



Minutes

The 268th Meeting of the EXECUTIVE COMMITTEE of PROFESSIONAL ENGINEERS ONTARIO was held on Tuesday, March 16, 2021 at 6:00 p.m.

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

Regrets: A. Sinclair, P.Eng., East Central Regional Councillor and Vice-President (appointed)

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

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

CALL TO ORDER

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

Quorum was confirmed.

16-13

APPROVAL OF AGENDA

The following changes were made:

Item 1.3 (Approval of Minutes): Correction of the meeting number and date from the 266th meeting on February 12, 2021 to the 267th meeting on March 2, 2021.

Item 5.0 (Next Meeting): Addition of April 20, 2021.

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

That the agenda for the March 16, 2021 meeting be approved as amended.

CARRIED

No conflicts were declared.

**16-14
MINUTES – 267th
EXECUTIVE COMMITTEE MEETING –
MARCH 2, 2021**

The Executive Committee reviewed the minutes of the 267th Executive Committee meeting held on March 2, 2021.

Moved by President-Elect Bellini, seconded by Councillor Arenja:

That the minutes of the 267th open session meeting of the Executive Committee, held on March 2, 2021, accurately reflect the business transacted at that meeting.

CARRIED

**16-15
GOVERNANCE WORK PLAN –
CORE CHARTERS AND NEW
GOVERNANCE DIRECTIONS**

The Executive Committee (“the Committee”, “EXE”) discussed aspects of the five (5) Core Charters and seven (7) new governance directions that will be presented for Council approval at its March 26, 2021 meeting. These Charters and directions have emerged from and support many of the governance directions approved by Council in November 2020. The areas of discussion are summarized below.

Presentation and Framing of Item at Council Meeting

The Committee discussed the placement of this item on the March 26, 2021 Council meeting agenda. There was a consensus view that it should remain as a standalone item in the “Governance” section of the draft agenda which has already been made available to Council. Maintaining this format recognizes that the matters presented for decision in this item reflect significant new and/or revised approaches to governing PEO.

It was also noted that it would be beneficial during Council discussion for members of the EXE to highlight the process followed to reach this stage. Specifically, in its assigned role as steward of the governance roadmap, the Executive Committee has met on several occasions since the first set of governance directions were adopted in November 2020. The Charters have been subject to the EXE’s input and review, as well as to legal and high-level operational comments from senior staff. Further, the new governance directions have been identified and discussed at informal strategic conversations.

Feedback and Comments from Councillors, Committee Advisors, and Committee and Task Force Chairs

President Sterling advised that Councillors, Committee Advisors, and Committee Task Force Chairs have been invited to provide their feedback and comments on the Briefing Note related to the 5

Charters and 7 new governance directions ahead of the March 26 Council meeting. The EXE discussed approaches to considering the input received and it was noted that these would be dependent on the nature and volume of the feedback and comments. In addition, there was an acknowledgement that the approval of the Charters and new governance directions reflect the core principles contained therein, and that finalization of the specific text will be contingent on feedback and comments from the aforementioned stakeholders. Further, it was noted that, once approved, the Charters will be reviewed regularly and revisions will be made as needed.

Implications of Deferring Decision

The Committee discussed the implications of a potential deferral of this item at the March 26 Council meeting and strategies to address that possibility. It was noted that the 5 Charters and 7 new governance directions will be key documents in an enhanced orientation program for new Councillors in April; thus Council's approval at the March 26 meeting will permit this initiative to proceed without delay.

There was also a discussion regarding the possibility that Council could consider separate motions, depending on the nature and significance of any objections raised at the Council meeting. In this way, only those Charters or governance directions requiring further consideration would be deferred.

Delegation of Authorities Charter

With respect to the *Delegation of Authorities Charter* that Council will be considering on March 26, D. Abrahams highlighted that this portion of the motion stipulates "*in principle, subject to the determination of appropriate dollar amounts and requisite by-law amendment*". He noted that staff is currently seeking expert advice regarding the potential use of placeholder amounts. The Committee discussed the limited nature of this approval and, taking into consideration that the specific text of the Charters are still to be finalized, agreed to leave the motion unchanged.

There was also a discussion regarding PEO's Expense Reimbursement Policy being revised for Council approval. It was noted that the current draft of this policy does not align with the proposed Delegation of Authorities Charter as it relates to the approval of CEO expense claims. It was agreed that staff will consult with GSI and the Finance Committee, as needed, to achieve consistency between the documents.

