

Briefing Note – Confirmation

C-541-1

CONFIRMATION OF NOTICE AND QUORUM

Purpose: Secretariat to confirm notice and quorum of the meeting.

Prepared by: Eric Chor, Research Analyst

C-541-2

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-541-2, Appendix A be approved; and***
- b) the Chair be authorized to suspend the regular order of business.***

Prepared by: Eric Chor - Research Analyst

Appendices:

- Appendix A – 541st Council meeting agenda

Agenda (For Councillors)

Not for distribution.

C-541-1.2
Appendix A

KICK Off Meeting - 541st Meeting of the Council
Professional Engineers Ontario
Videoconference

Date: Thursday, May 20, 2021

Time: 10:00 a.m. to 2:00 p.m.

Join Zoom Meeting:

<https://us02web.zoom.us/j/82367570827?pwd=SlxkdUNSQmI0eVBCYlI5UElrTjhlQT09>

Recording Meetings

Please be advised that open sessions of Council meetings conducted via the *Zoom* or other videoconferencing platforms 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.

<u>AGENDA ITEMS</u>		Spokesperson/ Moved by	Type	Time
PRESIDENT'S OPENING REMARKS AND CALL TO ORDER				
1.	CONFIRMATION OF NOTICE AND QUORUM	Governance	Confirmation	10:00 am
2.	APPROVAL OF AGENDA	Chair	Decision	10:05 am
3.	CONFLICTS OF INTEREST: Do any Councillors have a conflict to disclose	Chair	Exception	10:15 am
4.	SPECIAL RULES OF ORDER	Chair	Decision	10:20 am
5.	APPOINTMENT OF COUNCIL MEETING CHAIR ¹	Chair	Decision	10:40 am
6.	APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE	Chair	Decision	10:50 am
7.	APPOINTMENT OF VICE PRESIDENT ¹	Chair	Decision	10:55 am
8.	APPOINTMENT OF COUNCILLORS TO GOVERNANCE COMMITTEES FOR 2021-22 ² <ul style="list-style-type: none"> Audit and Finance Committee Governance and Nominating Committee Human Resources and Compensation Committee 	Chair	Decision	11:05 am

¹ Secret Vote

² Random Name Generator (tie-breaker, if needed)

AGENDA ITEMS		Spokesperson/ Moved by	Type	Time
	<ul style="list-style-type: none"> Regulatory Policy and Legislation Committee 			
9.	APPOINTMENT OF GOVERNANCE COMMITTEE CHAIRS ¹	Chair	Decision	11:30 am
10.	APPOINTMENT OF COUNCILLOR TO THE EXECUTIVE COMMITTEE ¹	Chair	Decision	11: 45 am
11.	APPOINTMENTS TO JOINT RELATIONS COMMITTEE (JRC) ¹	Chair	Decision	12:00 pm
12.	CHANGES TO THE 2021 COMMITTEES AND TASK FORCES MEMBERSHIP ROSTER	Chair	Decision	12:15 pm
13.	COUNCIL SCHEDULE AND GOVERNANCE ROADMAP	Chair	Information	12:20 pm
14.	COUNCIL WORKSHOP	Chair	Information	12:40 pm
15.	IN CAMERA WITH CEO/REGISTRAR (AS NEEDED)	Chair		1:00 pm
16.	IN CAMERA WITHOUT CEO/REGISTRAR (AS NEEDED)	Chair		1:30 pm
17.	ADJOURNMENT			2:00 pm

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-541-3

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: Eric Chor, Research Analyst

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 – Decision

C-541-4

SPECIAL RULES OF ORDER

Purpose: To consider the *Special Rules of Order* for meeting conduct for 2021-2022.

Motion to consider: (requires a two-thirds majority of votes cast to carry)

That the proposed Special Rules of Order, as presented to the meeting at C-541-4, Appendix A, be approved effective immediately and remain in effect until the close of business at the 2022 Annual General Meeting.

Prepared by: Eric Chor - Research Analyst

1. Need for PEO Action

Special Rules are rules that are adopted to modify or supplement an organization's adopted parliamentary authority. Pursuant to By-Law No. 1, the adopted parliamentary authority for the Association of Professional Engineers of Ontario is *Nathan & Goldfarb's Company Meetings, 12th Edition*.

