested in high quality, fixed-income instruments that have helped in insulating the portfolio from the volatility of equity markets.

Figure 7. Revenues and expenses as of March 31, 2021

	2021 Actual	2021 Budget	Variance Act Vs Bud
Revenues	\$7,552,595	\$7,427,488	\$125,107
Expenses	\$5,957,013	\$7,306,794	\$1,349,781
Excess of Rev over Exp	\$1,595,582	\$120,694	\$1,474,889

Figure 8. Assets and liabilities as of March 31, 2021

	2021 Actual	2020 Actual	Variance (Fav / Unfav)
Cash	\$10,370,300	\$5,728,890	\$4,641,410
Other current assets	\$1,074,905	\$921,678	\$153,227
Marketable securities	\$15,297,704	\$11,034,506	\$4,263,198
Capital Assets	\$30,846,282	\$32,809,758	-\$1,963,476
Total Assets	\$57,589,191	\$50,494,382	\$7,094,359
Current Liabilities	\$14,634,778	\$14,272,777	-\$362,001
Long Term Debt	\$2,268,297	\$3,357,093	\$1,088,796
Employee Future Benefits	\$13,557,474	\$6,725,000	\$6,832,474
Net Assets	\$27,128,642	\$26,139,962	\$988,680
Total Liabilities & Net Assets	\$57,589,191	\$50,494,382	\$7,094,359

Impact of COVID-19 on membership requests for reduced fees

As shown in Figures 9 and 10, the total number of remission requests as of March 31, 2021, is 901 versus 690 in 2020, showing an increase in the number of members seeking fee remission in 2021.

Impact of COVID-19 on membership resignations and overall membership numbers

From Figures 9 and 10, it can be seen that the average number of resignation requests received as of March 31, 2021, is 78 versus 65 for all of 2020, which shows that the average number of resignations in 2021 is trending higher than in 2020 by 13 per month. As of March 31, 2021, there has been a net increase in P.Eng. membership of 578. As of March 31, 2021, the total number of P.Eng. members is 85,120 versus 84,542 at the end of 2020. This increase in membership is a positive start for 2021 despite the increase in resignation requests.

Figure 9. Remissions stats for 2021

Remission Type	Jan	Feb	Mar	Total	Monthly Ave.
Parental Leave	18	20	19	57	19
Post Grad	9	10	10	29	10
Unemployment	220	135	158	513	171
Temp Health	3	4	6	13	4
Permanent Health	4	4	3	11	4
Retired	105	99	74	278	93
Total	359	272	270	901	300
Cumm. Total	359	631	901		
Resignations				233	78

Figure 10. Remissions stats for 2020

Remission Type	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec	Total	Monthly Ave.
Parental leave	20	13	8	18	14	15	12	10	13	14	14	14	165	14
Post grad	14	7	2	9	6	7	3	4	6	9	10	5	82	6
Unemployment	141	111	106	107	104	109	90	132	152	162	140	102	1456	117
Temporary health	5	4	1	4	2	1	2	3	2	4	2	0	30	3
Permanent health	3	4	4	2	2	3	3	5	2	4	2	2	36	3
Retired	67	93	87	34	59	68	49	67	80	73	75	73	825	67
Total	250	232	208	174	187	203	159	221	255	266	243	196	2594	210
Cumm. Total	250	482	690	864	1051	1254	1413	1634	1889	2155	2298	2594		
Resignations													664	65

Briefing Note – Decision

C-540-2.3

Guideline – Providing Engineering Services Under O. Reg. 1/17 and Part II.2 of the EPA

Purpose: Council approval of the listed guideline is required to authorize its publication.

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

That Council:

1. Approve the publication of the *Providing Engineering Services Under O. Reg. 1/17 and Part II.2 of the EPA*; and
2. Direct the Registrar to publish the guideline and notify members and the public of its publication through usual PEO communications.

Prepared by: José Vera, P. Eng. – *Manager Practice and Standards* on behalf of Neil Kennedy, P. Eng. – *Chair of the PSC*

Moved by: Councillor Sandra Ausma, PhD., P.Eng.

1. Need for PEO Action

Professional Standards Committee (PSC) was instructed by Council to revise the develop *Providing Engineering Services Under O. Reg. 1/17 and Part II.2 of the EPA* practice guideline and performance standard as per the following motion:

- 508th Council meeting on September 23, 2016:

That Council direct the Professional Standards Committee to form the Emission Summary and Dispersion Model (ESDM) Subcommittee to develop a practice guideline and a performance standard as described in the Terms of Reference as presented to the meeting at C-508-2.4, Appendix A.

- 514th Meeting of Council on September 28, 2017: an information Briefing Note was provided: *To inform Council of the revised Terms of Reference of the above subcommittee. This subcommittee was previously known as Emission Summary and Dispersion Model Reports (ESDMs).*

Note:

The title in the Terms of Reference of the subcommittee was “Regulatory Studies and Assessments under O. Reg. 1/17”. However, the PSC and its subcommittee agreed to change the title to “Providing Engineering Services Under O. Reg. 1/17 and Part II.2 of the EPA” to accurately reflect the contents of the guideline.

2. Proposed Action / Recommendation

- The PSC recommends that Council approve the *Providing Engineering Services Under O. Reg. 1/17 and Part II.2 of the EPA* guideline for publication, since it meets the objectives laid out its approved Terms of Reference (Appendix B).

3. Next Steps (if motion approved)

- Manager, Practice and Standards will collaborate with PEO Communications Department to prepare the draft document for publication as a PEO Guideline; and
- Announcement will be published in the PEO Engineering Dimensions and notices posted on the website to notify PEO members about the publication of this document.

4. Policy or Program contribution to the Strategic Plan

- Strategy 1.7 Develop practice guideline for *Providing Engineering Services Under O. Reg. 1/17 and Part II.2 of the EPA*.

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

	Operating	Capital	Explanation
Current to Year End	\$	\$	Funded from existing PSC budget
2 nd	\$	\$	Not Applicable, since the guideline should be published this year.

6. Peer Review & Process Followed

Process Followed	<p>Outline the Policy Development Process followed.</p> <ul style="list-style-type: none"> • The draft document was posted on the PEO website for member and stakeholder consultation (May 4, 2020 – July 3, 2020). The following stakeholders were directly invited to the public consultation: <ul style="list-style-type: none"> ➤ Ministry of the Environment, Conservation, and Parks (MECP) ➤ Environmental Assessment and Permissions Division ➤ Drinking-Water and Environmental Compliance Division ➤ Ontario Society of Professional Engineers (OSPE) ➤ Consulting Engineers of Ontario (CEO) ➤ Engineers Canada ➤ Air Practitioners Group ➤ Insurance companies such as Morison, Environmental, Victor, Environmental, ALIGNED Insurance for environmental engineering firms, and Fenn & Fenn Insurance Practice ➤ Consulting firms such as Pinchin, and RWDI. • The draft document was revised where warranted based on recommendations received from members and stakeholders during consultation. • The draft document was reviewed and approved by PSC (March 9, 2021). • An external legal review from Willms & Shier was received before the public consultation and a second External review after the public consultation.
Council Identified Review	Not applicable
Actual Motion Review	Not applicable

7. Appendices

- Appendix A – *Providing Engineering Services Under O. Reg. 1/17 and Part II.2 of the EPA* guideline
- Appendix B – Terms of Reference Subcommittee - *Providing Engineering Services Under O. Reg. 1/17 and Part II.2 of the EPA*

Guideline for Providing Engineering Services Under O. Reg. 1/17 and Part II.2 of the EPA

February 17, 2021

CONTRIBUTORS

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Notice: The Professional Standards Committee has a policy of reviewing guidelines every five years to determine if the guideline is still viable and adequate. However, practice bulletins may be issued from time to time to clarify statements made herein or to add information useful to those engineers engaged in this area of practice. Users of this guideline who have questions, comments or suggestions for future amendments and revisions are invited to submit these to the Guideline Amendment and Revision Submission Form: <https://www.peo.on.ca/sites/default/files/2020-01/Guideline%20Amendment%20and%20Revision%20Form%20%28FINAL%29.pdf>

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1. PEO PURPOSE OF GUIDELINES

For general information on the purpose of practice guidelines, the guideline development and maintenance processes, including the Professional Engineers Ontario (PEO) standard form for proposing revisions to guidelines, please read PEO guideline development and maintenance processes: <https://www.peo.on.ca/sites/default/files/2019-08/GUIDELINE%20DEVELOPMENT%20AND%20MAINTENANCE%20PROCESSES%20terms%20of%20reference.pdf>

To view a list of the PEO guidelines, please visit the Practice Advice Resources and Guidelines of the PEO website:

<https://peo.on.ca/index.php/knowledge-centre/practice-advice-resources-and-guidelines/practice-guidelines>

2. PREFACE

In September 2016, PEO Council approved the formation of a subcommittee of engineers experienced in preparing technical reports required under the Registrations Under Part ii.2 of the Act - Activities Requiring Assessment of Air Emissions (O. Reg. 1/17), such as the Environmental Activity and Sector Registry (EASR) Emission Summary and Dispersion Modelling (EASR ESDM) Report and the Noise report. They were tasked to investigate the professional and ethical aspects of providing these documents. The subcommittee was instructed to develop best practices for Licensed Engineering Practitioners (LEPs) undertaking this work and prepare a guideline describing these best practices. The subcommittee was also tasked with preparing a performance standard under O. Reg. 260/08, which is provided under separate cover.

The subcommittee met for the first time on May 31, 2017 and submitted a completed draft of this document to the Professional Standards Committee for approval on _____, 2020.

At various stages of the development process, drafts of this guideline were distributed to a network of reviewers. These reviewers provided comments and questions. Following consultations with LEPs, co-regulators and other stakeholders, the final draft was approved by Council at its meeting on _____, 2020.

Notes:

1. References in this guideline to the word “engineers” and “Licensed Engineering Practitioners (LEPs)” apply equally to professional engineers, temporary licence holders, provisional licence holders and limited licence holders.
2. References in this guideline to the word “Ministry” refer to the Ministry of the Environment, Conservation and Parks (MECP) or as updated from time to time.
3. For the purposes of this guideline, the term “public interest” refers to the safeguarding of life, health, property, economic interests, the public welfare and the environment for the benefit of the general public.

3.BACKGROUND

The *Environmental Protection Act* (EPA) requires an Environmental Compliance Approval (ECA) under Part II.1 for activities under Section 9 before operating, constructing, altering, extending or replacing anything in a facility that may discharge a contaminant into the natural environment, unless otherwise exempt or prescribed. Activities that are prescribed for registration are required to register instead of obtaining an ECA.

Additionally, at the time of preparation of this guideline:

1. Part II.2 of the EPA prohibits any person from engaging in an activity that is prescribed for registration in the EASR unless the activity is registered in the EASR;
2. The requirements prescribed in O. Reg. 1/17 for registration in the EASR include, but are not limited to:
 - a. that an EASR ESDM Report be prepared in accordance with prescribed sections of O. Reg. 419/05;
 - b. the EASR ESDM and Noise report, also be prepared in accordance with the document titled "Environmental Activity and Sector Registry - Limits and Other Requirements" (the "EASR Publication"); and
 - c. the EASR ESDM and Noise reports be available at the facility at all times.

Other legislation relevant to this area of practice includes, but is not limited to the key Acts, Regulations and guidelines outlined in Appendix 1 as amended from time to time.

Exemptions provided under O. Reg. 524/98 for the purposes of Part II.1 or II.2 of the EPA does not exclude the requirement to comply with O. Reg. 419/05 or any other legislation. Any exempt sources still need to be considered as part of the preparation of Reports, such as the EASR ESDM Report, or the Noise report. Information on assessing exempt sources and insignificant sources is available in the Ministry guidance documents.

4.RESPONSIBILITIES OF THE LICENSED ENGINEERING PRACTITIONER (LEP)

Professional Engineers working as LEPs that prepare documents for Air Emissions EASR registrations (under O. Reg. 1/17) must comply with the Code of Ethics and Professional Misconduct provisions of Ontario Regulation 941 made under the *Professional Engineers Act*.

LEPs should properly inform the client regarding the requirements of the project. The information provided to the client should include:

1. a statement that the client is responsible to register in the Air Emissions EASR and is required to remain compliant with O. Reg. 1/17 while preparing the documents for registering in the EASR;
2. a description of the ongoing duties of the client after the registration in the EASR;
3. a description of the data and information that needs to be collected by each of the involved parties; the roles and responsibilities of each party during the preparation of the documents for the registration in the EASR;
4. a description of the purpose of site visits deemed to be necessary for due diligence reasons; and
5. a written description of the requirements regarding the services of a Toxicologist.

It is good practice for the LEP, in consultation with the client, to prepare a detailed scope of work and affix this to their contract for services. A Professional Engineer who works as an LEP for their employer will likely not require a formal contract or agreement to prepare a scope of work for the preparation of documents relating to the registration in the EASR. However, in such

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situations, the LEP should ensure a project scope or description is prepared in consultation with the employer and kept on file.

The LEP is required, with the assistance of the client, to become familiar with the site and its operations, as well as the surrounding areas, in order to gain the familiarity needed to prepare for registering in the EASR.

The LEP should:

1. Explain to the client the regulatory regime under the EPA and O. Reg. 1/17, the Air Emissions EASR registration, and the ECA or Renewable Energy Approval (REA) permission processes and requirements;
2. After obtaining the necessary information through consultation with the client, determine and disclose what type of permission (if any) or registration is required for the site;
3. If there is uncertainty as to what type of approval is required, refer the client to qualified legal counsel;
4. Explain to the client the Ministry's electronic registration process and specific technical requirements that need to be submitted as part of the electronic registration. The LEP may offer to work with the client to do the electronic registration. If the client chooses to do the electronic registration themselves, the LEP should explain the importance of completing it properly and the potential consequences of a noncompliant submission;
5. Verify that the facility qualifies for registration under O. Reg. 1/17;
6. Provide the client with an overview of the various documents that are required and summarize those that are required to be dated, signed, and sealed by an LEP;
7. Advise the client on which documents are not required to be prepared by an LEP;
8. Come to an agreement with the client so it is clear what portions of the required information in the EASR registration is being delegated to be obtained by the LEP;
9. Discuss the role of the client and their responsibility for the accuracy of the data submitted to the LEP and to the Ministry;
10. Consider appropriate verification strategies for the data provided, including conducting a site visit, as part of the due diligence process;
11. Explain to the client what their future obligations are if there are changes to either their facility or site or surrounding area, the assumptions pertinent to the Air Emissions EASR registration process, and changes to the Ministry Regulations. These obligations may require amendments to registration, updates or addendums to reports and/or compliance activities that may require the submission of documents and modelling files used to support the assessments in EASR ESDM and Noise report;
12. Assist the client in determining the NAICS code for the facility to verify that it is based on the guidance from Statistics Canada and O. Reg. 1/17 to determine the primary NAICS code for the activity on-site and if applicable, the secondary NAICS Code. The facility might not have the same NAICS code as the company as a whole. The rationale for the NAICS codes selected should be documented;
13. Inform the client of considerations for source testing, if required;
14. Seek the advice of legal counsel and insurance professionals to assist in understanding any risks and the extent to which their professional liability insurance provides coverage before they undertake any such work;
15. Provide the client with information on the LEP's errors and omissions insurance coverage;
16. Provide the client with information about engaging a Toxicologist, should a Toxicological Assessment be required, and the roles and responsibilities of the Toxicologist. The LEP should also explain that Toxicological Assessments are not within the practice of

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- professional engineering and that the LEP is not qualified to evaluate the correctness of any opinions made by a Toxicologist; and
17. Provide the client with modelling input and output files completed during the air and noise assessments.

Although some components can be prepared by the client themselves or by a third party that is not an LEP, the following components of an Air Emissions EASR submission are required to be signed and sealed by an LEP:

1. EASR ESDM Report;
2. Applicable sections of the EASR ESDM Report Supplement;
3. Noise reports;
4. Noise Abatement Action Plan (NAAP (if required));
5. Acoustic Audit Report (if required);
6. Odour Control Report (if required);
7. Odour Best Management Practice Plan (if required);
8. Best Management Practices Plan for Fugitive Dust Control (if required).

The client's facility may emit contaminants that have no Ministry benchmarks (standards, guidelines or screening levels) or exceed the screening levels provided by the Ministry. If the LEP determines that there is no standard, guideline or screening level for a contaminant, or the screening level is exceeded, or the contaminant is not deemed negligible in accordance with the Ministry *ESDM Procedure Guideline A-10*, then the LEP should require:

1. A qualified Toxicologist is retained to prepare an assessment regarding the likelihood of an adverse effect, including in situations where a standard from a foreign jurisdiction is adopted;
2. The Toxicologist who is retained to complete the Toxicological Assessments has appropriate credentials and experience on how to determine and interpret the potential harmful effects of chemical and physical agents, and the associated amount (i.e., dosage), that will cause these potential harmful effects on human health and the environment. To guide LEPs in assessing Toxicologists, LEPs may consider relying on the work of a Toxicologist when at least one of the following education and experience levels have been met:
 - a. The Toxicologist holds a doctoral degree in a relevant discipline (toxicology, biology, chemistry, medicine.) and has nominally 5 years of relevant experience completing Toxicological Assessments; or
 - b. The Toxicologist holds a master's degree in a relevant discipline (toxicology, biology, chemistry, medicine) and has nominally 7 years of relevant experience completing Toxicological Assessments; or
 - c. The Toxicologist holds a bachelor's degree in a relevant discipline (toxicology, biology, chemistry, medicine) and has nominally 8 years of relevant experience completing Toxicological Assessments.
3. Appropriate contractual protections are included in any written agreement between the LEP and the client and/or between the LEP and the Toxicologist. LEPs should consult with their legal counsel in considering if and how the following provisions should be incorporated into the contractual agreements for the project:
 - a. Representations that confirm the LEP will be relying on the conclusions of the Toxicologist and that the LEP is not qualified to evaluate or opine on Toxicological Assessments;
 - b. Agreement by the Toxicologist that reasonable skill and diligence will be employed in completing the work, that the Toxicologist has the necessary training

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- and experience to complete the work, and that a statement of qualifications will be appended to any report prepared by the Toxicologist;
- c. Agreement that the Toxicologist will obtain and maintain errors and omissions insurance coverage in an amount appropriate to the project but not less than \$1 million; and
 - d. A release from liability and indemnity in the favour of the LEP for any losses resulting from the negligence of the Toxicologist;

An LEP who prepares technical studies and submissions for the EASR process, who does not have the requisite qualifications in air quality, odour and/or acoustics, as appropriate, may be guilty of professional misconduct. For more information, refer to section Section 6.6 - Professional Competency and Disclosure in this guideline.

5. RESPONSIBILITIES OF THE CLIENT

The following provides an overview of the responsibilities of the client. The client uses the professional services of an LEP to prepare documents and also to provide specific technical information during the EASR registration. It is the best practice for the LEP to review the electronic EASR registration process with the client. The client is a partner with the LEP during this process and retains ultimate responsibility for:

1. Engaging LEP(s) to provide the EASR ESDM Report, EASR ESDM Report Supplement, Noise reports, Best Management Practices Plan for Fugitive Dust Control, Odour Best Management Practice Plan and Odour Control Reports of the EASR registration as required by O. Reg. 1/17;
2. Providing accurate data and information relevant to their site and facility as needed by the LEP;
3. Providing access to the LEP for site visits as required and deemed necessary for completion of various documents;
4. Informing the LEP of land use changes proposed near the site that may affect the EASR ESDM Report, Noise reports, or Odour Screening Form;
5. Assisting with the identification of sensitive receptors around the site per Ministry regulations and guidance;
6. Identifying the primary NAICS code(s) for the activity on-site and any other relevant NAICS codes based on guidance from Statistics Canada, O. Reg. 1/17, and other Ministry guides;
7. Maintaining communication with the Ministry District Office as required;
8. Completing the client sections of the EASR ESDM Report Supplement;
9. Completing the Odour Screening, based on the Ministry Odour Screening Form required under O. Reg. 1/17;
10. Registering in the EASR; however, the client can delegate submitting portions of the required information to the LEPs;
11. Verifying the accuracy of relevant data in the documents prepared by LEPs;
12. Having the Emission Summary Table and Acoustic Assessment Summary Table of the EASR registration updated as modifications and updates to the various technical reports are prepared in accordance with O. Reg. 1/17. Further information on modifications can be found in Section 7.7.;
13. Providing the LEP with any relevant outstanding or past orders/requirements issued by any government body or regulatory authority;
14. Maintaining all necessary records, procedures, and logs as outlined in O. Reg. 1/17; and
15. Notifying the Ministry Spills Action Centre of any complaints.

