



Minutes

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 incorporates 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. At the Chair's request, PEO's Senior Legal Counsel confirmed that he had reviewed the Charters and governance directions from a legal standpoint and was content that there was nothing in there that conflicted with the *Professional Engineers Act* or that would bring PEO into contravention of the Act or any other legal requirement.

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

Councillor Notash asserted that the main motion was not in compliance with the *Professional Engineers Act* and that since the

motion to withdraw was defeated, the motion should be tabled pending possible review by the Attorney General's office.

The Chair thanked Councillor Notash for her comments noting that Council had already received advice from PEO's Senior Legal Counsel on this matter.

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

<u>For: 20</u>	<u>Against: 3</u>
A. Arenja	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

Against: 4

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

L. Roberge
S. Schelske
A. Sinclair
R. Subramanian
S. Sung
W. Turnbull

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
EXPENSE REIMBURSEMENT POLICY**

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

**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-one pages and items 12296 to 12314 inclusive.

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

R. Martin, Manager, Secretariat