Section 25(3) of By-Law No. 1 requires that, at the first meeting of Council following the Annual General Meeting, all *Special Rules* which were in force immediately before the close of business at the Annual General Meeting are to be presented to Council for adoption and/or amendment, if it so wishes. Council is therefore asked to approve amended *Special Rules* for the next Council year at this time. In particular, the proposed amended *Special Rules* detail the process for making appointments, including to the new governance committees.

2. Recommendation

That the Special Rules be approved.

3. Next Steps

If approved by Council, all Committee Chairs and staff will be notified of any approved *Special Rules* for the 2021-2022 Council year.

4. Appendices

- Appendix A – Proposed *Special Rules* for the 2021-2022 Council year (clean).
- Appendix B - Proposed *Special Rules* for the 2021-22 Council year (showing amendments from 2020-21)
- Appendix C – Approved *Special Rules* for 2020-2021

C-541-4
Appendix A



PROPOSED SPECIAL RULES OF ORDER

AT

PEO MEETINGS

2021-2022

1. INTRODUCTION

Special Rules are rules that are adopted to modify or supplement an organization's adopted parliamentary authority. The adopted parliamentary authority for the Association of Professional Engineers of Ontario is *Nathan & Goldfarb's Company Meetings* 12th edition. *Special Rules* are made pursuant to By-Law No. 1.

All members of Council and committees are required to know and abide by both *Nathan & Goldfarb's Company Meetings* and the *Special Rules*.

2. RECONSIDERING AND RESCINDING MOTIONS

2.1 A two-thirds vote is required to reconsider or rescind a resolution made during the then same Council year.

2.2 A motion to reconsider or rescind a resolution made outside the same Council year requires the same vote to pass as the resolution which it seeks to have reconsidered or rescinded.

3. SPEAKING RIGHTS

Every voter has the right to speak twice up to two (2) minutes on each debatable motion. The maker of the motion may choose to speak last as their second opportunity, which will end discussion.

4. LIMITING OR EXTENDING LIMITS OF DEBATE

Debate may be limited or extended by the chair without objection or by a 2/3 vote of eligible voters.

5. PROCEDURES FOR COUNCIL MEETING CHAIR, VICE PRESIDENT, AND OTHER COUNCIL APPOINTMENTS

The following procedures are to be used when making Council Meeting Chair, Vice President and other Council appointments, except as otherwise provided in these Special Rules or in the Act, Regulation or By-Laws:

5.1 As soon as possible prior to the meeting at which such appointments are to be made, the Registrar or designate will ask Councillors to express their interest in serving as Council Meeting Chair, Vice President, member of the Executive Committee and member of the Joint Relations Committee.

5.2 At the meeting, the Chair, who for clarity is the person who served as Chair of Council for the meeting immediately prior to this meeting *or* in that person's absence, such other person as the meeting may choose for this purpose, will ask for additional nominations. If

none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.

5.3 Each candidate will be asked if they consent to the nomination.

5.4 A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Manager, Secretariat that they consent to the nomination and agree to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of their nomination.

5.5 Each nominee will be afforded an opportunity to make a brief (2 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees, so long as such comments do not exceed 2 minutes when read.

5.6 Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).

5.7 Upon completion of the vote, the results will be presented and the Chair will declare the nominee(s) with the most votes elected.

5.8 Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected.

5.9 Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.

5.10 In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.

5.11 If applicable, ballots cast will remain with the Secretariat until a motion to destroy the ballots has been passed by Council.

6. PROCEDURES FOR GOVERNANCE COMMITTEE APPOINTMENTS

6.1 The following procedures are to be used when making appointments to the following committees of Council:

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

- 6.2 As soon as possible prior to the meeting at which such appointments are to be made; the Registrar or designate will ask Councillors to express their preference for serving on the aforementioned Committees and whether they wish to serve as chair of any Committee for which they have expressed a preference.
- 6.3 Councillors will advise the Registrar or designate of their Committee participation preferences in the manner prescribed.
- 6.4 The Registrar or designate will report to Council on the preferences as declared. If the number of members asking to serve on a Committee exceeds its target membership, the number of members on the committee shall be reduced by means of random selection, and those not selected shall be given the opportunity to choose another committee instead.
- 6.5 Council shall confirm the membership of the Committees by resolution.
- 6.6 Once the membership of Committees has been confirmed, Council will choose a chair for each committee using the election process set out above for the Council Meeting Chair, Vice-President and other Council appointments, with necessary modifications.