6. LEP'S PROFESSIONAL REQUIREMENTS

6.1 Conflict of Interest

Regulation 941/90 made under the *Professional Engineers Act* clearly describes the circumstances that create a conflict of interest. Paragraph 72(2)(i) states that, “*failure to make prompt, voluntary and complete disclosure of an interest, direct or indirect, that might in any way be, or be construed as, prejudicial to the professional judgment of the practitioner in rendering service to the public, to an employer or to a client*” shall constitute professional misconduct. Practitioner means holder of a licence, a temporary licence, a provisional licence, a limited licence, or a certificate of authorization.

To know when disclosure is appropriate, a clear understanding of what causes a conflict of interest is needed. The simplest and most effective way to deal with potential conflicts of interest is to be forthright and talk to the appropriate parties about any circumstances that could reasonably lead those parties to question the LEP’s judgment. For more information on “Conflict of Interest” refer to the “*Professional Engineering Practice*” guideline.

6.2 Professional Responsibility

Professional responsibility refers to LEP’s obligations to conduct themselves in accordance with the technical, legal, and ethical standards of the profession, including the higher duty of care associated with professional status. Good professional conduct includes practising only in matters that are within one’s competence. LEPs must realize that for both legal and ethical reasons they should not undertake assignments unless they honestly and reasonably believe that they are competent to carry out the work, or that they can become competent without undue delay, risk, or expense to the client or employer, or risk to the public, or that they will engage a competent licence holder to carry out work that is beyond their expertise. LEPs who proceed on any other basis are not being honest with their clients or employers. For more information on the “Professional Responsibility” refer to the “*Professional Engineering Practice*” guideline.

6.3 Assuming Responsibility and Supervising Others

In situations where an LEP assumes responsibility for an unlicensed person’s engineering work, it must be noted that by assuming responsibility, the LEP is subject to the same standards of professional conduct and competence as if the LEP completed the services personally. For more information, refer to the “*Assuming Responsibility and Supervising Engineering Work*” guideline.

6.4 Quality Control and Assurance

Quality control and quality assurance (QA/QC) programs (formal or informal) are important to all practising engineers. Absence of these programs could have an impact on public safety, due to errors in engineering design work or faulty conclusions not being corrected. The establishment, implementation, and monitoring of a quality assurance program or plan would typically be a strong indicator of the commitment to providing good quality services. Alternatively, smaller firms may elect to have work peer reviewed by outside LEPs (refer to PEO guideline *Professional Engineers Reviewing Work Prepared by another Professional Engineer*). Ultimately, some objective review of engineering work by a qualified engineer is the most appropriate assurance of quality work.

6.5 Sealing Requirements

Use of the seal is governed by Section 53, O. Reg. 941, under the *Professional Engineers Act*. The use of an engineer’s seal is a matter of professional regulation and does not independently give rises to any additional civil liability.

The failure to abide by Section 53 of O. Reg. 941, constitutes professional misconduct under paragraph 72(2)(g) of O. Reg. 941. Consequently, if in doubt, LEPs should affix the seal rather than withhold it (provided the document was actually prepared or checked by the LEP). LEPs should decide whether a document needs to be sealed based on the policies and procedures that are outlined in the “*Use of the Professional Engineer’s Seal*” guideline.

If the document contains information for which the LEP is not responsible, the LEP should include appropriate disclaimers and qualifications to clearly denote the content of the document that is not subject to the seal.

6.5.1 Signing and Sealing ESDM Reports with Content Prepared by Non-LEPs Regarding the Likelihood of an Adverse Effect

O. Reg. 1/17 requires that EASR ESDM Reports demonstrate that each contaminant discharged from the activity either meets the applicable standard at the point of impingement or is otherwise, for certain contaminants (i.e., contaminants not on the Ministry Air Contaminants Benchmarks (ACB) list or that exceed the concentrations provided as “Benchmark 2” in the ACB list), unlikely to cause an adverse effect.

LEPs are generally not qualified to determine or opine on whether a particular contaminant concentration is likely to cause an adverse effect. Such determinations are generally outside of the scope of professional engineering. LEPs must, therefore, rely on other qualified professionals, such as Toxicologists, to make those determinations.

In addition to the measures discussed in Section 4 of this Guideline, LEPs submitting EASR ESDM Reports under O. Reg. 1/17 that rely on the work of a Toxicologist for the purposes of assessing the likelihood of adverse effects should:

1. Ensure that any Toxicological Assessment or related report prepared by a Toxicologist is appended, in its entirety, to the EASR ESDM Report;
2. Ensure, in consultation with the LEP’s legal counsel, that appropriate disclaimers and statements of limitation are included in the EASR ESDM Report;
3. Ensure that any statements regarding the likelihood of an adverse effect are expressly attributed to the determinations made by the Toxicologist, accompanied by appropriate citations and references; and
4. Ensure that an express qualification is included beneath where the LEP’s seal is affixed to the EASR ESDM Report indicating that the seal does not apply to the appended Toxicological Assessment or report.

6.6 Professional Competency and Disclosure

According to paragraph 72(2)(h), Regulation 941/90 under the *Professional Engineers Act*, it is considered professional misconduct for LEPs to undertake work that they are not competent to perform by virtue of their training and experience. Furthermore, failure to make responsible provision for complying with applicable statutes, regulations, standards, codes, by-laws, and rules in connection with work being undertaken by or under the responsibility of the LEP is professional misconduct according to paragraph 72(2)(d), Regulation 941/90. It is recommended that LEPs disclose the following information in their proposals, terms of reference, engineering agreements, and/or reports, as appropriate:

- A summary of the LEP’s relevant work experience;

- The specific purpose and defined scope of the preparation of documents for the registration in the Air Emissions EASR (under O. Reg. 1/17) as well as any limitations or exclusions such as reliance on information provided by others (e.g. Toxicologists) imposed on the work by the LEP or the client; and
- The specific statutes, regulations, codes, and standards applied during the preparation of documents for the registration in the Air Emissions EASR (under O. Reg. 1/17).

7. PREPARING ASSESSMENTS AND REPORTS

7.1 Air Emissions EASR ESDM Reports

O. Reg. 1/17 requires that Air Emissions EASR ESDM Reports be prepared by an LEP as part of the EASR registration and that the reports be signed, sealed, and dated by the LEP. Air Emissions EASR ESDM Reports should be prepared in accordance with the requirements of:

- O. Reg. 1/17;
- O. Reg. 419/05;
- The EASR Publication;
- Guideline A-10: *Procedure for Preparing an Emission Summary and Dispersion Modelling (ESDM) Report* (ESDM Procedure Document);
- Guideline A-11: *Air Dispersion Modelling guideline for Ontario*; and
- All other relevant Ministry guidelines, technical bulletins and requirements.

Where a facility otherwise qualifies for registration on the EASR because of the nature of the operation and its NAICS code but consists only of sources exempted by O. Reg. 524/98, neither environmental approval under the EPA nor registration on the EASR is required. In such a circumstance, the LEP should inform the client that, although formal Ministry approval/registration is not required, the facility is not exempted from compliance with the EPA or local requirements.

Where a facility includes multiple air emissions sources, not all of which are exempted under O. Reg. 524/98, all sources, including those exempted, must be included in the assessment and EASR ESDM Report.

For the assessment of air emissions at a facility and the preparation of an Air Emissions EASR ESDM Report, the LEP should:

1. Be knowledgeable about all the relevant legislation, regulations, Ministry guidelines and documents that apply, herein and as amended and updated from time to time, including but not limited to those in Appendix 1;
2. Be knowledgeable about air emissions estimation methods, air dispersion modelling techniques, and air emissions control mechanisms and equipment;
3. Review the facility and its operations to identify all air emissions sources, air emissions discharge characteristics, contaminants that discharge to the air, and hours of operation. This can be done by reviewing facility specific documentation, interviews with facility personnel, and conducting facility site visits, as necessary. Examples of documentation that should be reviewed for this purpose include process descriptions, process flow sheets, site maps and plans, nature of raw material and products using material safety data sheets, manufacturer specifications for equipment, and operating manuals;

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4. Consider any plans for future modifications at the facility, as defined by the client, and the need to include these in preparation of the Air Emissions EASR ESDM Report;
5. The LEP should use the best available data and use their professional judgement to assess the validity of any emissions data provided by others. For any non-standard data used in the assessment, provide the source of the data, and include copies of references from which the data was taken;
6. Review operating conditions of the air emissions sources and selection of the operating scenario and emission rates that lead to the maximum concentration of a contaminant at a point of impingement;
7. Include, for every emissions rate estimate, some quantification or qualification of the uncertainty of the estimation using the data quality rules in Ministry *Guideline A-10: Procedure for Preparing an Emission Summary and Dispersion Modelling (ESDM) Report*;
8. Identify air emissions estimation methods and modelling approaches for the facility and select the most appropriate methods and operating scenarios that lead to the maximum concentration of a contaminant at a point of impingement. This requires understanding of the:
 - Available emissions estimation techniques and databases of emission factors, including their associated data quality;
 - Applicability of various emissions estimation techniques to the facility/process in question and process variations that would be captured by the selected emissions estimation technique;
 - Suite of regulatory dispersion models and their limitations, applicability, and function;
 - Available representative meteorological data and potential effects of local land use and surface characteristics;
 - Setup and execution of the selected regulatory dispersion model and relevant Ministry guidance documents, and
 - Compliance assessments and documentation.
9. Carry out one or more site/facility and area visits, as necessary in the judgement of the LEP, to observe the characteristics of the facility and nearby sensitive and other land uses. If a site visit is not done, clearly explain the reasons why the site visit was not necessary;
10. Confirm that the most current Ministry approved version of the air dispersion model is used for conducting air dispersion modelling, except where facility specific approvals explicitly allow otherwise;
11. Confirm that appropriate and representative meteorological data is used for conducting air dispersion modelling, and that if necessary, facility specific approvals under subsection 13(1) of O. Reg. 419/05 have been obtained;
12. Consider historical information related to any previously approved conditions, Ministry Inspection Reports, Ministry Orders, Abatement Plans, Complaints, and other relevant compliance history (as provided or made available by the client);
13. Review the history of each complaint, if any, for the facility and its resolution. Prior to registration, communicate with the applicable Ministry District Office about the status of any complaints, and discuss with the Ministry how outstanding complaints will be resolved;

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14. Consider current and published future regulatory criteria as part of the assessment of compliance;
15. Provide a draft EASR ESDM Report to the client for review and confirmation of accuracy of facility specific details prior to finalizing the Air Emissions EASR ESDM Report. It is recommended that the LEP:
 - Identify any operational constraints and processing thresholds that form part of the worst-case operating condition for the facility;
 - Identify compounds that are closest to regulatory compliance criteria and the associated data quality for the emissions estimates;
 - In situations where exceedances to Ministry limits are predicted for existing or future conditions, the LEP should work with the client to develop solutions for compliance;
 - In situations where exceedances to Ministry limits are confirmed for existing operating conditions, the LEP should advise the client of the requirements under the relevant regulations (O. Reg. 419/05);
 - Explain to the client how facility changes (process, equipment, stack configurations, chemical selection, etc.) may impact compliance; and
 - Document how the comments provided by the client on the draft Air Emissions EASR ESDM Report were considered in finalizing the Air Emissions EASR ESDM Reports, as a best practice.
16. Coordinate all documents that are required under O. Reg. 1/17 for a particular project among the LEPs and client so that emissions sources are consistently identified by their name, location, and identification across all documents; and
17. Confirm all Air Emissions EASR ESDM requirements that are contained within O. Reg. 1/17 have been met.

The LEP should inform the client that Air Emissions EASR ESDM Reports are to be reviewed and updated at least once every 10 years from the date that the last Air Emissions EASR ESDM Report was completed.

7.2 Air Emissions EASR ESDM Report Supplement

All Air Emissions EASR ESDM Reports require an Air Emissions EASR ESDM Report Supplement as part of the Air Emissions EASR registration under O. Reg. 1/17. In preparation of this report, ensure the requirements of subsection 13(1) of O. Reg. 1/17 are met.

The Air Emissions EASR ESDM Report Supplement should include:

1. The statement signed by the LEP who prepared the Air Emissions EASR ESDM Report, that the Air Emissions EASR ESDM Report is accurate based on information available to the LEP and that the Air Emissions EASR ESDM Report meets the requirements of subsection 13(1) paragraphs 7, 8, and 9 of O. Reg. 1/17;
2. The statement signed by an LEP that each piece of combustion equipment specified under subsection 13(2) included within the Air Emissions EASR ESDM Report meets the requirements of subsection 13(2) paragraphs 1, 2 and 3 of O. Reg. 1/17;
3. A statement by the LEP confirming, if required, the regulatory requirements in Subsection 13(3) of O. Reg. 1/17 for the Air Emissions EASR ESDM Report Supplement, and that the client was informed of their obligations under these sections; and
4. A statement, signed by the client, that all information given to the LEP in order to prepare the Air Emissions EASR ESDM Report was accurate and complete, in accordance with O.

Reg. 1/17.

The LEP should inform the client about their obligations for operation and maintenance of the site to remain in compliance with the operating and maintenance procedures outlined by the LEP in subsection 13(1) subparagraph 7.vii of O. Reg. 1/17.

7.3 Noise report

O. Reg. 1/17 requires that a Noise report be prepared by an LEP as part of the Air Emissions EASR registration and that the report be signed, sealed and dated by the LEP. Noise reports should be prepared in accordance with the requirements of:

- O. Reg. 1/17;
- The EASR Publication;
- NPC-233, "Information to be submitted for Approval of Stationary Sources of Sound";
- Other relevant Ministry guidelines and requirements; and
- All other relevant standards (including CSA, ISO, ASTM, ANSI, SAE, etc.), herein and as amended and updated from time to time, including but not limited to those in Appendix 1.

Where a facility otherwise qualifies for registration on the Air Emissions EASR because of the nature of the operation and its NAICS code but consists only of sources exempted by O. Reg. 524/98, neither environmental approval under the EPA nor registration on the Air Emissions EASR is required. In such a circumstance, the LEP should inform the client that, although formal Ministry approval/registration is not required, the facility is not exempted from compliance with the EPA or local requirements such as a municipal noise bylaw.

Where a facility includes multiple noise sources, not all of which are exempted under O. Reg. 524/98, all noise sources, including those exempted, must be included in the Noise Assessment and Noise report.

For the assessment of noise emissions at a facility and the preparation of Noise report, the LEP should:

1. Be knowledgeable about all the relevant legislation, regulations, Ministry guidelines and documents that apply, herein and as amended and updated from time to time, including but not limited to those in Appendix 1;
2. Be knowledgeable about all relevant standards (CSA, ISO, ASTM, ANSI, SAE, etc.), herein and as amended and updated from time to time, including but not limited to those in Appendix 1;
3. Be knowledgeable about acoustics of sound both indoors and outdoors, including the theoretical and practical aspects of measurement of sound, propagation of sound and mitigation of sound, and the factors that can result in inaccurate results;
4. Review the facility and its operations to identify all sources of sound (noise) emissions, acoustical characteristics, and hours of operation. This can be done by reviewing facility specific documentation, interviews with facility personnel, and conducting facility site visits as necessary. Examples of documentation that could be reviewed for this purpose include process descriptions, process flow sheets, site maps and plans, manufacturer specifications for equipment, and operating manuals;
5. Use their professional judgement to assess the validity of any acoustical data provided by the client. Where deemed necessary, better data sources considered valid by the LEP should be used, including on-site sound measurements;
6. Review operating conditions of the noise emissions sources and selection of the operating scenario and emission rates that lead to the predictable worst-case scenario at the

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- applicable point(s) of reception;
7. Consider any plans for future modifications at the facility, as defined by the client, and the need to include these in preparation of the Noise report;
 8. Be familiar with basic land use planning procedures under the Planning Act and with the principles of Official Plans and land use zoning permissions, including legal non-conforming use, as required for the preparation of the Noise report;
 9. Identify land use zonings within 1,000 metres of the facility;
 10. Identify each affected point of noise reception in all directions around the facility and their characteristics, such as type of land use (e.g. residential, day care, hospital, etc.), height (number of storeys), location of windows or other openings to the exterior, and distances from the sound (noise) sources;
 11. Identify for each affected point of noise reception any factors in the surrounding area between the facility and point of noise reception, such as topography, that can affect propagation of sound from the source(s) to the receptor;
 12. Carry out one or more site/facility and area visits, as necessary in the judgement of the LEP, to observe the characteristics of the facility and nearby sensitive and other land uses. If a site visit is not done, clearly explain the reasons why the site visit was not necessary;
 13. Determine the applicable sound level limit at all identified points of noise reception, based on their receptor class, ambient levels or other technical justification;
 14. Consider historical information related to any previous ECA conditions, Ministry Inspection Reports, Ministry Orders, Abatement Plans, complaints, and other relevant compliance history (as provided/made available by the client);
 15. Review the history of each noise complaint, if any, for the facility and its resolution. Prior to registration, communicate with the applicable Ministry district office about the status of any noise complaints, and discuss with the Ministry how outstanding noise complaints will be resolved;
 16. If required, prepare a Noise Abatement Action Plan (NAAP) for an existing facility where the Noise Assessment shows that the facility does not comply with Ministry sound level limits to show how the facility will be brought into compliance, including time frame for implementation, and confirm a commitment from the client to implement the NAAP as outlined. In preparing the NAAP, the LEP should:
 - Alert the client of the need for noise mitigation;
 - Be knowledgeable about different types of noise control methods and have a comprehensive knowledge of what noise control measures are appropriate for each different noise source;
 - Identify alternative, practicable and cost-effective means of mitigating any sound level excesses;
 - Consult with the client to decide on which of any alternative noise mitigation measures are to be applied to each source requiring noise mitigation and confirm that the client agrees to the NAAP;
 17. Provide a draft Noise report to the client for review and confirmation of accuracy of facility specific details prior to finalizing the Noise report. It is recommended that the LEP:
 - Clearly identify any operational constraints and processing thresholds that form part of the worst-case operating condition for the facility;
 - Clearly identify noise sources that are closest to the noise limits;
 - Explain to the client how facility changes (process, equipment, stack configurations, etc.) may impact compliance;
 - Document how the comments provided by the client on the draft Noise report were considered in finalizing the Noise reports, as a best practice.

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18. Inform the client/facility operator of their obligations and responsibilities under O. Reg. 1/17. Such obligations/responsibilities include but are not limited to:
 - Ensuring operations/activities of the facility, including any changes, must continue to remain in compliance with the applicable sound level limits;
 - Updating the noise analysis and Noise report to reflect any changes to the facility;
 - The need to keep and maintain all records in accordance with the requirements of O. Reg. 1/17;
19. Coordinate all documents that are required under O. Reg. 1/17 for a particular project among the LEPs and client so that noise sources are consistently identified by their name, location, and identification across all documents; and
20. Confirm all Noise report requirements that are contained within O. Reg. 1/17 have been met.

The LEP should inform the client that Noise reports are to be reviewed and updated at least once every 10 years from the date that the last Noise report was completed.

7.4 Acoustic Audits

In the event that an acoustic audit is required, based on a notice from the Ministry, the Acoustic Audit must be done by an LEP that was not involved in the preparation of the Noise report and/or NAAP for that facility.

The Acoustic Audit Report is the responsibility of the LEP performing the audit, who must date, sign, and seal the report. The Acoustic Audit Report should be prepared in accordance with the requirements of:

- O. Reg. 1/17;
- The EASR Publication;
- NPC-233 – Information to be submitted for Approval of Stationary Sources of Sound; and
- Other relevant Ministry guidelines and requirements.

For the assessment of noise emissions at a facility and the preparation of the Acoustic Audit Report, the LEP should:

1. Have appropriate technical qualifications and familiarity of the site and its operations, as described in Section 7.3 above;
2. Be knowledgeable about the Noise report and NAAP, if any, including the facility, its operation, all its sound sources, the relevant points of noise reception, the sound level excesses, if any, and associated noise mitigation measures identified in the Noise report and/or NAAP;
3. Develop a sound measurement plan to confirm if there are any sound level exceedances. The measurement plan should identify sound measurement methods and locations, time of day and duration of sound measurements, weather conditions, and if measurements of ambient sound levels are needed;
4. Confirm, by measurement and/or prediction, the applicable sound level limits;
5. Confirm and document that the noise mitigation measures defined in the Noise report and/or NAAP have been implemented;
6. Confirm and document that the facility is operating in the “predictable worst case” mode during the acoustical measurements corresponding to that in the Noise Assessment/Noise report. Note that modelling may be needed if equipment was not operating in the “predictable worst case” mode or if valid facility sound measurements at a point of noise reception are not practical;

7. Document the measurement locations, times, operating conditions, weather conditions and results, in an Acoustic Audit Report;
8. Coordinate the Acoustic Audit Report with the other documents required under O. Reg. 1/17 for the project so that emissions sources are consistently identified by their name, location, and identification across all documents;
9. Consider historical information related to any previous ECA conditions, Ministry Inspection Reports, Ministry Orders, Abatement Plans, Complaints, and other relevant compliance history (as provided/made available by the client);
10. Review the history of each noise complaint, if any, for the facility and its resolution;
11. Confirm all Acoustic Audit requirements that are contained within O. Reg. 1/17 have been met; and
12. Inform client that the Acoustic Audit Report should be submitted based on the requirements in the notice received from the Ministry.