Description of RPLC Mandate

There was a discussion related to the Council Briefing Note and the level of detail provided for the mandates of the Regulatory Policy and Legislation Committee (RPLC) in comparison to that of the other 3 governance committees. It was noted that current information

may not fully reflect the substantive work and amount of responsibility to be undertaken by this committee. D. Brown noted that more specific outputs for RPLC can be outlined for the Council during the discussion of this item on March 26 and on governance documents as they are finalized.

Potential Outcomes for Non-Statutory Regulatory Committees

There was a discussion regarding the future of the non-statutory and non-governance committees. D. Brown noted that the disposition of these types of committees are scheduled to be addressed in Phases 3 and 4 of the governance roadmap. During the transitional period, these committees will report to the relevant governance committee.

Taking into consideration the aforementioned initiative to obtain feedback on the Charters and governance directions and bearing in mind that no discussions or decisions have been undertaken as yet in this regard, the Committee acknowledged that in the spirit of transparency it may be prudent to communicate to key stakeholders potential outcomes and options for change that may arise in Phases 3 and 4 of the roadmap.

16-16 GOVERNANCE TRANSITION AND IMPLEMENTATION

The Committee discussed governance transition and implementation resulting from anticipated Council direction related to decision points in Phases 1 & 2 of the roadmap. The issues and topics discussed are summarized below.

New Governance Committees' Selection and Appointments Process

L. Maier reviewed a process whereby Councillors in the upcoming 2021-2022 term will be invited to submit their expressions of interest (EoI) for appointments to the 4 proposed governance committees. It is anticipated that EoI's will be submitted by mid-April and Council appointments will be made at a special meeting for this purpose within one week of the May 15 Annual General Meeting (AGM). It was agreed that the EoI's will be requested after the March 26 Council meeting, pending the approval of the 4 governance committees.

Transitional Mapping – Phase 1

Subject to Council's approval of the 4-governance committee structure at its March 26, 2021 meeting, D. Abrahams advised that a motion will be required at the April 30 Council meeting to formally "stand down" the existing committees which will be replaced by the new governance committees. This would allow for the orderly transition of outputs to the governance committees once appointments are made in May.

Transition of Governance Work Plan Stewardship

Subject to Council's approval of the 4-governance committee structure at its March 26, 2021 meeting, it was noted that the EXE would be impacted because in the new structure, stewardship of the

governance work plan will transition to the Nominations and Governance Committee (NGC) at a time still to be determined.

The Committee discussed a suggestion from GSI to cross-appoint the current EXE to the proposed NGC. It was noted that the EXE is a statutory committee with membership requirements that are specified in the Professional Engineers Act. It was suggested that it would be impractical to make cross-appointments to the NGC, which should be subject to the EoI process in order to appoint those Councillors who are best suited to serve on that committee.

16-17
NEXT MEETING

The next EXE meeting is currently scheduled for April 20, 2021, however it may be re-scheduled to an earlier date.

President Sterling noted that there are several Policies as well as Terms of Reference for the 4 governance committees that will require Council approval at its April 30 meeting, and asked GSI for advice regarding Councillors' review of these documents in the interim. D. Brown suggested that the core principles of the documents could be reviewed at the next Strategic Conversation scheduled for April 10 and the full documents reviewed by the EXE at its next meeting. President Sterling noted that since the next EXE is scheduled 4 days after the anticipated distribution of Council's agenda package on April 16, the EXE may consider re-scheduling its next meeting to one week earlier. In this way, there will be an opportunity to provide feedback on the documents before they are finalized for the Council package.

President Sterling also noted that at this time in the governance roadmap, EXE is due to review the Emerging Disciplines Task Force recommendations, appointments to external bodies, changes to the Council election procedures, and the Councillor and committees orientation and training program. With respect to the first three items, D. Brown noted that they are still in the early stages of development and suggested a discussion in the coming days to consider either: i/ designing a 4-5 week work plan in order to present the items to Council for approval on April 30; or ii/ revising the Phase 3 work plan to include most or all of these items. Regarding the last item, he noted that the orientation program is being developed by staff in consultation with GSI and delivery is planned for mid-April.

There being no further business, the meeting concluded at 8:05 pm.

These minutes consist of minutes 16-13 to 16-17 inclusive and 5 pages.

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

R. Martin, Corporate Secretary