7.5 Odour Screening and Reports

The LEP should understand the odour requirements in O. Reg. 1/17 related to:

- Odour Screening Report;
- Odour Best Management Practice Plans; and
- Odour Control Reports.

7.5.1 Odour Screening Report

The Odour Screening Report can be prepared by the LEP, the client, or a third party. If included in the LEP's scope of work, the LEP should:

1. Understand the nature of any odorous processes and sources at the site;
2. Identify the presence of any processes that are deemed "odorous activities" under the regulation. In some cases where the site and activities may be complex or there is potential for or have been odour complaints, a site visit may be warranted;
3. Confirm the nearest points of odour reception as defined in O. Reg. 1/17 and the EASR Publication; and
4. Confirm the separation distances from odour sources to odour receptors and if there are planned land use changes to the area around the facility.

When the Odour Screening Report (OSR) indicates that either an Odour Best Management Practice Plan (BMPP) or a BMPP and an Odour Control Report (OCR) are required, the client needs to retain an LEP to assume responsibility for, and to sign and seal those reports.

7.5.2 Best Management Practice Plan (BMPP) for Odour

If the OSR shows that a BMPP is required as part of the EASR registrations under O. Reg. 1/17, it is the responsibility of the LEP, who must date, sign, and seal the report. A BMPP should be prepared in accordance with the requirements of:

- O. Reg. 1/17;
- The Ministry document, "*Best Management Practices for Industrial Sources of Odour*", as amended or updated from time to time; and
- Other relevant Ministry guidelines and requirements.

For the preparation of the BMPP, the LEP should:

1. Be knowledgeable about all the relevant legislation, regulations, Ministry guidelines and

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documents that apply, herein and as amended and updated from time to time, including but not limited to those in Appendix 1;

2. Be knowledgeable about odour quantification, characterization, and mitigation;
3. Review the facility and its operations to identify all significant odour emissions sources, odour emissions discharge characteristics and contaminants that discharge to the air, and hours of operation. This can be done by reviewing facility specific documentation, interviews with facility personnel, and conducting facility site visits as necessary. Examples of documentation that should be reviewed for this purpose include process descriptions, process flow sheets, site maps and plans, nature of raw material and products using material safety data sheets, manufacturer specifications for equipment and operating manuals;
4. Consider any plans for future modifications at the facility, as defined by the client, and the need to include these in preparation of the BMPP;
5. Use their professional judgement to assess the validity of any odour data provided by the client;
6. Carry out one or more site/facility and area visits, as necessary in the judgement of the LEP, to observe the characteristics of the facility and nearby sensitive and other land uses. If a site visit is not done, clearly explain the reasons why the site visit was not necessary;
7. Consider existing and planned surrounding land use and potentially affected receptors;
8. Review any measures or procedures implemented at the site for the control/minimization of odour;
9. Review any current inspection, maintenance, worker training, and monitoring measures for the implementation of the odour control/minimization measures. This should be carried out by reviewing site specific documentation and records of odour complaints, interviewing facility personnel, and conducting site visits as necessary;
10. Identify additional measures and procedures to control/minimize odour to achieve the desired control objectives and additional inspection, maintenance, worker training and monitoring needs as necessary;
11. Consider historical information related to any previous ECA conditions, Ministry Inspection Reports, Ministry Orders, Abatement Plans, complaints, and other relevant compliance history (as provided or made available by the client);
12. Review the history of each odour complaint, if any, for the facility and its resolution;
13. Provide a draft BMPP to the client for review and confirmation of accuracy of facility specific details prior to finalizing the BMPP. In doing so, the LEP should:
 - Clearly identify any operational constraints and processing thresholds that form part of the worst-case operating condition for the facility;
 - Clearly identify odorous compounds that are closest to regulatory compliance criteria and the associated data quality for the emission estimates;
 - Explain to the client how facility changes (process, equipment, stack configurations, chemical selection, etc.) may impact odours; and
 - Document how the comments provided by the client on the draft BMPP were considered in finalizing the BMPP, as a best practice.
 - Discuss implementing the best management practices and training of personnel.
14. Confirm all BMPP requirements that are contained within O. Reg. 1/17 have been met.

A BMPP for Odour must be reviewed and updated at least once every 10 years; If during the review the LEP is of the opinion that the information in the report/plans remains accurate they can complete an addendum to the reports/plans. Each addendum is to be dated, signed, and

sealed by the LEP.

7.5.3 Odour Control Reports (OCR)

Under O. Reg. 1/17, certain facilities and activities will require an OCR. The regulation requires these facilities and/or activities to assess and document feasible options for reducing odours, in case odour issues (i.e., substantiated complaints) occur. A facility requiring an OCR must always have a BMPP.

If the OSR shows that an OCR is required as part of the Air Emissions EASR registrations under O. Reg. 1/17, it is the responsibility of the LEP, who must date, sign, and seal the report. An OCR should be prepared in accordance with the requirements of:

- O. Reg. 1/17;
- EASR Publication; and
- Example Odour Control reports available on the Ministry's website.

The LEP should develop an OCR that is relevant to the activity of the site. For comparing potential control or management options, an example method can also be found in "Appendix A: Technology Benchmarking Reports" in the Ministry Guide "*Requesting a Site-Specific Standard*", as amended or updated from time to time.

In preparing the OCR, the LEP should

1. Follow the requirements listed in Section 7.5.1 and Section 7.5.2, and
2. Confirm all OCR requirements that are contained within O. Reg. 1/17 have been met.

An OCR must be reviewed and updated at least once every 10 years. If during the review, the LEP is of the opinion that the information in the report/plans remains accurate, they can complete an addendum to the OCR. Each addendum is to be dated, signed, and sealed by the LEP.

7.6 Best Management Practice Plan (BMPP) for Fugitive Dust Control

As per Ministry guidelines, the operations of some sectors lend themselves to dust emissions from fugitive sources, such as on-site roadways or storage piles. Emissions from these sources can be significant or of concern if the dust includes contaminants with health-based Ministry POI Limits or if the emissions are likely to be relatively high.

The LEP should recognize the situations in which Fugitive Dust emissions need to be managed using an effective BMPP. The LEP should understand the sources that have potential to generate Fugitive Dust emissions and the best available control methods for control of Fugitive Dust and their applicability and effectiveness to the facility/processes.

When Fugitive Dust is identified in the Air Emissions EASR ESDM Report, a BMPP for Fugitive Dust Control is required as part of the Air Emissions EASR registrations under O. Reg. 1/17, and is the responsibility of the LEP, who must date, sign, and seal the report.

The BMPP for Fugitive Dust Control must be prepared in accordance with the requirements of:

- O. Reg. 1/17;
- The EASR Publication; and
- Other relevant Ministry guidelines and requirements.

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For the preparation of the BMPP for Fugitive Dust Control, the LEP should:

1. Review the current Air Emissions EASR ESDM Report for the facility to identify any Fugitive Dust emissions sources;
2. Review the measures implemented at the site for the control/minimization of Fugitive Dust and determine their effectiveness in consultation with the client. This should include any current inspection, maintenance, worker training and monitoring measures for the implementation of the Fugitive Dust control/minimization measures. This should be carried out by way of review of facility specific documentation, interviews with facility personnel, review of any complaints, and conducting site visits as necessary;
3. Consider existing and planned surrounding land use and potentially affected receptors;
4. Identify additional measures and procedures to control/minimize Fugitive Dust to achieve the desired control objectives and additional inspection, maintenance, worker training, and monitoring needs as necessary;
5. Prepare/update the BMPP for Fugitive Dust Control based on findings of the above-mentioned steps and the guidance on Fugitive Dust sources and its management available in the Ministry Technical Bulletin: Management Approaches for Industrial Fugitive Dust Sources, as amended or updated from time to time; and
6. Confirm the BMPP for Fugitive Dust Control requirements that are contained within O. Reg. 1/17 have been met.

The BMPP for Fugitive Dust Control should include:

1. The statement signed by the LEP who prepared the BMPP for Fugitive Dust Control, that the BMPP for Fugitive Dust Control is accurate based on information available to the LEP and that the BMPP for Fugitive Dust Control meets the requirements of subsection 29(2) of O. Reg. 1/17; and
2. A statement, signed by the client, that all information given to the LEP in order to prepare the BMPP for Fugitive Dust Control was accurate and complete, in accordance with O. Reg. 1/17.

A BMPP for Fugitive Dust Control must be reviewed and updated at least once every 10 years; however, if the LEP is of the opinion that the information in the report/plans will remain accurate, they can provide an addendum to the report/plans. Each addendum must be dated and signed and sealed by the LEP.

7.7 Modification to the Facility

The LEP should notify the client that in case of modifications to the facility; Section 32 of O. Reg. 1/17 should be followed. This may require full updates to the applicable reports or addenda under O. Reg. 1/17 to those reports.

If an addendum is prepared, each addendum is required to be dated and signed by the LEP. The LEP must provide an explanation and confirm why the information in the most recent reports will remain accurate after the modifications are made.

The client should inform the LEP of any modifications or changes to the site or facility. The client is also required to update any information that has changed in the EASR registry as described in O. Reg. 1/17 and O. Reg. 245/11 within 30 days.

Examples of modifications that may trigger a new report(s), update or addendum beyond the usual 10-year cycle include:

1. Changes in operating schedule;

2. Addition or removal of equipment or contaminants;
3. Relocation of equipment;
4. Change in manufacturing process or operating procedures; or
5. Changes to the site or building.

APPENDIX 1 - ACRONYMS AND DEFINITIONS

BMPP:	Best Management Practices Plan
EASR:	Environmental Activity and Sector Registry
ECA:	Environmental Compliance Approval
EPA:	Environmental Protection Act
EASR ESDM:	Environmental Activity and Sector Registry Emission Summary and Dispersion Modelling Report
LEP:	Licensed Engineering Practitioner
NAAP:	Noise Abatement Action Plan
NAICS:	North American Industry Classification System
OCR:	Odour Control Report
QA/QC	Quality Assurance/Quality Control
REA	Renewable Energy Approval
PEA	Professional Engineers Act
POI	Point of Impingement

Proponent/client or business: refers to a person engaging in a prescribed activity or an activity that requires the preparation of reports related to contaminants in air that may cause an adverse effect as outlined in the Environmental Protection Act. The person who engages the LEP to provide the reports required under O. Reg. 1/17.

Practitioner: is the holder of a licence, a temporary licence, a provisional licence, a limited licence, or a certificate of authorization as defined under the Professional Engineers Act.

APPENDIX 2 –RELEVANT LEGISLATION, REGULATIONS, GUIDELINES AND STANDARDS

The following is a list of documents in force at the time of publication of this guideline which may be useful or helpful to the LEP. It is the LEP's responsibility to confirm that appropriate and up to date reference documents are properly consulted when performing engineering work.

Acts

- Environmental Protection Act
- Professional Engineers Act
- Planning Act
- Ontario Water Resources Act

EPA Regulations:

- O. Reg. 1/17 (Registrations Under Part II.2 of the Environmental Protection Act – Activities Requiring Assessment of Air Emissions)
- O. Reg. 245/11 (Registrations Under Part II.2 of the Environmental Protection Act – General)

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- O. Reg. 255/11 (Applications for Environmental Compliance Approvals)
- O. Reg. 419/05 (Air Pollution – Local Air Quality)
- O. Reg. 524/98 (Environmental Compliance Approvals — Exemptions from Section 9 of the Environmental Protection Act)
- O. Reg. 941/90 GENERAL under *Professional Engineers Act, R.S.O. 1990, c. P.28*

Other Provincial Acts:

- Greenbelt Act
- Niagara Escarpment Planning and Development Act
- Oak Ridges Moraine Conservation Act

Guidelines / Best Management Practices:

- EASR Publication: Environmental Activity and Sector Registry – limits and other requirements for activities with air emissions
- Air Emissions EASR User Guide
- Information to be submitted for approval of stationary sources of sound (NPC-233)
- Environmental Noise Guideline - Stationary and Transportation Sources - Approval and Planning (NPC-300) Acoustic Assessment Report Checklist
- Primary Noise Screening Method and guide
- Secondary Noise Screening Method and guide
- Air Contaminants Benchmarks List
- Guideline A-10: Procedure for Preparing an Emission Summary and Dispersion Modelling
- Guideline A-11: Air Dispersion Modelling Guideline for Ontario
- Technical Bulletin: Management Approaches for Industrial Fugitive Dust Sources
- Technical Bulletin: Best Management Practices for Industrial Sources of Odour
- Other applicable guidance documents available on the ministry website: Rules for air quality and pollution
- PEO Professional Engineering Practice
- PEO Assuming Responsibility and Supervising Engineering Work
- PEO Professional Engineers Reviewing Work Prepared by another Professional Engineer
- PEO Use of the Professional Engineer's Seal
- Ministry Guide *Requesting a Site-Specific Standard*



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Terms of Reference

Subcommittee – Regulatory Studies and Assessments under O. Reg. 1/17

(June 30, 2017)

OBJECTIVES

The subcommittee is directed by the Professional Standards Committee (PSC) to create a new practice guideline, and a performance standard to complement the announcement by the Ministry of Environment and Climate Change (MOECC) of a new regulation to mandate Licensed Engineering Practitioners as qualified persons for the preparation of regulatory studies/assessments under O. Reg. 1/17 (Registrations Under Part II.2 of the Act – Activities Requiring Assessment of Air Emissions), including Emission Summary and Dispersion Modelling Reports (ESDMs) and Acoustic Assessment Reports (AARs). The practice guideline will describe best practices for engineers carrying out assessments of atmospheric contaminants from industrial facilities as required by the *Environmental Protection Act*. The performance standard will provide mandatory requirements.

BACKGROUND

Currently, the *Environmental Protection Act* requires an Environmental Compliance Approval (ECA) under Part II.1 and section 9 before operating, constructing, altering, extending or replacing anything in a facility that may discharge a contaminant into the air, unless otherwise exempt or prescribed.

Part II.2 of the *Environmental Protection Act* under O. Reg. 1/17 requires all but high risk and more complex activities to register in the Environmental Activity and Sector Registry (EASR). O. Reg. 1/17 requires an EASR ESDM report be prepared in accordance with specified sections in O. Reg. 419/05 in respect of the contaminants discharged by the facility. In addition, an ESDM report may also be required as part of an application for an ECA for the facility, or for other obligations to prepare an ESDM report. The ministry has also produced guidance documents titled “*Air Dispersion Modelling Guideline for Ontario*” and “*Procedure for Preparing an Emission Summary and Dispersion Modelling Report*” to assist in meeting these requirements.

An assessment of sound discharged from the facility and the results of the assessment must be documented in a noise report, in accordance with the requirements of O. Reg. 1/17 and the EASR publication. The contents of the noise report will vary depending on which noise assessment method was used: noise setback; Primary Noise Screening Method; Secondary Noise Screening Method; or Acoustic Assessment. Regardless of the assessment method, the sound discharged from the facility must not exceed the

applicable sound level limit set out in Chapter 3 of the EASR publication.

Under O. Reg 1/17 the MOECC has defined additional studies/assessments required for registrations. These include Odour Control Reports (OCRs), Best Management Practices Plan (BMPP) for Dust, and BMPP for Odour, etc. These studies/assessments also require sign-off by a Licensed Engineering Practitioner.

Historically, ESDM reports and noise technical assessments are reviewed by engineers at the ministry. Due to concerns about the quality of these regulatory compliance reports and the potential for no regulatory review process prior to operation (under the EASR process defined within O. Reg 1/17), the MOECC has turned to PEO to develop a guideline with best practices and a performance standard prescribing the manner in which these regulatory studies/assessments are to be carried out.

MANDATE (Specific Tasks)

The central task of this subcommittee is to define best practices for the manner in which engineers prepare regulatory studies/ assessments under O. Reg. 1/17.

The topics to be addressed include the following:

- a) Identify good practice for specifying scope of work with clients or employers;
- b) Identify mandatory components for ensuring accuracy and good engineering practice for modeling and preparation of technical studies including ESDM reports and AARs, OCRs, BMPP for Dust, BMPP for Odour, etc.;
- c) Determine how engineers can best accomplish each component of this work e.g. by review of drawings and other documents, on-site inspections, review of modelling done by others, observation of work done by others (including non-engineers);
- d) Provide best practices for content and format of reports and the types of tasks required to be carried out for the various aspects of review to ensure accurate reports;
- e) Prepare a practice guideline for the preparation of technical studies including ESDM reports and AARs; and
- f) Receive from the MOECC statistically representative data of the most common mistakes in ESDM reports and AARs.

MEMBERSHIP

The subcommittee shall consist of a member of PSC who will act as chair and a minimum of 6 engineers currently submitting ECA applications to the MOECC and at least 2 observers from the MOECC. The engineers should be from consulting firms, and have experience preparing ESDM reports, AARs and other relevant technical studies.

Draft documents will be circulated for comments to the MOECC, consulting engineers, manufacturing facilities and contractors who hire engineers to carry out these reviews.

DELIVERABLES

The Subcommittee will present the draft guideline and a policy statement for the proposed performance standard to the PSC no later than December 2017.

Meeting Schedule: At discretion of the Chair

Completion Date: May 2018

Briefing Note – Decision

C-540-2.4

MANDATORY CONTINUING PROFESSIONAL DEVELOPMENT PROGRAM

Purpose: To establish sanctions, improved criteria for non-practising, and a timeframe that Professional Engineers Ontario will implement a mandatory continuing professional development program.

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

1. Council adopts the principle regarding sanctions as presented to the meeting at C-540-2.4, Appendix A as part of the guiding principles for a continuing professional development program as presented to the meeting at C-540-2.4 Appendix B and directs the CEO registrar to:
 - i. implement by January 2023 a mandatory continuing professional development program based on the above guiding principles; and
 - ii. report to Council by its December 2021 meeting on improved criteria for distinguishing practising from non-practising licence holders, in part to assist in determining the appropriate CPD obligations for specific licence holders.

Prepared by: Bernard Ennis, P. Eng., Director, Policy and Professional Affairs

Moved by: Councillor Warren Turnbull, P.Eng.

1. Need for Council Action

(a) Background: The Road to Mandatory CPD

Continuing professional development is vitally important for self-regulated professions, in part because the public expects professionals to continuously improve their knowledge and skills to function effectively. Failure to meet these expectations threatens to erode trust in the profession and, by extension, in the bodies that regulate them. Moreover, in an engineering context, all engineering associations participating in international mobility agreements such as Asia-Pacific Economic Cooperation (APEC) must have a CPD requirement for their licence holders. Engineers Canada has reported that after 2025, Canadian engineers cannot be registered on the International Mobility Register unless they are licensed in a jurisdiction where CPD is mandated. Furthermore, since all other engineering regulators in Canada have mandatory CPD requirements, the lack of such a program in Ontario may also eventually hamper interprovincial mobility for PEO licence holders.

PEO has made gradual progress towards mandatory CPD. Over the past thirty years, PEO has undertaken several studies regarding the issue of continuing professional development. External inputs have also played a part in this evolution: for instance, in the reports of public inquiries such as the Elliot Lake Inquiry and the Coroner's Inquest into the Death of Scott Johnson (Downsview Stage Collapse). Subsequently, the work of two Task Forces led to the creation of the voluntary PEAK program. Finally, the report of the 2019 external regulatory review stated that "[m]andatory participation of regulated professionals in a continuing competency program with corresponding assessments to validate results represents international best practices." If PEO is an effective, modern regulator it must incorporate such practices into its organization.

(b) Prior motions by Council

At its meeting on September 20, 2019, Council approved the Registrar's action plan to implement the recommendations from the report "A review of the regulatory performance of Professional Engineers Ontario" (aka the "Cayton Report"). This action plan included, as response to Recommendation 10, the following steps:

1. Registrar to provide, for Council approval, the legislative framework needed to implement a mandatory continuing professional development program.
2. Registrar to create and implement a mandatory CPD program, that is pedagogically sound, has measurable and achievable goals, and is proportionate to the need to maintain public trust in the profession.
3. Registrar to consult with and educate PEO licence holders on matters dealing with continuing professional development program.

At its February 26, 2021 meeting, Council voted to rescind a prior Council decision requiring a member referendum to ratify any decision to proceed with implementation of a mandatory continuing professional development program. The Briefing Note provided in support of that motion noted that "If this motion is passed, staff will begin the process of developing the mandatory CPD by completing Steps 1, 2, and 3 given above [i.e. the steps for implementing a response to Recommendation 10 as described in the action plan]."

The two motions appear to indicate that Council has given staff direction to proceed with the implementation of mandatory CPD. There may still be some residual ambiguity however. This motion is intended to eliminate any such ambiguity with respect to either Council's intentions or staff's instructions.

(c) The need for sanctions

The PEAK program and the Professional Excellence Program demonstrated that reliance on voluntary compliance will not achieve the goal of 100% participation in a CPD program. In order to be effective, all regulatory requirements must be backed by sanctions for non-compliance. Sanctions should be a core element of a CPD program and therefore should be included in the principles governing the design of the program. A proposed principle based on the premises of right-touch regulation is provided for Council approval.

(d) The need to differentiate based on risk: practising versus non-practising

Consultations with licence holders over the last thirty years, and particularly by the Continuing Professional Competency and Quality Assurance Task Force, have found a strong, and reasonable, opinion that practising and non-practising licence holders should be treated differently by a CPD program. In particular, there is broad support for the notion that non-practising licence holders should not have to complete any continuing knowledge activities, inasmuch as their activities do not involve the same degree of risk as far as the public is concerned. However, the PEAK program has identified that licence holders have difficulty in determining whether they are practising or not since there is no formal mechanism for allocating individuals to these categories. Most other professions have different classes of licence for and clearly defined boundaries between practising and non-practising professionals. We are proposing that the CEO/Registrar develop a better methodology for differentiating those who practise from those who do not. This in turn will help to broadly inform what degree of CPD is required by individual licence holders.

(e) Ongoing consultations

To maximize its effectiveness, any CPD program must remain dynamic, flexible and responsive to input from licence-holders. As the current program evolves into one that is mandatory, PEO will continue to consult and to respond to the feedback we receive. The principle of a mandatory CPD program based on PEAK is in place, but operational details will be influenced by stakeholder feedback. In fact, the current PEAK consultation process has already generated 2850 comments, many of which will result in refinements. This consultation process will continue and likely will be expanded. We intend to survey licence holders regularly, to gauge the program's effectiveness, ease of use, and other metrics. As currently designed, the CPD program itself is also a source of important information such as the type of continuing knowledge activities licence holders find most useful. This data will also be used to fine-tune the program.

To facilitate this consultation, and to seek feedback from licence holders, PEO will, beginning immediately, provide communications via email, the website, and *Engineering Dimensions* regarding:

1. proposed introduction of a non-practicing class of licence;
2. the phasing-in period for compliance with mandatory CPD requirements; and
3. planned administrative sanctions.

2. Proposed Action / Recommendation

Staff recommend that Council approve these motions to improve how PEO implements mandatory continuing professional development and the associated timeline.

3. Policy or Program contribution to the Strategic Plan

Passage of this motion will assist PEO in its goal of enhancing its effectiveness as a modern regulator.

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

	Operating	Capital	Explanation
Current to Year End	\$0	\$	
2 nd	\$0	\$0	Additional staff will be required to support a mandatory continuing professional development program and monitor compliance by PEO licence holders. Costs will be included in 2022 and ongoing budgets.
3 rd	\$0	\$0	
4 th	\$0	\$0	
5 th	\$0	\$0	

5. Peer Review & Process Followed

Process Followed	<p>Outline the Policy Development Process followed.</p> <p>The policy was considered and approved by Council as part of the consideration and approval of the Action Plan to Implement the Recommendations from the External Regulatory Performance Review, 2019.</p>
Council Identified Review	<p>Identify who is to be consulted; how they will be consulted and what kind of response is expected.</p> <p>There was no Council Identified Review. However, discussions with councilors at Strategic Conversations in December 2020 and April 2021 provided guidance to the motions being recommended.</p>
Actual Motion Review	<p>Detail peer review and relevant stakeholder review undertaken</p> <p>No peer review undertaken as this is a governance decision. The policies advanced by these motions were informed by extensive consultations with all relevant stakeholders over a period of thirty years.</p>

7. Appendices

- Appendix A – Additional Principle: Sanctions
- Appendix B – Guiding Principles for a CPD Program
- Appendix C – Consultations

Appendix A – Additional Principle: Sanctions

A regulatory practice can only be made mandatory by combining the requirement with sanctions for non-compliance and an enforcement mechanism. PEO already employs several different types of sanctions: suspension, revocation, or limitation of licence; cancellation of licence; reprimand; fines; and undertakings.

The objective of imposing a sanction on a licence holder who is non-compliant with the mandatory CPD requirement is simply to force compliance. The objective should be neither punitive nor seen as a means to protect the public from a licence holder who is not exhibiting professional behaviour. The processes for both imposing the sanction and recovering from it once compliance is achieved should be straightforward, speedy, and simple. For these reasons, the best approach would be to provide for administrative suspension of the non-compliant individual's licence. With administrative suspension powers, the Registrar can suspend an individual's licence and therefore right to practice professional engineering without going through a formal disciplinary process. The Registrar would simply notify the individual that they are non-compliant and that their licence will be suspended after a fixed period unless the individual becomes compliant. Similarly, when the individual becomes compliant the Registrar will remove the suspension.

Appendix B - Guiding Principles for a CPD Program

1. CPD Program must be necessary to improve the regulation of professional engineering

The first principle that the Task Force adopted stipulates that PEO should not implement a CPD program that is essentially “window dressing”. Those advocating for a CPD program often point out that PEO is the only professional engineering association in Canada that does not have a CPD program. The Task Force felt that no program should be put in place solely for PEO to say they have a program.

PEO’s role as mandated by the *Professional Engineers Act*, is to regulate the practice of professional engineering in order that the public interest may be served and protected. It is clear that decisions made by PEO must not be made on the basis of member self-interest, the interest of the profession, or the interest of engineering companies. Whatever policies are adopted must fulfill PEO obligation to the public.

The Task Force has established a need for a CPD program based on protecting the public interest.

2. CPD Program Requirements must be Relevant for Practice

Following from this principle, the Task Force concluded that whatever CPD program is established it must be relevant to the practice of professional engineering and it must be done in the interest of safeguarding public health, safety and welfare. For this reason, the Task Force also concluded that PEO should not follow the lead of most other provincial associations by adopting a program that allows licence holders to acquire CPD credits for activities unrelated to the practice of professional engineering.

A CPD program should be implemented only to facilitate the obligations that professional engineers have already taken upon themselves by accepting the privilege of licensure. A CPD program should be tied to the engineering services provided by the practitioner and the skills and knowledge needed to perform that work.

3. CPD Program must be Pragmatic

Goals established by professional regulatory bodies for a CPD program vary from profession to profession. Some professions specifically identify the need to push the profession to higher levels of skills and knowledge. The objective of this approach is to continually raise the standard of practice within the profession.

Commissioner Bélanger seems to have this conception of CPD in mind as the recommendation states a mandatory PEO CPD program should enable “members to expand and gain greater expertise and competence in their areas of practice”.

The Task Force decided that introducing a CPD program for this purpose was unnecessary. Not all practitioners work at the leading edge of science and technology. Those that do will be driven by employers or market forces to augment their skills and knowledge. The Task Force agreed that the purpose of any future PEO CPD program should be to ensure that practitioners maintain a level of knowledge and skill commensurate with safeguarding the public.

4. CPD Program must recognize Diversity of Practitioners’ needs and resources

The Task Force agrees that diversity of both engineering practices and member demographics is not an excuse for PEO to avoid implementing a CPD program. Instead the program should be designed with diversity in mind. Consequently, PEO should not rely on a one size fits all CPD approach as done in other provinces. A single all-encompassing CPD program would be either too onerous for some licence holders or watered-down to meaninglessness for others. Most importantly, the program should allow professional engineers the opportunity to design their CPD plan to align with their area of practice and the available professional development opportunities.

PEO must ensure that licence holders in every area of the province are reasonably accommodated and will have suitable CPD resources available to meet the program requirements. Therefore the program should be flexible to accommodate different methods of skills and knowledge delivery.

Since a CPD program should be aimed at improving knowledge and skills utilized in practice, the program needs to treat practising and non-practising licence holders differently. Some members of the Task Force have expressed concern regarding the need for non-practising engineers to have any CPD requirements. However, there is recognition that non-practising licence holders who wish to continue to hold a licence that provides practice rights, even if they do not exercise those rights, have the same benefits and obligations as those practising. For instance, non-practising licence holders must understand that, even though they are in a non-practising capacity, any act or statement made by them when they identify themselves as licence holders is subject to the same duty of care as a practising member.

Every practitioner should be familiar with the role of licence holders and obligations established in the *Professional Engineers Act* and its regulations. They should be aware of changes in the regulations that govern the profession including professional standards, as well as changes in both statutory and common law that may impact on them whether they are practising or not. PEO's practice advisory unit has found that a large percentage of the membership is either unfamiliar with or confused about many of the fundamental provisions established in the Act and its regulations. For instance, based on questions brought to the attention of the Professional Standards Committee, a large majority of the membership is confused about the meaning of the term "public" in the Act.

The existence of a similar situation in Quebec led to the introduction of mandatory professionalism courses by the OIQ. The Task Force has suggested that a minimum level of CPD should ensure that both practising and non-practising licence holders have a current understanding of the Act and its regulations as well as best practices for professionalism described in such PEO Guidelines as the *Guideline for Professional Practice* and the *Guideline for Use of the Professional Engineer's Seal*.

5. CPD Program Requirements must be Scalable and Proportional to Risk to the Public

The Task Force decided to address the diversity of practice among licence holders by adopting a risk-based approach to CPD. That is, CPD requirements would be correlated to the amount of risk to the public the practitioner's work entails. The Task Force has spent much of its meeting time devising a methodology to categorize the risk to the public posed by individual practitioners.

The risk attributable to practising engineers is often mitigated through the implementation of risk management measures within firms and industry or through oversight of the work by regulatory authorities. For instance, the nuclear industry undoubtedly has a high degree of risk associated with it. However, industry and government have mitigated that risk by creating a heavily regulated system with both internal checks and balances and regulatory oversight.

The task force views CPD as only one of a variety of methods that may contribute to a reduction in risk to the public. Therefore, to establish a licensee's individual CPD requirement, each licensee would carry out

a standardized Engineering Practice Risk Review of his or her practice. The parameters for such a review could include items such as the following:

1. Practitioner's area of practice or discipline
2. Practitioner holds an external industry certification that requires CPD
3. Percentage of time practising vs. management, marketing, etc.
4. Has practitioner's scope of practice changed recently?
5. Does practitioner work in an emerging field of technology?
6. Practitioner's responsibility level (A-F) according to Classification Guide of Engineering Responsibility Levels
7. Severity of errors or omissions in work performed (economic, environmental, number of persons affected).
8. Severity of consequences possible due to practitioner error
9. Is practice covered by professional liability insurance?
10. Does practitioner's work follow well established industrial codes and standards?
11. Is the firm audited as part of an industry approved quality assurance program?
12. Size and structure of organization for or through which the practitioner provides engineering services.
13. Internal quality assurance programs or peer reviews.

Based on the outcome of the risk review, the practitioner would be assigned CPD requirements in an effort to further address the residual risks not addressed by other initiatives. The Task Force believes that this approach will encourage many firms or individual practitioners to adopt risk management procedures such as quality assurance programs or peer reviews as alternatives to compulsory CPD as the sole means of reducing risk. Under these conditions CPD requirements for a practitioner would be commensurate with the actions taken by the practitioner or firm while still achieving PEO's goal of reducing the overall risk associated with the member's engineering practice.

To accommodate these considerations the Task Force has suggested that the CPD program have levels of CPD requirements assigned according to:

Tier	Category	CPD Requirements
1	Non-practising	Professionalism (Ethics, Regulatory, Legal)
2	Practising	Tier 1 + self-directed technical commensurate with engineer's practice risk review
3	Specialist	Tier 1 + Tier 2 + mandatory technical

Additional tiers such as retired status or different categories of practising may be considered for variations in risk associated with different industries or types of business organization. The CPD requirements for particular areas of practice could be flexibly adapted to deal with issues reported by clients, employers or government. For example, the Ontario government has recently reported to PEO concerns regarding the quality of work provided by professional engineers in the area of environmental site assessment. Most of these problems indicate a lack of understanding of the regulations or of best practices available to the industry. Most of these problems are attributable to small firms that do not have the resources to interpret the regulations or investigate best practices. By creating a CPD requirement for these specific practitioners and ensuring that the appropriate training is made available, PEO benefits both these practitioners and the public.

Some members of the Task Force have suggested that specific areas of practice need recognition as specialist categories. The introduction of specialist categories needs to be considered in light of one of

the other recommendations from the Bélanger Inquiry. That recommendation called for a structural assessment of buildings to be carried out by a Structural Engineering Specialist.

6. CPD Program must be Effective

Like all policy implementations, PEO must have a means for determining whether the program is effective. To accomplish this task there must be a stated goal for the program, a baseline, and a means for measuring progress towards the goal. Further consideration must be given to how this data can be obtained. PEO will likely need to obtain advice on how to do this from experts with experience in development and assessment of continuing professional development programs.

Also, PEO must have a system to ensure that members who consider their work to be low risk are not actually doing high risk work. For instance, control and software engineers have reported that they have very little or no impact on the public safety. This may be the result of a misunderstanding of who the public is (the public includes workers in the plant and the firms and consumers to whom completed products are distributed) or what kinds of risks professional engineers are responsible for preventing or mitigating.

Finally, PEO must ensure that the program provides assistance to professional engineers for both determining their individual CPD requirements and for locating suitable means of complying with those requirements. PEO will have to provide guidance documents and staff support in order to assist licence holders as they work through the risk review form.

Appendix C - Consultations

PEO staff and volunteers conducted, and continue to conduct, extensive consultation for the purpose of developing a continuing professional development program that is consistent with the principles. The following is a compendium of those consultations.

Continuing Professional Competency and Quality Assurance Task Force

As part of the work done by the Continuing Professional Competency and Quality Assurance Task Force, Ipsos Reid was commissioned in April 2015 to conduct research among members to assist in tailoring a CPD program which mitigates the concerns of practitioners. The primary objectives of the research were to measure reaction to the six (6) guiding principles and to better understand members' experience with continuing professional development and quality assurance issues in the engineering profession.

Ipsos Reid carried out two surveys: a qualitative survey using focus groups with 29 licence holders as participants and a quantitative survey. The quantitative survey involved emailing all PEO licence holders requesting that they complete an online survey. The survey was completed by 6,786 licence holders. The key findings of that survey were:

- Quality assurance programs currently exist at the vast majority of employers and most also offer some form of CPD with technical skills training. A majority of practicing engineers have taken some form of CPD in the past 3 years.
- As a whole, PEO members are particularly confident in their own skills and knowledge in relation to the work they do, but much less so when considering all engineers practicing in Ontario and half of all members indicate having questioned the work on another engineer before.
- After being presented with the six (6) guiding principles, eight in ten members were either extremely (10%), very (31%) or somewhat (36%) supportive of PEO using them to develop a CPD program. However, the largest proportion (36%) of members are somewhat supportive highlighting a softness in opinion. Engineers who are currently practicing are less likely to support the development of a CPD program, while retired members are more likely to do so.
- The vast majority of members agree with the premise of the proposed CPD program that requirements should be based on a risk self-assessment and to a lesser extent that the onus is on the engineer to develop their own plan. Most feel that firms will likely adopt risk management procedures as alternatives to CPD.
- Support for each principle is relatively high and the vast majority feel the meanings are clear and that they are fair and reasonable. Half of members express concern that the principles don't go far enough and won't necessarily lead to greater protection to the public.
- The principles do a good job of communicating that CPD requirements will be based on a risk self-assessment however more needs to be done to clarify that the onus is on the engineer to develop their own CPD plan and that firms may adopt risk management procedures as alternatives to CPD.
- Overall, members are most supportive of principle #4 which addresses the diversity of practice, followed by principle #2 that requirements be tied to the actual engineering services being provided, principle # 6 that any CPD program be evaluated for effectiveness and principle #3 that an engineer would only need to maintain skills and knowledge commensurate to the risk of the work they do to the public.

The rationale for a CPD program was stated in the Terms of Reference for the CPCQA Task Force: “Council is implementing this policy [i.e. a comprehensive program of continuing professional development] in recognition of the fact that PEO should be proactive in regulating the profession. A proactive stance focuses on preventing faulty engineering practice rather than relying on a system for punishing licence holders for practice failures that could possibly have caused harm.”

Continuing Professional Competence Program Implementation Task Force ((CP)2TF)

Council created the Continuing Professional Competence Program Implementation Task Force ((CP)2 TF) in order “to establish criteria and details for elements needed to operationalize the program proposed by the Continuing Professional Development, Competency, and Quality Assurance Task Force.” The Task Force consulted extensively with licence holders and Council:

- Member opinions on the proposed program were solicited and received through a dedicated email site
- Feedback from members was considered and used to further develop the program
- The Task Force held two focus groups, composed of PEO members, who tested the beta site and provided their comments about the site and the elements of the program
- The beta site was made available to PEO licence holders for testing from October 28, 2016 until the system went live on March 31, 2017. Feedback from licence holders was solicited during this period and was used to refine the PEAK program website.
- The Task Force provided three updates to Council (June 2016, September 2016 and plenary session November 2016)

PEAK Presentations

PEO staff have delivered over 75 information presentations (in person or virtually) since the beginning of 2017, at chapter events, employer training sessions, or association meetings. Comments and questions were solicited from participants at each presentation and used to inform ongoing development of the program.

Member Comments on the PEAK Program

Staff have collected 2,850 comments from members regarding the PEAK program since it was launched on March 31, 2017. These have been sorted into 53 subject areas in three main classifications. The three classifications are:

1. General: Responses dealing with high-level issues (e.g. comments dealing with scope of PEAK program, opinions on mandatory CPD, suggestions regarding the creation of a separate non-practising class of licence)
2. User experience and system issues: Reports from users about the on-line experience itself (e.g. comments on portal design, program content, accessibility issues, communications, posting of information on directory)
3. Program rules: Comments regarding the rules underlying the program (e.g. eligibility, scheduling, exemptions, acceptable continuing knowledge activities)

Staff review feedback and concerns and decide whether requests for new features or modified features can be accepted and implemented. Decisions are predicated on these factors:

1. Alignment of the feedback with the six guiding principles of the program.
2. PEO resource availability.
3. PEO management approval.
4. PEO policies and council directives

Briefing Note – Decision

C-540-2.5

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.

Briefing Note – Decision

C-540-2.6

GOVERNANCE PROJECT - FORMAL ADOPTION OF COMMITTEES AND TRANSFER OF SPECIFIC OVERSIGHT

Purpose: To formalize the establishment and initial mandates of four new governance committees.

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

1. That, effective as of the 2021 AGM, Council formally adopts the following as board governance committees, based in principle on the draft mandates appended to this Briefing Note:
 - (a) Governance and Nominating Committee;
 - (b) Regulatory Policy and Legislation Committee;
 - (c) Human Resources and Compensation Committee; and
 - (d) Audit and Finance Committee.
2. That, effective as of the 2021 AGM, Council hereby stands down the existing Legislation Committee, Finance Committee, Audit Committee, Human Resources Committee as presently constituted, and those committees and any subcommittees thereof will transfer their outputs to the appropriate board committee listed in motion 1 above.
3. That, following the 2021 AGM, responsibility for stewardship of the Governance Roadmap approved in March 2020 be transferred from the Executive Committee to the Governance and Nominating Committee.
4. That, following the 2021 AGM, responsibility for addressing the report of the Succession Planning Task Force be transferred from the Executive Committee to the Governance and Nominating Committee.
5. That, following the 2021 AGM, responsibility for addressing the report of the Emerging Disciplines Task Force be transferred from the Executive Committee to the Regulatory Policy and Legislation Committee.
6. That Council directs the CEO/Registrar in consultation with the affected committees to develop by-law amendments for Council's future consideration to govern the roles and functions of these board governance committees.

Legislative authority:

- Council has authority under section 10 of the *Professional Engineers Act* to establish such other committees, apart from those specified in the Act, as Council from time to time considers necessary.
- Council also has authority under subsection 8(1) of the *Act* to make by-laws "providing for the appointment, composition, powers, duties and quorums of additional and special committees."
- Section 30 of the by-law sets out general requirements for the establishment and composition of such additional committees, three of which are named in the by-law but all of which are subject to it.

Prepared by: Dan Abrahams, LL.B., Senior Legal Counsel

Moved by: Christian Bellini, P.Eng., President-Elect

1. Need for PEO Action

(a) Formal Approval of Committees

As part of its work on the Governance Roadmap approved in March 2020, Council adopted the following core principles related to committees at its March 2021 meeting:

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 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.

Based on these principles, and to support its role as a governance board, Council is now asked to formally establish the four new governance-type committees. The four committees, with updated names, are:

- (a) Governance and Nominating Committee
- (b) Regulatory Policy and Legislation Committee
- (c) Human Resources and Compensation Committee
- (d) Audit and Finance Committee

The four new committees will serve Council in its role as a governance board providing direction and control. Their initial mandates and composition are as described in the appendix. They reflect the principles set out above. These mandates will be subject to refinement once the new committees are populated and start to meet. Councillors will be expected to serve on at least one committee and may sit on more than one committee in certain circumstances. The President, President-elect are ex-officio and the Past-president will also serve on the Human Resources and Compensation Committee as a continuation of the structure of the HRC that this committee will be replacing. Those individuals have direct experience working with Council's one employee, the CEO/Registrar. The by-law will continue to determine who is ex-officio on other committees. It already permits any member of Council to attend at any committee that Council establishes. It is expected, in particular, that the Past-president will also participate on committees to help facilitate knowledge transfer.

Moreover, the Executive Committee recommends that Council enshrine the new committees as permanent standing committees, via an amendment to the by-law. It is therefore recommended that the CEO/Registrar be directed to develop any necessary by-law amendments, in consultation with the committees as needed, and bring them to Council for approval as soon as possible and prior to the 2022 AGM.

For the time being, PEO would continue to have all other Council-created committees. The exceptions are the current Legislation Committee, Finance Committee, Audit Committee, as well as the existing Human Resources Committee, all of which will be formally stood down to avoid duplication with the new committees.

(b) Transfer of Governance Roadmap oversight

In March 2020, Council approved a two-year roadmap for the achievement of its governance reform objectives. The Executive was assigned the role of stewarding the roadmap on Council's behalf. Based on the mandate of the Governance and Nominating Committee, at its meeting on April 13, 2021, the current Executive passed a motion recommending to Council that stewardship be transferred to the new Committee instead. The Executive Committee, which is required under the Act and the Regulation, will continue to be populated and will perform such duties as Council assigns to it.

(c) Transfer of Succession Planning Task Force outputs

Also in March 2020, Council assigned the report of the Succession Planning Task Force to the Executive Committee for further study and to develop recommendations as needed. This work is related to the governance roadmap. Therefore, at its meeting on April 13, 2021, the current Executive passed a motion recommending to Council that stewardship be transferred to the new Governance and Nominating Committee instead.

(d) Transfer of Emerging Disciplines Task Force outputs

Council has also given the Executive Committee the task of reviewing the recommendations from the Emerging Disciplines Task Force which were presented to Council in early 2020. Based on the mandate of the Regulatory Policy and Legislation Committee, at its meeting on April 13, 2021, the current Executive passed a motion recommending to Council that stewardship be transferred to the new Committee instead.

4. Next Steps (if motions approved)

At its first meeting following the 2021 AGM, Council will be asked to populate the four new committees, in accordance with their mandates, and assign chairs to each committee. In advance of the 2021 AGM, members of the 2021-2022 Council will be asked for their preferences of governance committees to serve on during their term, and these preferences will be provided to Council to assist with populating the four new committees. Councillors will be expected to serve on a governance committee (and in some instances more than one), and to want to continue with that committee for the duration of their term which could span more than one year.

As one of their initial outputs, the governance committees will address any inconsistencies between their mandates and the Terms of Reference of the existing regulatory committees.

Work on changes to the by-law also will commence shortly, in consultation with the various committees and in coordination with the governance roadmap overall.

5. Peer Review & Process Followed

Process Followed	<p>Outline the Policy Development Process followed.</p> <ul style="list-style-type: none"> • The proposed Committee mandates have been developed by Council's external consultant, Government Solutions Incorporated (GSI). They have been refined to reflect input from Councillors and senior staff. • In its assigned role as steward of the governance roadmap, and further to consultation with Councillors through the most recent Strategic Conversation, Executive met on April 13, 2021 to consider the revised Committee mandates and to develop recommendations for Council as summarized in this briefing note.
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6. Appendices

- Appendix A: Mandates of the Four New Governance Committees



Governance and Nominating Committee Mandate

Mandate

The mandate of the Governance and Nominating Committee (the "Committee") is to assist the Council in fulfilling its oversight responsibilities and gaining reasonable assurance as to the effectiveness of corporate governance, Council, committee and Council member effectiveness, Council renewal, nominations and elections and both Governance and Regulatory Committee appointments.

Composition

- The Committee is a standing committee of Council
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion
- Committee members may be removed by Council
- Council shall also designate a Committee Chair
- Members shall have, to the extent feasible, backgrounds and/or experience in Governance or work towards these competencies after appointment.
- Where practical, at least one member will have specific expertise in governance.

Duties and Responsibilities Summarized

1. Responsibilities related to Governance. The Committee will:
 - Gain reasonable assurance regarding corporate governance processes, policies and principles of Council to assist Council in delivering effective governance practices.
 - Co-ordinate and oversee Council-level policy development, including the maintenance of the Governance Manual, evaluate the effectiveness of, and monitor compliance with Council-level policies not otherwise assigned to another Committee.
 - Review at least annually the Charters of the Council and Council Committees, and recommend to the Council any amendments (e.g., to duties, responsibilities, reporting) deemed necessary or advisable.
 - Evaluate and report at least annually to the Council on the overall performance of the Council, its committees, and its members, and the performance of the Council Chair and Committee Chairs responsible for each committee.



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- Oversee the development and implementation of an orientation plan specific to PEO for new Council and Committee members, and ongoing training/education plan for Council and Committee members.

2. Responsibilities related to Nominations: The Committee will:

- Implement a Council-approved process that is structured, transparent, and objective for actively recruiting, evaluating, and selecting qualified, diverse candidates for appointment to Committees.
- Independently recruit, vet and recommend nominees to the Regulatory Committees, driven by needed competencies and attributes.
- Recommend to the Council candidates for appointment or re-appointment to Governance and any other applicable Committees.
- Review the nomination processes on a regular basis and recommend improvements to the Council.

3. Responsibilities related to Elections: The Committee will:

- On a transitional basis, coordinate and steward the work of the CESC and the RESC
- Encourage people to run for Council
- Support Council in the selection of the Chief Elections Officer.
- Assist the Chief Elections Officer as required.
- Declare election results and receive and respond to complaints regarding the procedures for nominating, electing and voting for members to the Council in accordance with PEO's regulations.

4. Responsibilities related to Risk Management: The Committee will:

- Review and monitor PEO's risks related to governance, the nomination and election process and the steps taken by management to mitigate those risks.

The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and recommend changes to Council for approval.



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Audit & Finance Committee

Mandate

The mandate of the Audit & Finance Committee (the "Committee") is to assist Council in fulfilling its oversight responsibilities by:

- Gaining reasonable assurance regarding the integrity of PEO's financial reporting and financial management, including audits and controls
- Reviewing the financial information which will be provided to stakeholders
- Having principal oversight responsibility with respect to financial matters that are material to PEO's activities, furthering and aligning with PEO's strategic plan and priorities

Composition

- The Committee is a standing committee of the Council
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion
- As a transitional measure, non-Councillors who are members of the Finance, Audit, or Investment Committees prior to the 2021 AGM may be appointed to the Audit & Finance Committee until the 2022 AGM, at Council's discretion and depending on the Committee's needs
- Committee members may be removed by Council
- Council shall also annually designate a Committee Chair
- To the extent feasible, members shall be financially literate or undertake to reach a strong level of financial literacy within a year of being appointed to the Committee. "Financially literate" means having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by PEO's financial statements.
- To the extent feasible, at least one member will be a financial expert. This typically means they will have an accounting designation.

Duties and Responsibilities Summarized

1. Responsibilities related to Financial Reporting: The Committee will:
 - Recommend approval to the Council of PEO's annual audited financial statements, after reviewing these with management and the external auditors to gain reasonable assurance that the statements are accurate, complete, and represent fairly PEO's financial position;



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- Review PEO's quarterly financial statements with management to monitor significant material variances from PEO's approved budget and strategic plan;
 - Gain reasonable assurance regarding the integrity of PEO's financial statements and financial reporting process and PEO's systems of internal accounting and financial controls;
 - Gain reasonable assurance that the Corporation complies with all applicable laws, regulations, rules, policies and other requirements of governments, and regulatory agencies relating to financial reporting and disclosure;
2. Responsibilities related to Accounting Policies: The Committee will:
- Review with management and external auditors the appropriateness of PEO's accounting policies, reserves, key estimates and judgments, including changes or variations thereto and obtain reasonable assurance that they are presented fairly in accordance with generally accepted accounting principles and report thereon to the Council.
3. Responsibilities related to Controls: The Committee will:
- Gain reasonable assurance as to the effectiveness of internal controls as these relate to financial reporting and integrity.
 - Review the plans of the external auditors to gain reasonable assurance that the combined evaluation and testing of controls is comprehensive, coordinated and cost-effective.
 - Receive regular reports from management, the external auditors and its legal department on all significant indications/detection of fraud and the corrective activity undertaken in respect thereto.
4. Responsibilities related to Relationship with External Auditors: The Committee will:
- Recommend to the Council the nomination of the external auditors;
 - Approve the remuneration and the terms of engagement of the external auditors;
 - Review any unresolved significant issues between management and the external auditor that could affect the financial reporting or internal controls of the Corporation;
 - Oversee the work of the external auditors and the resolution of disagreements between management and the external auditors with respect to financial reporting; and
5. Responsibilities related to the Internal Audit function:
- On an annual basis, the Committee will satisfy itself that there are adequate internal controls in place and audits or tests of their effectiveness, and that a reasonable process is in place to review or audit processes on a periodic basis.



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- Annually, the committee will discuss with PEO's senior financial officer and the external auditor about the adequacy of PEO's internal audit plans and ascertain whether additional resources are required to fulfill the necessary internal audit functions.
- Consult with other Governance Committees on their needs to draw on internal audit resources each year, review and prioritize these, and ensure priority areas are integrated into the internal audit plan.

6. Responsibilities related to Risk Oversight:

- The committee will gain reasonable assurance that financial risk is being effectively managed. "Financial" risks include those that materially affect financial reporting and financial health of PEO, including litigation and pension plan risks.

7. Responsibilities related to Finance & Investments:

- Annually, review PEO's budget to gain reasonable confidence that there is sufficient funding to resource PEO's expected outputs, and that resource allocation aligns with agreed strategic priorities and goals, recommending the budget to Council for approval
- Oversee PEO's investments, including real estate, gaining reasonable assurance that risk tolerances and policies are reasonable, consistent with PEO's strategic plan, and being followed, confirming or reviewing appointments of investment managers for PEO based on staff's evaluations of performance against objectives
- Oversee PEO's pension fund to gain reasonable assurance that the pension promise will be kept to beneficiaries on a sustainable basis

The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and propose changes to the Governance & Nominating Committee for their review and onward recommendation to Council for approval.



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Human Resources and Compensation Committee Mandate

Mandate

The mandate of the Human Resources and Compensation Committee is to assist Council in fulfilling its oversight responsibilities by providing effective oversight on behalf of Council on PEO's relationship with the CEO/Registrar, human resources policies and plans, including its compensation, benefits plans and Code of Conduct and making recommendations to Council.

Composition

- The Committee is a standing committee of Council
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion
- Committee members may be removed by Council
- Council shall also designate a Committee Chair
- Members shall have, to the extent feasible, backgrounds and experience in human resources or work towards these competencies after appointment.
- To the extent feasible, at least one member shall be an expert in human resources.

Duties and Responsibilities

1. Responsibilities related to the CEO/Registrar's employment relationship: The Committee will:
 - Annually review and recommend to Council for approval PEO's goals and objectives relevant to the performance and compensation of the CEO/Registrar.
 - Annually evaluate the performance of the CEO/Registrar in light of those goals and objectives.
 - Annually review and recommend to Council for approval the remuneration, benefits and perquisites for the CEO/Registrar.
 - Annually and on a continuing basis, review and recommend to Council: terms of reference, development and succession plans for the CEO/Registrar.
2. Responsibilities related to Human Resources beyond the CEO/Registrar ("grandparent" role): The Committee will, while respecting the CEO/Registrar's accountability solely to manage PEO's human resources:



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- In conjunction with the CEO/Registrar and the Director of Human Resources, review, report and recommend to the Council: policies for employee compensation, benefits and perquisites, significant human resource issues and ethics codes.
3. Responsibilities related to Risk Management: The Committee will:
- Review and monitor PEO's major human resource risks and the steps taken by management to mitigate those risks.
 - Oversee the effective implementation and use of a Safe Disclosure ("Whistleblower") Protocol for staff members and others to safely report potential breaches of conduct of senior management to designated trusted third parties, protecting the anonymity of disclosers

The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and propose changes to the Governance & Nominating Committee for their review and onward recommendation to Council for approval.



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Regulatory Policy & Legislation Committee Mandate

Mandate

The mandate of the Regulatory Policy & Legislation Committee (the "Committee") is to assist the Council in fulfilling its oversight responsibilities and gaining reasonable assurance as to:

1. The development, review and revisions of legislative changes, regulations, standards, guidelines, bylaws and policies related to PEO's regulatory mandate and protecting and serving the public
2. The identification of regulatory issues for addressing, monitoring and reviewing policy proposals and providing regulatory impact analysis, providing policy coordination with the Attorney General as per Council's approved intents, and reviewing draft legislation for alignment between policy intent and legislative provisions

The Committee's overarching role is to coordinate and enable effective regulatory policy and legislation, by working with Council, staff and other committees.

Composition

- The Committee is a standing committee of Council
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion
- Committee members may be removed by Council
- Council shall also designate a Committee Chair
- Members shall have, to the extent feasible, backgrounds and experience in regulatory policy and/or legislation or work towards these competencies after appointment
- To the extent feasible, at least one member shall be expert in regulatory policy

Duties and Responsibilities

1. Responsibilities related to Legislation and Regulatory Policy: The Committee will:
 - Provide governance to PEO in the area of regulatory policy and legislation, including reviewing and recommending to Council any amendments, revisions or changes to regulatory policy, related bylaws, standards, guidelines, regulations or legislation to enhance effective regulation of the profession and protection of the public.



Professional Engineers Ontario

- Monitor and evaluate applicable regulatory policy, relevant bylaws, standards, guidelines, regulations and legislation to gain reasonable assurance that PEO is complying, and to identify opportunities to enhance the effectiveness of regulatory policy.
 - Oversee and co-ordinate the stewardship of regulatory policy throughout PEO, including regulatory policy work of other committees, with a view to transitioning this work to this committee when practical.
 - Act as a custodian for PEO Legislation, identifying PEO policies, rules and operational issues which touch on or affect PEO Legislation and will provide guidance as to which of these should be put into legislation.
 - Inform Council of relevant external Legislative initiatives and changes which may affect PEO Legislation.
 - Review all referred policy proposals that involve authority from the Act, Regulations or By-laws and provide regulatory impact analysis and recommendations to Council.
 - Review Ontario legislation that conflicts with the authority or provisions of the Professional Engineers Act or its Regulations and make recommendations for corrective actions.
2. Responsibilities related to Risk Management: The Committee will:
- Review and monitor PEO's risks related to regulatory policy and legislation and the steps taken by management to mitigate those risks.
3. Responsibilities related to Compliance: The Committee will:
- Review PEO's regulatory policy and legislative procedures and policies to gain reasonable assurance of compliance with all legal and regulatory requirements and to investigate any non-adherence to those procedures and policies.

The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and propose changes to the Governance & Nominating Committee for their review and onward recommendation to Council for approval.

Briefing Note – Decision

C-540-2.7

EXPENSE REIMBURSEMENT POLICY

Purpose: To approve the revised Expense Reimbursement Policy.

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

That Council approves the revised Expense Reimbursement Policy as presented to the meeting at C-540-2.7, Appendix A and to be effective as of the May 15, 2021 Annual General Meeting.

Prepared by: Chetan Mehta, Director - Finance

Moved by: Sherlock Sung, BAsC., Councillor and Chair – Audit Committee

1. Need for PEO Action

PEO's expense reimbursement policy was last revised and approved by Council in June 2014. This current policy has been in use for several years now after which several suggestions and recommendations were provided by volunteers and staff.

After extensive discussion with and inputs from the Audit and Finance committees, along with discussion with PEO's governance consultant GSI, many of these suggestions and feedback have been incorporated in the revised policy set forth in Appendix A. The complete peer review and process followed is set-out in section 5 below.

Some of the key changes incorporated in the revised policy are:

- a) Increasing limits for breakfast, lunch and dinner to reflect cost of living impacts
- b) Expanding terms for taxi usage and ride-sharing
- c) Permitting first-class train fare
- d) Changes to the expense claim approval and appeal protocols
- e) Requirement that expense claims be filed within two months of the expense being incurred
- f) Mandatory use of online expense tool for both staff and volunteers, etc.
- g) Change in the approval of Registrar's and President's expenses.

The objectives of these changes are to be easy for staff to administer, to support PEO's new governance model, and to ensure there are protections in the system.

Significant consideration was given to the recommended change to the approval process of the CEO/Registrar's expenses, considering best practices in governance. The recommendation to have the Director, Finance approve expenses of the CEO/Registrar was discussed and ultimately taken up by the joint FIC/AUC committees at their meetings on March 10 2021 and April 19 2021 (the latter meeting with David and Debra Brown of GSI present for discussion and future reconciliation with the Delegation of Authority Charter). The discussion points for this recommendation were that:

- There really is no right or wrong way with respect to governance in having Council or the Director, Finance approve the CEO/Registrar's expenses
- It was discussed that this is the approval mechanism in other organizations where the top Finance person in the organization approves the CEO's expenses
- The committee discussed the London hospital board issue where the Chairperson of the Board approved the CEO's international travel. Due to public blowback of travel during the current

pandemic, the Chairperson had to resign. Lesson learned and risk mitigation here to insulate PEO Council volunteer board members from this situation of optics

- Director, Finance has fiduciary responsibility to PEO to ensure CEO/Registrar's expenses are valid and conform with expense reimbursement policy. There is the whistleblowing mechanism if the Director, Finance feels undue pressure to approve questionable expenses.
- The committee also discussed the "separation of church and state" to try make expense reimbursement an operational matter in the realm of the organization and not involve strategically focused volunteer councillors

Governance Solutions Inc. agree with an approach whereby the Director Finance would approve the CEO/Registrar's expenses, with a post-review by the Audit & Finance Committee on a periodic basis.

- The rationale is that the Director Finance is an officer with fiduciary responsibilities, who meets in camera with the Audit & Finance Committee (or at least has this standing opportunity) and so would be able to disclose any undue pressure, and also be the best staff member to be able to resist such pressure in the first place (as they do daily with the financial reports and accounting choices).
- And the AFC post-review would provide the needed governance level, arms-length oversight for reasonableness.
- The sense was that it is not a reasonable ask for volunteers to approve the expenses of the CEO/Registrar, and that this is a better solution.

2. Proposed Action / Recommendation

That the revised draft expense reimbursement policy be approved by Council.

3. Next Steps (if motion approved)

Changes to the revised expense reimbursement policy will be communicated to staff and volunteers once approved by Council. Adherence to the policy will be monitored by the approvers and Finance staff. An appeals process is outlined in the policy for any volunteer or staff whose claim has been denied. Council's delegation of authority charter will be amended to match the expense policy. The mandate for the Audit and Finance Committee will be revised to include annual oversight of the CEO/Registrar's expenses.

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

	Operating	Capital	Explanation
Current to Year End	\$0	\$0	
2 nd	\$0	\$0	
3 rd	\$0	\$0	
4 th	\$0	\$0	
5 th	\$0	\$0	

5. Peer Review & Process Followed

Process Followed	<p>The current expense reimbursement policy was last approved by Council at the June 9, 2014 Council. After this time, after several suggestions for improvements were provided by volunteers and staff for improving and making the policy more relevant.</p> <p>In 2017, research was conducted to review the expense reimbursement policies of other organizations including other provincial engineering associations. In addition, feedback was sought from the senior management team, the Chapters office and other stake holders for improvements to the policy. The expense policy was revised to incorporate some of the practices in other organizations and the feedback received from the various stakeholders identified above.</p> <p>The revised draft policy incorporating the proposed changes was reviewed by the Finance Committee at the meeting held on July 24, 2018 and the feedback provided by the committee members was incorporated in the draft.</p> <p>This draft was then reviewed by the ACV (Advisory Committee on Volunteers) on August 9, 2018 and the feedback provided incorporated in the policy.</p> <p>The revised draft policy incorporating feedback from the above mentioned and various other stakeholders then was then reviewed and approved by the Audit Committee in a meeting held on November 1, 2018.</p> <p>The revised policy was presented to Council at its 525th meeting on Mar 22, 2019 for approval. However, it was referred back to the Finance Committee for review as some Councillors were of the opinion that the policy needed to be expanded for additional flexibility for taxi usage, meals, allowances, etc.</p> <p>Additional feedback on various improvements to the policy was provided by the Audit and Finance Committees at the joint meetings held on Mar 3, 2020. These suggestions were incorporated into the draft which was reviewed and approved by the Audit and Finance committees at the joint meet on Mar 10, 2021. Following a review by GSI for consistency with other changes resulting from Council's work on governance, a further meeting was held on April 19, 2021, to incorporate additional revisions, after which this revised policy is now being presented to Council for approval.</p>
Council Identified Review	Please see Process Followed.
Actual Motion Review	Please see Process Followed.

6. Appendices

- Appendix A – PEO Expense Reimbursement Policy



C-540-2.7
Appendix A

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PEO POLICY NUMBER: *Policy numbers will be assigned after Policy and Procedures Manual is completed.*

Expense Reimbursement Policy	Approval Date: April 30, 2021
	Approved by: Council
	Review Date: June 2024

POLICY STATEMENT	Professional Engineers Ontario (PEO) will reimburse PEO Councillors, PEO volunteers and PEO staff for all reasonable expenses on travel, accommodation, meal and other miscellaneous expenses incurred while conducting PEO business.
PURPOSE	To set out rules and principles for the reimbursement of expenses incurred while conducting PEO business to ensure fair and reasonable practices and to provide a framework of accountability to guide the effective use of PEO resources in the reimbursement of expenses.
APPLICATION AND SCOPE	<p>This policy sets out the rules for managing travel, accommodation, meals and other miscellaneous expenses for:</p> <ul style="list-style-type: none"> • all current members of PEO Council; • all current members of PEO committees and task forces; • all current members of PEO chapter executives • all PEO staff; <p>The policy includes the following:</p> <ul style="list-style-type: none"> • Appendix A: Travel Expense Reimbursement • Appendix B: Accommodation Expense Reimbursement • Appendix C: Meals Expense Reimbursement • Appendix D: Other/Miscellaneous Expense Reimbursement • Appendix E: Expense Claims Appeals Procedures <p>Payment of expenses is limited to covering out-of-pocket expenses incurred and is subject to the limits outlined in this Expense Reimbursement Policy.</p> <p>Where the Ontario Government pays expenses for LGA Councillors, PEO will reimburse any incremental difference between the actual expense</p>

	incurred subject to the limits in the Policy and the Ontario Government reimbursement rates.
DEFINITIONS	<p>The following definitions apply for the purpose of this Expense Reimbursement Policy:</p> <p>Accommodation Expense - refers to hotel expenses incurred only for approved attendance at PEO meetings or events where overnight stays are necessary.</p> <p>Approver - refers to the person with the authority to approve expense claims submitted under this policy (refer to approval authority section).</p> <p>Authorized External Event - refers to any meeting or event not organized or hosted by PEO and for which prior approval for attendance on PEO's behalf has been provided, including but not limited to Engineers Canada meetings or events or those of Engineers Canada's constituent members; OSPE events, Consulting Engineering Ontario events, PEO approved political provincial fundraisers or other events for which prior approval to attend on PEO's behalf has been given.</p> <p>Chapter Executive - refers to any sitting member of the executive of any of PEO's chapters.</p> <p>Claimant - refers to any person making an expense claim under this policy.</p> <p>Councillor - refers to any elected or appointed current member of PEO Council.</p> <p>Meals - includes restaurant meals required only while travelling to and from or during approved attendance at PEO meetings or events where the meal is not already provided by the event host. Meals also includes take-out meals, or food from either a restaurant or food store that provides prepared foods.</p> <p>PEO Meeting or Event - unless otherwise specified, refers to any event or meeting hosted or organized by PEO, including PEO Council, PEO committees/task forces meetings, PEO hearings or PEO training sessions, conferences or workshops.</p> <p>Council, PEO committees/task forces meetings or PEO training sessions, conferences or workshops.</p>

	<p>Travel – refers to direct travel by car, train, bus or airplane to and from the home or work location of a PEO Councillor, PEO volunteer or PEO staff member for approved attendance at a PEO event or Authorized External Event.</p> <p>Volunteer – refers to any volunteer who is currently a member of Council (i.e. Councillor), a PEO committee, task force or chapter executive who is duly elected or appointed and who is not an employee of PEO.</p>
ALLOWABLE EXPENSES	<p>Expenses for attendance at defined PEO meetings or events, including Authorized External Events, shall be reimbursed as follows:</p> <p><u>Travel</u>: All reasonable expenses for travel shall be reimbursed in accordance with Appendix A.</p> <p><u>Accommodation</u>: All reasonable expenses for accommodation shall be reimbursed in accordance with Appendix B.</p> <p><u>Meals</u>: All reasonable expenses for meals that are not included in the transportation or provided by the event host shall be reimbursed in accordance with Appendix C.</p> <p><u>Other/Miscellaneous</u>: Other reasonable expenses for goods and services related to attendance at meetings or events shall be reimbursed in accordance with Appendix D.</p> <p><u>Expenses for Authorized External Meetings or Events</u>: Authorization for expenses for attendance at authorized external events must be obtained prior to attending the event.</p> <p>The President and the CEO/Registrar or their designated representative may on occasion incur expenses which exceed prescribed spending limits due to the requirements of their positions and their roles as official representatives of PEO.</p>

APPROVAL AUTHORITY	<p>Approvers must provide approval only for expenses that were incurred in the performance of PEO business and only for claims that include all appropriate information and supporting documentation.</p> <p>Approvers will ensure that all charges/expenses are reasonable and within the guidelines of this policy.</p> <p>Approvers cannot approve their own expenses.</p> <p><u>Event approval:</u> Expenses will be reimbursed for attendance at PEO events provided attendance at such events is in accordance with the Attendance at PEO Meetings and Events Policy. Approval of expenses for attendance at Authorized External Events must be obtained from the appropriate approver (see below) <u>prior to attending the event and is subject to budgetary availability.</u></p> <p><u>Staff</u> expense reports must be submitted to the concerned PEO manager or designate for approval.</p> <p><u>Volunteer/Councillor and President's</u> expense report/s must be submitted to the concerned staff or committee advisor for approval. Committee advisors will assist volunteers to complete the expense report when necessary.</p> <p><u>The CEO/Registrar's</u> expenses are to be approved by the Director, Finance with a post-summary provided to the Audit and Finance Committee on a periodic basis (at least annually).</p>
SUBMISSION OF EXPENSES	<p><u>Supporting documentation:</u></p> <ul style="list-style-type: none"> • All appropriate approvals must be obtained before incurring expenses; if no prior approval was obtained, a written explanation indicating why approval was not obtained prior to incurring the expense must be submitted with the claim; • All original, itemized receipts must be submitted with all claims (credit card statements are not sufficient). When submitting an expense claim electronically, an electronic copy of receipts in Portable Document Format (PDF) is acceptable. It is recommended that original receipts be kept until reimbursement is received. • If there is no itemized receipt accompanying an expense claim, or the itemized receipt does not include items such as tips and gratuities, a written explanation itemizing the expense along with the reason for the missing receipt/s must be submitted.

	<p><u>Submission Process:</u></p> <ul style="list-style-type: none"> • All expense claims by staff and volunteers must be submitted using the web-based online travel and expense solution (i.e. Certify or any such program in use). <p><u>Limitation Period:</u></p> <ul style="list-style-type: none"> • Expense claims shall be submitted within two (2) months of incurring the expense. • All expenses incurred after October 15 must be submitted no later than January 15th of the following year to meet year-end deadlines. <p>An approver is not authorized to process claims for expenses submitted more than two (2) months after the expense was incurred; or, that are submitted after the 15th of January for any expense incurred in the previous year.</p>
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NON-REIMBURSABLE EXPENSES	<p>Non-reimbursable expenses include but are not limited to:</p> <ul style="list-style-type: none"> • Clothing and formal wear • Personal mobile telephone plans • Air travel insurance coverage (except for AGM) • Entertainment expenses • Hotel room mini-bar • Spa charges • Laundry services except as outlined in Appendix D. • In-room movies or games • Personal items (e.g. toothbrush, cosmetics, medication, mouthwash, etc.) • Personal provisions (e.g. stationery) • Alcohol • Parking or traffic infractions • Pet care • Professional Services fees
EXCEPTIONS AND APPEAL PROCEDURES	<ul style="list-style-type: none"> • See Appendix E <p>Claims for expenses that are submitted after the set deadlines or are exceptions to, or are outside of this policy, are to be submitted for review and final decision in accordance with Appendix E. Decisions resulting from the appeals process are final</p>

RELATED PEO POLICIES	The Expense Reimbursement Policy is a component of PEO's Internal Control Policies and Procedures.
RESPONSIBILITY	The PEO Finance Department has responsibility for the administration, implementation and communication of all Internal Control Policies including the Expense Reimbursement Policy. All PEO Volunteers and PEO staff should be aware of and comply with the policy.

Appendix A: Travel Expense Reimbursement

Travel arrangements shall be made well ahead of time, using the most cost-effective mode of transportation.

Air travel

Air travel is permitted if it is the most practical and economical way to travel. Economy (coach) class is the standard option for airline ticket purchase. Travelers are encouraged to book 7- to 14-days in advance to minimize costs. Should an event be rescheduled or cancelled, ticket change or cancellation fees will be covered.

Travel by other than economy class must have the prior approval of the CEO/Registrar, or their designate, and may be considered only for flights of a duration of more than six consecutive hours.

Train or Bus travel

Travel by train or bus is permitted when it is the most practical and economic way to travel. Business class tickets for train travel is permitted.

Automobile travel

PEO will reimburse expenses incurred through the use of a personal vehicle only by paying the kilometric rate (see below) in effect at the time of the travel.

When road transportation is the most practical, economical way to travel, the order of preference is:

1. Personal vehicle

- It is the responsibility of the owner/user of the personal vehicle to carry relevant vehicular insurance and to comply with prevailing vehicle related laws.
- PEO will not reimburse any personal vehicle maintenance or repair costs.
- Gas usage for personal vehicles shall not be reimbursed.

2. Rental vehicle:

- A rental vehicle may be justified to travel to and from a PEO event only, and where it is more economical than other travel options.
- Use of mid-sized models or smaller is encouraged.
- Luxury and sports vehicles are prohibited unless available for the same price as normal vehicles

Any exceptions to the above should be documented prior to the rental if possible; and guided by the principle that the rental vehicle chosen is the most economical and practical size, taking into account the business purpose, number of occupants and safety (including weather) conditions.

- Rental cars must be refueled before returning the car to the rental company. PEO will reimburse such refueling charges.
- Penalties or extra charges incurred for returning an unrefueled car shall not be reimbursed.
- All PEO volunteers and staff are covered for bodily injury under PEO's travel accident insurance. The purchase of motor vehicle liability insurance for rental vehicles will be reimbursed.

Vehicle Accident reporting

All accidents must be reported immediately to local law enforcement authorities and, in the case of staff, to the immediate supervisor. In addition:

In the case of a rental vehicle, advise the rental car agency and contact the motor vehicle liability insurance provider to initiate the claims process.

Kilometric rate

Kilometric rate will be reimbursed at the maximum rate allowable by the Government of Canada, Department of Finance policy as communicated by the Minister of Finance at the beginning of each year and as published by PEO.

PEO does not pay mileage rates for rental vehicles.

Expense claims must be submitted with distances indicated in kilometers.

PEO may, from time to time, request proof of mileage travelled. Printouts from Google Maps, MapQuest or the like are acceptable as proof of mileage. Mileage above the norm will require explanation in order to be reimbursed. In the absence of an explanation, PEO will not reimburse mileage claims in excess of the norm.

Parking and Tolls

Reimbursement is provided for necessary and reasonable expenditures on parking, as well as tolls for bridges, ferries, and highways, when necessary.

Parking and toll claims will be reimbursed when accompanied by original receipts. Costs for leasing 407 transponders shall not be reimbursed.

There is no reimbursement for traffic or parking violations or related legal fees.

Taxis

Taxi or ride service usage for travel between home and the airport; and between the airport and hotel is permitted.

Taxis may not be used to commute between home and PEO, except under exceptional circumstances; for instance:

- health or safety considerations indicate it is the best, appropriate option; or transport of work-related baggage or parcels is required.

Public Transit

Local public transportation including hotel/airport shuttles should be used whenever possible.

Appendix B: Accommodation Expense Reimbursement

Hotel Accommodation

PEO will reimburse expenses for hotel accommodations only up to the preferred rate at the hotel designated for the meeting or event. Whenever possible room bookings at hotels where PEO has preferred rates is required.

Penalties incurred for non-cancellation of guaranteed hotel reservations are the claimant's responsibility and may be reimbursed only in exceptional circumstances.

Volunteers or staff travelling on PEO business may stay at a family member or friend's place. In such cases, a nominal amount of up to \$75 per day may be claimed for payment to the host of the traveller. The claimant needs to submit a receipt for reimbursement of the amount in question.

Appendix C: Meals Expense Reimbursement

Meals

Only meals that are necessitated by travel schedule will be reimbursed. When more than one meal is claimed for in a day, the maximum can be allocated between all reimbursable meals regardless of what is spent on each meal.

For meal expenses that are submitted with original itemized receipts, the following daily maximum limits which include taxes and gratuities apply:

- Breakfast \$25.00 per person
- Lunch \$35.00 per person
- Dinner \$55.00 per person

Expenses exceeding these limits will not be reimbursed.

Cost for alcohol will not be reimbursed as part of any meal expense. However, alcohol may be served at events hosted by PEO such as Council meetings, AGMs, Council retreat, etc. OR if it is necessary and desirable for a PEO President or CEO/Registrar to host and entertain others in connection with PEO business.

Costs for alcohol as part of a meal for official PEO business by staff and volunteers will be reimbursed only with prior approval of the CEO/Registrar, or their designate.

Reimbursement will not be provided for meals consumed at home or when included in the cost of transportation, accommodation, seminars or conferences.

Meal expenses that are missing itemized receipts may be reimbursed and will be subject to the following daily maximum limits which include taxes and gratuity:

- Breakfast \$10 per person
- Lunch \$15 per person
- Dinner \$20 per person

En-route meals will only be reimbursed as is necessitated by the travel schedule where an individual resides beyond a 100 km radius from the destination/event.

Meals eaten in lieu of event group meals are not eligible for reimbursement. Exceptions may be made for reasonable meal expenses incurred for approved attendance at Authorized External Events.

Appendix D: Other/Miscellaneous Expense Reimbursement

Reasonable incidental expenses for goods and services related to attendance at approved meetings or events on behalf of PEO, and which are required in order to conduct PEO business, shall be reimbursed up to a maximum of \$1,000 per year per person.

Incidentals

Itemized receipts are required for all incidentals while travelling on PEO business.

Exceptions to the requirement for itemized receipts are:

- TTC/Bus fare between hotel and airport, train station, etc.
- One long distance call within Canada of reasonable length per day.
- Reasonable gratuities for porter, hotel room services, and taxis. Keep a record of gratuities paid.

The following incidentals will be covered with itemized receipts in the following circumstances:

- If traveling on business for four consecutive nights or more, reimbursement is allowed within reasonable limits for laundry, dry cleaning, and other hotel services such as pressing, steaming, and shoe polishing.
- Internet connections, hotel business center access charges, computer access charges, facsimile transmissions, word processing or photocopy services required to conduct urgent PEO business that cannot wait.

Child care or care giver expenses

Child care or care giver expenses for volunteers participating on committees shall be reimbursed up to a limit of \$1500 per annum.

Entertainment

In the event that it is necessary and desirable for a PEO President or CEO/Registrar to host and entertain others in connection with PEO business, PEO will reimburse expenses directly incurred, provided all items are appropriately claimed with an accompanying itemized receipt and the expenses are made with reasonable discretion.

In all instances of hosting, it must be clearly indicated on the expenses claim the names and affiliations of the individuals hosted and the purpose of the hosting activity.

Partner Expenses

Where partners have been invited by the PEO President or CEO/Registrar to attend a PEO meeting or event or authorized external event, PEO will pay reasonable travel and other

expenses, in accordance with this policy, for partners of Councillors, volunteers and staff, and invited guests of the President or of the CEO/Registrar.

In-hotel child care services will be reimbursed for events where partners have been invited excluding the AGM events and Chapter Leaders Conference.

PEO will not reimburse travel, meal or accommodation expenses for any additional guests.

Appendix E: Expense Claim Appeals Procedures

- Any staff or volunteer denied a claim for reimbursement for expenses, may email a submission to the CEO/Registrar within 20 days of the notification of denial of the claim, outlining the grounds for appeal. A copy of the denied expense report must be attached.
- The CEO/Registrar will review the expense claim and provide a decision within 5-7 days of receiving the appeal.
- The decision of the CEO/Registrar is final and binding.
- The CEO/Registrar's claims that are denied may be submitted to the Audit and Finance Committee.
- The foregoing shall not prevent a partial payment upon request for items that are in compliance with the policy.

Briefing Note – Decision

C-540-2.8

NOMINATION OF PEO DIRECTOR TO ENGINEERS CANADA BOARD

Purpose: To nominate 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 Council ratifies the online vote via the *ElectionRunner* application to nominate [placeholder for announcement of the successful candidate], P.Eng., 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: Dan Abrahams, B.A., LL.B., Senior Legal Counsel

Moved by: Councillor Turnbull, Member of Human Resources Committee

1. Need for PEO Action

Changiz Sadr P.Eng. has resigned as an Ontario Director as of March 26, 2021 and this has created a vacancy. Although Mr. Sadr's three-year term was to expire in 2022, Engineers Canada has advised that the vacancy can be filled for a three year term, commencing after the EC AGM in May 2021.

Therefore, Council is being asked to nominate 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

Policy 4.8 contained within the [Engineers Canada Board Policy Manual](#) sets out the Board competency profile, as follows:

4.8.3.A - Desired competencies

- a) **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.
- b) **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.
- c) **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.
- d) **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.
- e) **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.
- f) **Risk management experience** - Experience with enterprise risk management. Includes identifying potential risks and recommending and implementing preventive measures, organizational controls, and compliance measures.

4.8.3. B - Demographic preferences

The Board supports as much diversity as possible in its makeup; however, only two demographic goals have been set for active monitoring:

- a) **Representation of women** - 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.
- b) **Active practitioner representation** - The Board should also attempt to ensure that at least 30% of its composition includes active engineering practitioners.

4.8.3.C – Behavioural skills

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

- a) **Ability to present opinions** - They are able to present views clearly, frankly, constructively, and persuasively.
- b) **Willingness and ability to listen** - They listen attentively and respectfully and make sure they understand what they have heard.
- c) **Ability to ask questions** - They know how to ask questions in a way that contributes positively to debate.
- d) **Flexibility** - They are open to new ideas, are strategically agile, and are responsive to change.
- e) **Conflict resolution** - They are oriented to resolve conflict, are resilient after it occurs, and support board decisions once made.
- f) **Dependability** - They do their homework and attend and participate in meetings.
- g) **Balance** – In light of the federated model of Engineers Canada, an ability to balance local interests with the national interest.

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, according to Engineers Canada's own Policy 4.2:

- Bring the views, concerns, and decisions of the Board to their Regulator.
- Seek their Regulator's input on issues to be discussed by the Board so as to be able to communicate the Regulator's position to the Board.
- Advise their Regulator of issues to be presented for decision by the Members.
- Be knowledgeable of the rules, regulations, policies, and procedures governing the Regulator that nominated/elected them.
- Be familiar with the incorporating documents, By-law, policies, and legislation governing Engineers Canada as well as the rules of procedure and proper conduct of meetings.
- Participate in Board educational activities that will assist them in carrying out their responsibilities.

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

- Attend Engineers Canada meetings and, subject to confidentiality requirements, 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 nominate one PEO representative to the Engineers Canada Board of Directors for a three-year term to replace the Director who has resigned.

3. Next Steps (if motion approved)

Engineers Canada would be advised of PEO’s approved nominee.

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 nd	\$0	\$0	
3 rd	\$0	\$0	
4 th	\$0	\$0	
5 th	\$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 – Revised 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 April 13, 2021. All four nominees are confirmed as members of PEO and OPSE.

Christian Bellini

Peter Cushman

Marilyn Spink

Marisa Sterling

REVISED Terms of Reference, Expectations and Appointment Process for PEO Directors on Engineers Canada Board of Directors¹

Background:

Engineers Canada is governed by a Board of Directors, consisting of one or more representatives from each engineering regulator. PEO nominates five representatives to be appointed to this Board of Directors.

Engineers Canada is a federation of the provincial/territorial associations whose mandate is to: to work on behalf of the provincial and territorial associations that regulate engineering practice and license the country's 300,000 members of the engineering profession.

Specifically, Engineers Canada's work is focused on 10 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 diversity and inclusivity 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.

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](#), in particular Policy 4.1, Board Responsibilities and 4.2, Directors' Responsibilities. The latter provides in part as follows:

¹ Approved by resolution at the February 2020 meeting of Council. Revised to update the description of the EC Board role, based on input from Engineers Canada, April 2021.

(1) In order to fulfill their purpose as a Board, individual Directors shall:

- a) Know the business of Engineers Canada.
- b) Ensure sufficient time to fulfill their Director's duties and responsibilities.
- c) Be informed of issues affecting, or likely to affect, Engineers Canada and the Regulators.
- d) Contribute to the Board's decision-making process by:
 - i. Attending meetings on a regular and punctual basis and being properly prepared to participate;
 - ii. Discussing all matters freely and openly at Board meetings;
 - iii. Working towards achieving a consensus that respects divergent points of view;
 - iv. Supporting the legitimacy and authority of Board decisions, regardless of their personal position on the issue, and not discussing the varying opinions of individuals members;
 - v. Respecting the rights, responsibilities, and decisions of the Regulators; and,
 - vi. Participating actively in the work of the Board including by serving on Committees or Task Forces.
- e) Bring the views, concerns, and decisions of the Board to their Regulator.
- f) Seek their Regulator's input on issues to be discussed by the Board so as to be able to communicate the Regulator's position to the Board.
- g) Advise their Regulator of issues to be presented for decision by the Members.
- h) Be knowledgeable of the rules, regulations, policies, and procedures governing the Regulator that nominated/elected them.
- i) Be familiar with the incorporating documents, By-law, policies, and legislation governing Engineers Canada as well as the rules of procedure and proper conduct of meetings.
- j) Participate in Board educational activities that will assist them in carrying out their responsibilities.

(2) Each individual Director shall act in accordance with the Canada Not-for-Profit Corporations Act (the "Act") and their common law fiduciary duties, including but not limited to:

- a) Acting honestly, in good faith and at all times, in the best interests of the corporation;
- b) Being independent and impartial;
- c) Exercising, in the performance of their duties, the degree of care, diligence and skill required of a Director;
- d) Preserving the confidentiality of information obtained while acting as a Director by avoiding any advertent or inadvertent disclosure of such information;
- e) Exercising vigilance for and declaring any apparent or real personal conflict of interest in accordance with Policy 4.3, Code of Conduct; and
- f) Voicing, clearly and explicitly at the time a decision is being taken, any opposition to a

The role and responsibilities of Engineers Canada Directors are further outlined in Board Policy 4.3, *Code of Conduct*, provided, in part, as follows:

This policy is intended to provide guidance to members of the Board and Board committees in managing the affairs of Engineers Canada. It does so by setting out the principles, standards and guidelines of ethical conduct, thereby ensuring confidence, transparency and trust in the integrity, professionalism and impartiality of the decisions made by the Board and Board committees.

4.3.1 Board and committee member conduct

(1) Engineers Canada is committed to ensuring an inclusive and supportive environment. Board members and members of Committees shall, at all times, conduct themselves in an ethical, professional, and lawful manner. This includes proper use of authority and appropriate decorum.

(2) Expected behavior for Board members and members of Board committees at in-person and/or virtual events, activities and meetings include that: a) They shall refrain from violent behavior, harassment, intimidation, retaliation or any form of discrimination and shall treat one another and staff members with respect, co-operation, and a willingness to deal openly on all matters, valuing a diversity of views and opinion;

b) They should be considerate, respectful, and collaborative with others;

c) They should communicate openly with respect for others, critiquing ideas rather than individuals;

d) They should avoid personal attacks directed toward others;

e) They should be mindful of their surroundings and their fellow participants; and,

f) They should respect the rules and policies of the meeting venue, hotels, Engineers Canada contracted facility, or any other venue.

(3) Unacceptable behavior by Board or Board committee members includes, but is not limited to:

a) Verbal or written comments that are not welcome and/or are personally offensive that relate to gender, sexual orientation, disability, physical appearance, body size, race, religion, national origin, or age;

b) Violations of federal or provincial laws that could result in fines or civil damages payable by Engineers Canada or that could otherwise significantly harm Engineers Canada's reputation or public image;

c) Unethical conduct and/or conduct that contravenes any Engineers Canada policies or its Code of Conduct; and

d) Danger to the health, safety or well-being of staff, other Board or Board committee members and/or the general public.

(4) Board members and members of Board committees shall ensure that unethical, unprofessional or illegal activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned and are reported as per section 4.3.3, Compliance with Board policies.

(5) A Board member or a member of a Board committee who is no longer holding good standing status with their provincial Regulator shall be suspended from participation in Board and Board committee activities until they return to good standing status.

(6) A Board member or a member of a Board committee who is alleged to have violated this Code of Conduct shall be so informed. As per section 4.3.3, Compliance with Board policies, such breaches shall be investigated. (

7) Upon appointment, Directors shall sign the oath of office or other suitable undertaking.

(8) Upon appointment and every year thereafter, Board members and members of Board committees shall sign an acknowledgment of Policy 4.4, Confidentiality.

Expectations Regarding Principal Activities as They Relate to PEO:

- Attend Engineers Canada meetings and, subject to confidentiality obligations, 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:

PEO Council is responsible for nominating candidates for the Engineers Canada Board. The term of appointment normally commences and ends at an annual meeting of Engineers Canada and shall be of three (3) years duration. Section 4.6 of the Engineers Canada Bylaw sets out that Directors shall be elected for a term of 3 years, and they may be elected for a second term (or a lifetime max of 6 years).

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

Process to Appoint an Engineers Canada Director

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

1. A call for those who wish to be considered for nomination by PEO Council to the Engineers Canada Board of Directors will be sent to all eligible nominees.
2. The call for prospective nominees will specify the closing date and require prospective nominees to indicate their willingness to serve for a three-year term in accordance with the terms set out in the Engineers Canada Bylaw and Board Policy Manual, and the expectations of PEO's Directors on Engineers Canada Board of Directors, as noted above.
3. A name to be considered for nomination does not require a seconder.
4. No names of prospective nominees will be accepted after the deadline for submission of names or from the floor at the meeting at which such nominations are to be made.
5. At the meeting at which such nominations are to be made, the Chair shall read out the names of those members who have asked to be considered.
6. Each prospective nominee will be afforded an opportunity to make a brief (2 minute) personal introduction should they so wish. Absent prospective nominees may submit a written personal introduction. The Chair will read any comments received from absent prospective nominees.

7. Voting will be by secret ballot in accordance with By-Law No. 1, s.25(4). Where there is only one prospective nominee for a position, the Chair shall declare the prospective nominee to be nominated for appointment 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.

Nomination 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 chosen.

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 chosen. If there is again a tie, a coin toss (see step 3) decides the candidate to be nominated for appointment to the Elections Canada board.

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 chosen. 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 chosen, or two candidates tie for the highest number of votes and a coin toss decides the chosen 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 chosen candidate who chose the same side.

Nomination 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 chosen, or the one candidate receiving the highest number of votes is chosen.

Step 2: If there are not two (2) chosen 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 chosen 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 chosen. 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 chosen 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 chosen candidate who chose the same side.



Marisa S <marisa.sterling@gmail.com>

Resignation from the board of Engineers Canada

Changiz Sadr <sadrchangiz@gmail.com>

Fri, Mar 26, 2021 at 7:59 AM

To: Gerard McDonald <Gerard.McDonald@engineerscanada.ca>

Cc: Christian Bellini <cgvbellini@gmail.com>, Danny Chui <dchui.ocuc@outlook.com>, Nancy Hill <nhillPEO@gmail.com>, Kelly Reid <kareid_2000@yahoo.com>, "Jean Boudreau (Engineers & Geoscientists NB)" <jean.boudreau@gemtec.ca>, Marisa STERLING <marisa.sterling@gmail.com>, Johnny Zuccon <JZuccon@peo.on.ca>

Dear Gerard,

Please accept this email as my official resignation from my position as a director on the board of Engineers Canada and all affiliated boards and committees effective immediately.

I have truly enjoyed volunteering for Engineers Canada, and I sincerely appreciate the support provided to me. The stimulation of our positive corporate culture and the opportunities for professional development made all my time spending for Engineers Canada a pleasure.

While I look forward to enjoying my retirement, I will miss being part of our team and organization. I trust that the relationships I have developed will last well into the future.

Sincerely,
Changiz

Briefing Note – Decision

C-540-2.9

ANTI-RACISM & ANTI-DISCRIMINATION EXPLORATORY WORKING GROUP (AREWG)

Purpose: To amend the motion creating the working group so as to give it additional time to complete its work, and to ensure continuity of membership.

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

That the motion previously adopted by Council on November 20, 2020, be amended as follows:

- (a) in part 1 of the motion, by adding, following the phrase “from amongst Council’s members” the phrase “but who, irrespective of any term of office, shall continue to serve until the working group is stood down or they are replaced, and”;
- (b) in part 4 of the motion, by adding, following the phrase “before the 2021 AGM,” the phrase “or as soon thereafter as is practicable for the working group to conclude its work”; and
- (c) by revising the Terms of Reference referred to in part 2 of the motion in order to give effect to the foregoing,

so that the motion *as amended* would read:

1. That Council appoint a four-member working group from amongst Council’s members, ***but who, irrespective of any term of office, shall continue to serve until the working group is stood down or they are replaced, and*** comprised of the following:
 - Councillors P. Cushman and L. MacCumber, who shall serve, respectively, as Chair and Vice-Chair of the Anti-Racism and Discrimination Exploratory Working Group (AREWG)
 - Two (2) additional Councillors, to be randomly selected from amongst Councillors who volunteer. (In the case of a tie vote, the chair would have the casting vote.)
2. That Council task the AREWG (in accordance with the proposed Terms of Reference attached as Appendix A) with scoping vulnerabilities to systemic racism and discrimination within the engineering profession and in particular within the range of activities overseen by PEO, and with proposing best-practice methodologies for identifying, studying and addressing any such vulnerabilities that exist.
3. The Council instruct the CEO/Registrar to recruit, via a Request for Proposals (RFP), a qualified consultant skilled in equity, diversity and inclusion, to help guide and support the work of the AREWG.
4. That Council mandate the AREWG, aided by the consultant, to report to Council with specific recommendations on how to identify, study and address vulnerabilities related to systemic racism and discrimination, before the 2021 AGM, ***or as soon thereafter as is practicable for the working group to conclude its work.***
5. That Council approves a maximum budget of \$50,000 for the work of the AREWG, including the work of the Consultant.

Briefing Note prepared by: Dan Abrahams, LL.B., Senior Legal Counsel

Moved by: Peter Cushman, P.Eng., Chair, AREWG

1. Need for PEO action

Council established the AREWG at its meeting on November 20, 2020. At that time, Council passed the motion set out above.

As will be reported separately to Council, AREWG has made significant progress in its work and has retained a consultant. AREWG is not yet ready, however, to furnish a final report or to be stood down. In the circumstances the working group seeks an extension, via an amendment to the original motion, to enable it to complete the assignment which Council has given it. Noting the importance of moving to next steps, AREWG undertakes to complete its task as soon as practicable following the Annual General Meeting.

It is also worth noting that one member of the working group, Councillor W. Kershaw, will not be continuing as a Council member after the Annual General Meeting. Continuity of membership is important until the working group has completed its assignment and can be stood down. Hence AREWG is also proposing an amendment to the original motion which would permit a former Councillor to continue to serve as a member of the working group until it is stood down or until Council replaces them.

Both the AREWG timeframe and the composition are referenced in the AREWG terms of reference. Revised terms of reference reflecting the November 2020 motion as it now would be amended are attached as Appendix A.

2. Appendices

A. Proposed Revised AREWG Terms of Reference

**C-540-2.9
Appendix A**

PROPOSED -REVISED Terms of Reference
**Anti-Racism and Anti-Discrimination Exploratory
Working Group**

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Issue Date: Nov.20, 2020; revised April 30, 2021 Review Date: N/A
Approved by Council: November 20, 2020 Review by: N/A

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Legislated and other Mandate approved by Council	The Working Group is tasked by Council with scoping vulnerabilities to systemic racism and discrimination within the engineering profession and in particular within the range of activities overseen by PEO, and with proposing best-practice methodologies for identifying, studying and addressing any such vulnerabilities that exist.
Key Duties and Responsibilities	<p>Working with a qualified consultant to be recruited by the CEO/Registrar, with final vetting by the Working Group, the Working Group will examine and will ultimately report to Council regarding:</p> <ul style="list-style-type: none"> • What potential vulnerabilities exist for PEO in relation to systemic racism and discrimination, in all major areas of PEO's operations and its role as regulator of the practice of professional engineering and governor of the engineering profession • What best practice methodologies are available to identify, study and produce recommendations on how to address any issues of systemic racism and/or discrimination that exist • What options are preferred and recommended, based on the Working Group's (and consultant's) understanding of PEO and the environment in which it operates • What mechanisms (eg., a further working group, additional consultants, surveys, interviews, focus groups, etc.) are required in order to oversee and pursue the recommended options • Any other foundational or background information that Council needs in order to address these issues

Constituency, Number & Qualifications of Committee/Task Force Members	The Working Group is limited to a maximum of four (4) Councillors, as selected by Council at the time the Working Group is established, subject to Council's ability to replace any member of the Working Group who resigns or is unable to serve. <u>A Councillor who is appointed to serve as a member of the Working Group may continue to serve even after their term as a Councillor has ended unless and until Council replaces them.</u>
Qualifications and election of the Chair	The Chair is as appointed by Council commensurate with the establishment of the Working Group. If the Chair resigns or is unable to serve, the remaining members shall choose a Chair from amongst their members.
Qualifications and election of the Vice Chair(s)	The Vice-Chair is as appointed by Council commensurate with the establishment of the Working Group. If the Vice-Chair resigns or is unable to serve, the remaining members shall choose a Vice-Chair from amongst their members.
Duties of Vice Chair(s)	To act in the absence of the Chair.
Term Limits for Chair, Vice Chair and Committee members	The Working Group is to be stood down following the submission of its report with recommendations to Council.
Decisions and Quorum	The Working Group shall endeavor to reach decisions and recommendations to Council by means of consensus. Quorum for the purpose of formalizing recommendations is at least 50 per cent of the task force's membership present at the meeting. If any vote is tied, the Chair will have the casting vote.
Meeting Frequency & Time Commitment	The Working Group will meet at the call of the Chair and will meet electronically via Zoom or similar platform at the Chair's discretion. To promote expedited decision-making, the Working Group may also consult and share information via email as required.
Operational year time frame	The Working Group will commence its work upon establishment by Council and will be stood down following the submission of a report to Council, prior to the 2021 PEO AGM, <u>or as soon thereafter as is practicable for the Working Group to complete its work.</u>
Budget	Maximum \$50,000 (related to the cost of retaining a consultant). The proposed budget is only for the work described herein. It does not apply to any future anti-racism initiatives that might emerge and that would require budget approval in the future.

Committee advisor	TBD, at the discretion of the CEO/Registrar
Committee support	TBD, at the discretion of the CEO/Registrar

Briefing Note – Decision

C-540-3.0

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) 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 – 539th Council meeting – March 26, 2021
- 3.2 Confirmation of Electronic, Virtual AGM

Briefing Note - Decision

C-540-3.1

OPEN SESSION MINUTES – 539th Council Meeting – March 26, 2021

Purpose: To record that the minutes of the open sessions of the 539th 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 539th meeting of Council, held March 26, 2021, as presented to the meeting at C-540-3.1, 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 – 539th Council open session meeting – March 26, 2021

Minutes

**C-540-3.1
Appendix A**

The 539th MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via ZOOM Videoconference on Friday, March 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 (except part of minute 12304)
- 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, March 26, 2021.

CALL TO ORDER

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

Secretariat confirmed quorum.

Guests of the meeting were welcomed and acknowledged.

President Sterling reviewed the virtual meeting logistics.

President Sterling advised that this was the first meeting of Council that will be following Nathans and Goldfarb's Company Rules of Order noting these rule are very similar to Wainberg's Society Rules of Order that Council was previously using. She further noted that Council's Special Rules have not changed.

President Sterling recognized some key events since the February Council meeting that represent the diversity of the engineering profession:

- Ethnic Equality month
- Gender Equality month
- National Women's History month
- International Women's Day
- National Engineering month

President Sterling also acknowledged several women engineers who are being honoured with Ontario Professional Engineers Awards in April:

- Engineering Medal – Engineering Excellence – Goldie Nejat, Professor and Canada Research Chair in Robots for Society, University of Toronto
- Engineering Medal – Management – Laura Conquergood, V.P. Operations, Bayli Medical
- Engineering Medal – Research and Development – Pascale Champagne, Directrice Scientifique, Institut National De La Recherche Scientifique Professor & Canada Research Chair in Bioresources Engineering, Queens University
- Engineering Medal – Young Engineer – Yin Yu Rachel Zhang, Clinical Engineer, Children’s Hospital of Eastern Ontario

The agenda was presented. President Sterling advised that item 2.8 Expense Reimbursement Policy was deferred to the April 30, 2021 Council meeting.

Moved by Councillor Subramanian, seconded by Councillor Ausma:

That:

- a) **The amended 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.**

CARRIED

**12297
CONFLICTS OF INTEREST**

No conflicts of interest were declared.

**12298
PRESIDENT’S REPORT**

President Sterling provided the following report:

“My role as President is to assist Council in carrying out its governance and fiduciary responsibilities to fulfill PEO’s mandate.

This continues to be a very challenging year for the public and PEO.

I wish to acknowledge the hard work and dedication of all of PEO’s Councillors, volunteers, our CEO/Registrar and all staff who continue to show-up to do their best work possible under the circumstances of the global pandemic, doing what we do to make our contribution to protecting the public interest in Ontario.

We are all moving through this experience together.

If you are someone who has received a first dose of the Covid vaccine or know someone close to you that has, you are likely starting to feel some relief from our personal health concerns. And for others who are waiting, I wish to acknowledge your patience at this difficult time. In case you may find this helpful, a recent talk I attended on the science of happiness suggested spending less time watching negative news to keep a more positive well-being. We are making gains to be a better regulator.

Our Council meetings are becoming more clearly focused on our primary regulatory and governance mandates.

Our agenda formats represent this evolution. At this time in 2019, we listed Council's work as priority items on our agenda, with essentially everything on the agenda being a priority. In 2020, we added the section of Leadership Reports to frame the updates from the President and CEO/Registrar. And now in 2021, we have added the sections for Regulatory and Governance Items with the Regulatory items listed first to be in line with our primary mandate.

And we continue to work on providing the critical information needed in the Council package so that the reader can fully understand the question to be decided upon, and the impacts of those decisions. I am pleased to report that this March 2021 agenda package comes in at a feather light 218 pages, the 3rd lightest Council package in the last 3 years. This is not to say that the contents are insignificant but instead it represents critical thinking of those writing and reviewing the briefing notes to ensure that Councillors are not being drowned in a sea of content but instead being provided with necessary and focused content to assist them in making informed decisions.

Monthly Strategic Conversations are fostering Councillors' ability to be informed, educated, and then commit to a policy change towards the public interest.

They are enhancing the dialogue phase of the change process. It is not about "us versus them" but instead our personal accountability to this process of education, dialogue, consensus, action.

They are not formal meetings of Council, do not debate or decide motions, are not able to make decisions utilizing Council's powers under the Act and hence are not subject to the by-law requirement.

On Jan 22 – Councillors discussed a transition plan for Councillors stepping down from regulatory committees, and the outputs from the proposed 4 new governance committees of Council

On Feb 6 – Councillors discussed whether a member referendum continues to be appropriate to inform Council on its next steps with respect to implementing mandatory Continuing Professional

Development

On Mar 6 – Councillors discussed the governance directions and governance committee outputs

We have made some significant decisions this year as a Council, owning our governance responsibilities to direct and control the primarily regulatory mandate of PEO, with a governance culture that is inclusive and equitable

We approved a governance workplan to complete by the 2022 AGM

Council agreed to use a culture change model of dialogue and education using the Executive Committee and Strategic Conversations, then to formalize the new structure in decisions at Council followed by orientation.

In November 2020, Council passed 11 governance directions.

- Phase 1 (Sep 2020 – Jan 2021)
 - Council will be a governing board
 - PEO will be primarily a regulator
 - Council will approve strategic priorities
 - PEO will adopt a risk model
 - Today we are considering 5 documents, and one document will be on our agenda at the April 30th Council meeting:
 - Council Charter
 - Submission Protocol
 - CEO/Registrar Charter o Delegation of Authorities to CEO
 - Chair's Charter o By-law amendment Rules of Order
- Phase 2 (Jan 2021 – Jun 2021)
 - Council members only serve on governance committees
 - Council will use governance committees – Finance/Audit, Human Resources, Governance, Legislation & Nominating
 - PEO will use regulatory committees that add net value to the regulatory process
 - Council and staff's governance culture will be healthy, respectful, inclusive and professional
- Phase 3 (Jun 2021 - Jan 2022)
 - Council will right-size
 - PEO will adopt a structured mandatory governance orientation & education program for councillors, senior staff, committee members, committee chairs
- Phase 4 (Jan-May 2022)
 - Formal annual evaluations of council, committees, CEO/Registrar

- PEO will take necessary steps by May 2022 to implement these directions

We are ensuring that Council approves policy and owns PEO's policy work. There can be many inputs to the policy direction that Council takes, it can come from staff, volunteers, committees and external groups. Council will decide what information it needs and can ask for advice and consultation from many. Council will decide what direction it wants to take and committees and staff can bring well-thought out policy options to Council.

We are dividing the PEO workload so it is more manageable. Looking outside councillors for other PEO members to serve on regulatory committees and not to over-extend councillors with numerous committee roles beyond governance and oversight.

We've updated Council meeting Rules of Order

We've taken the accountability as a governing board to decide how PEO moves forward with mandatory Continuing Professional Development in the public interest, without seeking a members' referendum. Engineers today are likely already staying current with their knowledge and skills, and those who are non-practising can declare so. We will be matching national and international expectations of a self-regulated profession operating in the public interest.

We have taken the stance to evaluate our processes and policies for any systemic racism or discrimination with a report with recommendations coming to our Council meeting in April 2021. I know that we could have done more had we not had the pandemic, but at the same time change requires a culture shift which naturally takes time. Peter Drucker says that, "culture eats strategy for breakfast".

We need to continue to be compassionate with each other as we move through this culture change in how PEO does its regulatory work. We have moved much of our regulatory priorities along under the leadership of our CEO/Registrar who will update us on these in his report. Some highlights include:

PEO received notification from Ontario's Attorney General on Dec 7, 2020 that the following changes were made to the PEAct and Regulations, the most substantial being:

Allows for CEAB-accredited engineering programs at institutions outside of those classified as universities o Reflects Council's March 2020 decision to use the NPPE, and clarifies that all licence types are required to pass the NPPE

Amends the language that the Registrar shall issue a provisional

licence to an applicant who qualifies

Allows engineering interns (EITs) to hold any position on a PEO chapter executive board I continue to work closely with the CEO/Registrar and his team to reinforce the Council directives.

I also strive to support open communications about the work of Council:

On November 21, I spoke to PEO volunteers at the Chapters Leaders Conference on the transformation that PEO is undergoing. My presentation is publically available on the PEO Chapters website. Thirty-one out of 36 PEO Chapters sent a delegate to this conference. In my talk, I highlighted the operational review PEO underwent in 2019, the organizational review that the CEO/Registrar has been undertaking, the enhance governance work of our Council that started in 2020 and the urgent need to clarify PEO's strategic priorities with the expiration in 2021 of our strategic plan. Thank you for Chapter manager Adeilton Ribero and Vice-President appointed Arthur Sinclair for making this presentation and video of my talk available online to extend its reach.

I commenced Ask Marisa sessions on Zoom (the first one on Feb 19, 2021 and another planned for March 29, 2021) to help communicate directly with committee chairs the new governance structure Council have approved. I continue to support PEO relations with our external stakeholders and others."

- Volunteered to chair the Engineers Canada Presidents' Group meeting and presented on behalf of the group to the Engineers Canada Board (Feb 23-24, 2021). I also initiated a Microsoft Teams site for the Presidents Group to foster communications across the provinces and territories.
- Attended the virtual AGMs and congratulated new and returning presidents of OIQ & APEGNB
- Filmed a PEO video message to encourage member voting in the 2021 Council elections
- Filmed video remarks for the PEO Lakehead Chapter's 59th annual Engineering and Technology Conference. I'd like to thank Chapter Chair Garth Grunerud and Technical Conference Organizing Chair Frank Nelli for inviting me to participate in the very successful event.
- Delivered virtual remarks to the PEO Willowdale-Thornhill chapter Licensing Ceremony (Feb 20), Mississauga Chapter AGM (Feb 24), Ottawa Chapter AGM (Feb 24), and was a judge at the York Chapter Engineering Project of the Year Awards (Feb 27),
- Delivered talks to Ryerson engineering students (Feb 25), University of Toronto engineering students (March)
- Assisted in the interviews for the Returning Officers for the

2021 PEO Election

- Recorded a video with the CEO/Registrar to mark the 31st anniversary of the Dec 6th Montreal Massacre of 14 young women who were primarily engineering students
- Attended the following committee meetings: ACV (Dec 10), ARC (Jan 15), JRC (Jan 18), JRC (Mar 22)
- Signed 3 PEO contracts over \$20K

12299

CEO/REGISTRAR'S REPORT

J. Zuccon noted that it has been over a year since staff had to leave the office and that he wanted to take the opportunity to officially acknowledge all PEO staff who, despite having to find creative ways to carry out their functions while working remotely, have done so with steadfast loyalty and resourcefulness to ensure that PEO delivers on its mandate. PEO staff have demonstrated strength and resilience, and many have gone beyond the call.

He indicated that he was grateful and proud for all their contributions and that success is only possible if those in the front-line and in the trenches do their part.

J. Zuccon then discussed his report which was included in the agenda package.

ARC and ERC Updates:

He advised Council that the focus and priority since the last meeting has been to deploy a new paperless workflow to permit both the ARC and ERC could perform their roles with application reviews. ARC on the academic side and ERC with virtual zoom interviews. With the cooperation of PEO members from these key regulatory committees application reviews can continue. As reported in the report, workflow has started and now the attention is to work on the accumulated back log on a priority basis.

Tech Exams Updates:

As was reported last month, PEO is partnering with EGBC to deliver on-line technical exams for PEO applicants. Plans are well on the way to ensure that PEO can provide those applicants who need to take technical exams for the May sitting.

Paper Files to Digital Update:

The IDDC project that will transfer the existing paper application files to digital format, is now back on track. Staff have been trained and the work has begun. In early April contract staff will be added to augment resources to this project.

Organizational Design Updates:

Now that some of the licensing process priorities are on track, PEO needs to continue with the project of enhancing its organizational structure to provide the capacity and capabilities to support the

changes to move PEO towards a modern regulator. LM2 Collective has been retained to assist the Organizational Transformation Team of key senior staff to implement the recommendations flowing from the WMC Report.

Responding to a query regarding the Mobility Register and the percentage of PEO members who have benefitted or would have benefitted from such a register J. Zuccon advised that he would look into this and report back.

**112300
ENGINEERS CANADA ANNUAL MEETING
OF MEMBERS**

President Sterling noted that 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

Past President Hill referred to the Strategic Plan noting that there are several things that have the potential to impact PEO. The first is the review of the accreditation program to ensure that it meets the needs of the regulators as well as looking at the national standards which could be beneficial. She also referred to the Public

Information Campaign which aligns with items coming out of PEO's Public Information Campaign (PIC) Task Force.

President-elect Bellini highlighted one of the proposed by-law changes regarding member fees which are part of a new process introduced at Engineers Canada. Going forward, the regulators will have the opportunity to approve the annual fees that are charged on a per member basis, allowing members to have more control over the budget. He also noted that the new Strategic Plan provides strategic direction on collaboration and harmonization.

Moved by Past President Hill, seconded by Vice-President Campbell:

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.

CARRIED

12302

ENGINEERS CANADA DIRECTORS REPORT

D. Chui highlighted some activities that took place during National Engineering month including Ontario Tech University's virtual event on March 17, 2021 which included a question and answer period with over 200 questions submitted.

K. Reid provided the following report:

Accreditation Board:

The CEAB at its winter meeting included a decision that all 2021/2022 accreditation visits will be conducted virtually.

Qualifications Board:

The CEQB passed two key motions to create the Task Force on Methods of Academic Assessment for Non-CEAB Candidates (relates to fairness) and to approve the revised syllabus on computer engineering.

Government Relations:

Engineers Canada met with Minister of Transport, to discuss ways in which Engineers Canada can help support his mandate. However, the opportunity was also taken to discuss the licensing of federal government engineers.

Mobility:

Engineers Canada remains members of the APEC Engineers Agreement and International Professional Engineers Agreement (IPEA) for another six years.

Equity, Diversity, and Inclusion:

In honour of Black History Month, we worked with Canadian Coalition of Women in Engineering, Science, Trades and Technology (CCWESTT).

Engineers Canada presented on 30 by 30 at the Association of Consulting Engineering Companies-Canada (ACEC-Canada) to expand the opportunities for our organizations to collaborate on 30 by 30.

The 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.

12303

CEDC APPLICATIONS

President-elect Bellini noted that while this item is usually included as part of the Consent Agenda it is good practice to review periodically. He explained that the Consulting Engineer designation is a designation that is specified in the regulations. PEO has a statutory committee that is set up to process applications and renewals for these designations. Designations differ from a regular license in that it does need to be renewed periodically and the criteria for renewing are that the applicant demonstrates that they are actively practicing professional engineering and that have to provide evidence of such to the committee for approval.

Moved by President-elect Bellini, seconded by C. Chiddle:

- 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.**

CARRIED

12304

EXECUTIVE COMMITTEE REPORT

President Sterling advised that her role as President was to chair the Executive Committee of PEO Council. She shared the facts of the recent Executive Committee meetings as a neutral facilitator chair. Since November 2020, the EXE committee has met 6 times: November 24, January 5, February 2 and 12, March 2 and 16.

Recall that the EXE was tasked by PEO Council in March 2020 (pursuant to section 11 of the *Professional Engineers Act*) to oversee implementation of the governance roadmap, with expert advice from a governance consultant, and bring related recommendations back to Council. Governance Solutions Inc (GSI) were contracted in August 2020 by PEO, through an RFP, to provide expert advice to EXE and Council.

Completing the governance work by PEO's 2022 AGM will help Council ensure it is focused on setting strategic direction and evaluating its results. These are the goals of the governance project:

- PEO will have a risk model to measure and report on the protection of public interest.
- PEO will have a mandatory and structured orientation and education program for Councillors, staff, committee members and committee chairs.
- Formal evaluations of Council, committees, committee chairs and the CEO/Registrar will be conducted based on pre-agreed criteria.

All of these governance enhancements will help PEO conduct its regulatory work in a more modern, efficient and effective manner. That is the end goal. The governance enhancements are a tool towards being a better regulator.

Charters

- At the Oct 29, 2020 EXE meeting, comments from the EXE on the 5 charters were discussed
- The Council charter is the blueprint that draws the line between Council's roles and responsibilities and managements, and which forms the basis for the other charters, including the CEO/Registrar, the Delegation of Authority, the President & Chair.
- They draw a clearer line between Council and management responsibilities and will help PEO operate more efficiently. Management will know what they are accountable for and Council will focus its time on oversight, evaluation and risk mitigation, for example
- It will be better for the public as it is expected that PEO will do its regulatory work more efficiently and effectively, faster and with less back-and-forth between Council, committees and management

- It will be better for the regulation of engineering as Council and its governance committees will be responsible for deciding regulatory policy and therefore will be keeping regulatory policy at the forefront of its work due to the revised governance structure.
- At the Jan 5 2021 EXE meeting, PEO's legal review of the charters was received and EXE provided direction on what other staff reviews and inputs it would like to see before recommending them to Council for approval.

At the March 2 2021 EXE meeting, discussed were the roles of the Charters as starting to create a revised governance manual for PEO. The manual will have further details added after phases 3 and 4 of the governance workplan are completed over the coming year. During these phases is when Council will make decisions around Council composition, etc. The EXE committee confirmed PEO is not removing committees or removing the RCC or chapters. Instead the governance project is changing the reporting structure of current committees so that Council can have better oversight and can make clearer decisions on priorities and policies as Council will see the work of all committees more holistically.

Governance Committees

The EXE committee discussed the structure of the proposed new governance committees and recommends a total of four to Council. The outputs or mandates of the 4 governance committees are what will ensure PEO Council is overseeing all of its regulatory responsibilities. Several current PEO committees will provide inputs to these 4 governance committees. The EXE committee identified that it could likely take multiple years to reach an end state where the governance committees are fully owning setting the direction and control over PEO policy, and in the near term current PEO committees that have policy work in their mandate will continue to do that work during this transition period. Our goal is to develop a transition plan that works with our existing PEO Committees.

Communications

The EXE committee realizes how critical communications are during a transformational change such as the governance recommendations, and has been recommending that PEO communicate often with as much information as we know at the time. The EXE have given PEO staff the direction The EXE at its October 20, 2020 meeting gave direction to staff to ensure consistent, proactive communications through the governance enhancement project to help PEO members and the public be fully informed about what is happening, by when and why throughout the 2-year roadmap.

Codifying governance directions in PEO's Act, Regulations and

Bylaws

The EXE committee has asked staff to start to prepare what legislative changes are needed so that they are ready when there is an opportunity with government to request them.

Rules of Order

Options for the replacement of the out of print Wainberg's Rules of Order were discussed at the Nov 24 2020 meeting of EXE, and then brought to the Dec 5 2020 Strategic Conversation to gain a better understanding of the problem to be solved and the options available

Councillor Onboarding

As part of the governance roadmap, the EXE are ensuring that an updated Councillor onboarding and training is provided to the 2021-2022 Council. It is planned for mid-April and will be led by GSI in partnership with PEO staff. The onboarding will be more comprehensive than in past years. The goal is to remove the need for Councillors to have to dig and inquire for information that they need to do their role well, and instead to proactively provide them what they need to know, have the background information on key issues and have the understanding they need to move issues forward in the coming year. This equitable approach will help each Councillor be the best at their role.

David Brown, GSI, provided a presentation. He outlined the four phases, progress to date and the rationale for some of the changes which included the principles behind modern self-regulations. He discussed the adoption of the core charters which are to articulate the structure of Council and Councillor questions on the charters. He also discussed the new governance directions including the four governance committees.

L. Maier, Director, Governance, discussed the Proposed Governance Direction. She identified the impacted committees based on the direction that PEO is taking. The four new governance committees are Finance and Audit (FAC), Human Resources and Compensation (HRCC), Nomination and Governance (NGC) and Regulatory Policy and Legislation (RPLC).

Past President Hill stated that the motion incorporate changes that are understood at Executive. These are living documents. The work of governance will be integrated with all of the committees.

Councillor Chiddle stated that there will be some collaborative consultation moving forward to flesh out some of the details since these are living documents. There will be opportunity to make changes based on feedback from Council and possibly other stakeholders.

The Chair agreed to a request to separate the two motions presented in item 2.5.

Moved by Past President Hill, seconded by Councillor Chiddle.

That Council adopt the following five charters in principle, subject to the finalization and approval of the council manual to incorporate the core principles, 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)

Councillor Broad requested that the motion be divided so that Council would vote on the five charters individually and to rule motion 1 out of order because it is contradictory to the statute. The Chair ruled against splitting the Charters because they are inter-related to each other. In light of Councillor Broad's objection to consideration of the motion, a vote was taken.

That agenda item 2.5 be considered at the current meeting.

CARRIED

Moved by Councillor Cushman, seconded by Councillor Kershaw:

That this motion be postponed to the April 30th Council meeting.

DEFEATED

Moved by Councillor Arenja, seconded by Councillor Ausma:

To call the question.

CARRIED

Council then voted on the main motion.

**MOTION CARRIED
Recorded Vote**

For: 20
A. Arenja

Against: 3
P. Broad

S. Ausma	P. Cushman
C. Bellini	L. Notash
R. Brunet	
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	

Moved by Past President Hill, seconded by Councillor Schelske:

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.

Moved by Councillor Cushman, seconded by Councillor Kershaw:

That Council vote on the seven steps individually.

DEFEATED

Council then voted on the main motion.

MOTION CARRIED
Recorded Vote

For: 20

A. Arenja
S. Ausma
C. Bellini
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
S. Sung
W. Turnbull

Against: 4

P. Broad
P. Cushman
W. Kershaw
L. Notash

12305
2020 AUDITED FINANCIAL STATEMENTS

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.

Councillor Sung advised that it was a clean audit with no irregularities. He thanked staff and the auditor for their work in managing the audit in an online environment.

Moved by Councillor Sung, seconded by Councillor Arenja :

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.

CARRIED

**12306
RECOMMENDATION OF AN AUDITOR
FOR 2021**

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.

Councillor Sung confirmed that the auditor recommendation below is within the five year RFP cycle.

Moved by Councillor Sung, seconded by Councillor Cutler:

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.

CARRIED

12307

This item was deferred to the April 30, 2021 Council meeting.

EXPENSE REIMBURSEMENT POLICY

12308

APPOINTMENT OF PEO REPRESENTATIVE TO ENGINEERS CANADA BOARD

President Sterling turned the Chair to Past President Hill.

Past President Hill announced that due to the recent resignation of one of PEO's representatives to the Engineers Canada Board there were two positions now available. Upon consultation with Engineers Canada it was their recommendation that both available positions be three year terms.

Moved by Councillor Schelske, seconded by Councillor Chan:

With the newly announced resignation of an Engineers Canada Director, that Council make a recommendation to fill two Engineers Canada director vacancies at the March 26, 2021 meeting.

DEFEATED

There were six candidates who put their name forward for the position of PEO representative to the Engineers Canada Board. Vice-President Campbell advised that she was withdrawing her name.

The remaining five candidates, Arjan Arenja, Christian Bellini, Thomas Chong, Peter Cushman and Marisa Sterling, spoke to their candidacy. A vote was then conducted. Following the vote it was announced that Arjan Arenja was the successful candidate.

Moved by Councillor Turnbull, seconded by Councillor Broad:

That Arjan Arenja, 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.

CARRIED

Past President Hill returned the Chair to President Sterling.

12309

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**
- 3.3 Appointment of PEO Representative to OACETT Council**

**12310
OPEN SESSION MINUTES OF THE 538TH
MEETING OF COUNCIL**

That the minutes of the 538th 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.

CARRIED

**12311
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-539-3.2, Appendix A.

CARRIED

**12312
APPOINTMENT OF PEO REPRESENTATIVE
TO OACETT COUNCIL**

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.

CARRIED

Moved by Councillor Chiddle, seconded by Councillor Subramanian:

That Council move in-camera.

CARRIED

The guests left the meeting at 2:30 pm.

**12313
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.

**12314
EXPERIENCE REQUIREMENTS
COMMITTEE CHAIR RESIGNATION**

The following in-camera resolution was moved into open session.

That, pursuant to its authority under subsection 41(1) of Regulation 941 under the Professional Engineers Act, Council accepts the resignation of Changiz Sadr, P.Eng., as a member and chair of the Experience Requirements Committee and appoints as chair the current vice-chair, Andrew Cornel, P.Eng., effective immediately.

CARRIED

There being no further business, the meeting concluded at 2:52 pm.

These minutes consist of twenty pages and Items 12296 to 12314 inclusive.

M. Sterling, P.Eng., FEC, Chair

R. Martin, Manager, Secretariat

DRAFT

Briefing Note – Decision

C-540-3.2

CONFIRMATION OF ELECTRONIC, VIRTUAL AGM

Purpose: To confirm that PEO's 2021 AGM will be held virtually, as a result of the ongoing COVID-19 pandemic.

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

That PEO'S 2021 AGM be held as an electronic, virtual meeting on May 15, 2021.

Prepared by: Dan Abrahams, LL.B., Senior Legal Counsel

Moved by: President-elect Bellini, P.Eng.

1. Need for PEO Action

Ontario continues to be in the midst of a global pandemic which makes in-person gatherings of appreciable size either illegal or inadvisable.

PEO is required to have an annual meeting of members of the Association (or "AGM") pursuant to section 4 of the *Professional Engineers Act*. The by-law makes provision for meetings of Council and committees to be held electronically at the discretion of the meeting chair. It does not specifically refer to the AGM in this context. Regardless, an electronic AGM was held in 2020 at Council's motion, and the same mechanism can be used to make the 2021 AGM electronic (virtual) as well, provided all other conditions set out in the Act, by-law and regulations are satisfied.

This motion formalizes the decision to conduct the meeting by electronic (or virtual) means.