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C-541-4
Appendix B

PROPOSED SPECIAL RULES OF ORDER

AT

PEO MEETINGS~~2020-~~

2021-2022

1. INTRODUCTION

~~With the adoption of *Wainberg's Society Meetings* as the parliamentary authority to govern how meetings of members, Council and committees are to be conducted, few *Special Rules of Order* are required. *Special Rules* are rules that are adopted to vary *Wainberg's* or to deal with special situations that may arise at meetings but that are not covered in *Wainberg's*. Others are an expansion of the minimum requirements of By-Law No. 1. In any event, the *Special Rules of Order* supersede *Wainberg's*.~~

Special Rules are rules that are adopted to modify or supplement an organization's adopted parliamentary authority. The adopted parliamentary authority for the Association of Professional Engineers of Ontario is *Nathan & Goldfarb's Company Meetings* 12th edition. *Special Rules* are made pursuant to By-Law No. 1.

All members of Council and committees are required to know and abide by both ~~*Wainberg's Society*~~ *Nathan & Goldfarb's Company Meetings* and the *Special Rules*.

2. RECONSIDERING AND RESCINDING MOTIONS

~~2.1~~ 2.1 A two-thirds ~~majority~~ vote is required to reconsider or rescind a resolution made during the then same Council year.

~~2.2~~ 2.2 A motion to reconsider or rescind a resolution made outside the same Council year requires the same ~~majority~~ vote to pass as the resolution which it seeks to have reconsidered or rescinded.

~~3.~~ RECORDING OF ROLL CALL VOTES

~~All roll call votes of Council are to be recorded in the minutes of Council meetings in such a way that members can determine how each Councillor voted on a particular motion.~~

3. SPEAKING RIGHTS

Every voter has the right to speak twice up to two (2) minutes on each debatable motion. The maker of the motion may choose to speak last as their second opportunity, which will end discussion.

4. LIMITING OR EXTENDING LIMITS OF DEBATE

Debate may be limited or extended by the chair without objection or by a 2/3 vote of eligible voters.

~~4.5.~~ PROCEDURES FOR COUNCIL MEETING CHAIR, VICE PRESIDENT, ~~HUMAN RESOURCES COMMITTEE MEMBERS~~ AND OTHER COUNCIL APPOINTMENTS

The following procedures are to be used when making Council Meeting Chair, Vice President and other Council appointments, except as otherwise provided in these Special Rules or in the Act, Regulation or By-Laws:

~~1.5.1~~ At least three weeks As soon as possible prior to the meeting at which such appointments are to be made, the Registrar or designate will ask Councillors to express their interest in serving as Council Meeting Chair, Vice President, ~~Human Resources Committee member~~; or to indicate their interest in other Council appointments as the case may be member of the Executive Committee and member of the Joint Relations Committee.

~~2.5.2~~ At the meeting, the Chair, who for clarity is the person who served as Chair of Council for the meeting immediately prior to this meeting or in that person's absence, such other person as the meeting may choose for this purpose, will ask for additional nominations. If none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.

~~3.5.3~~ Each candidate will be asked if they consent to the nomination.

~~5.4~~ A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Manager, Secretariat that they consent to the nomination and agree to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of their nomination.

~~4.5.5~~ Each nominee will be afforded an opportunity to make a brief (2 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees, so long as such comments do not exceed 2 minutes when read.

~~5.5.6~~ Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).

~~6.5.7~~ Upon completion of the vote, the results will be presented and the Chair will declare the nominee(s) with the most votes elected.

~~7.5.8~~ Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected.

~~8.5.9~~ Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.

~~9.5.10~~ In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.

~~10.5.11~~ If applicable, ballots cast will remain with the Secretariat until a motion to destroy the ballots has been passed by Council.

~~6. 5.~~ **PROCEDURES FOR BOARD GOVERNANCE COMMITTEE APPOINTMENTS**

~~6.1~~ The following procedures are to be used when making ~~Board Committee~~ appointments to the following committees of Council:

- ~~(a) At least three weeks~~ Governance and Nominating Committee
- (b) Regulatory Policy and Legislation Committee
- (c) Audit and Finance Committee
- (d) Human Resources and Compensation Committee

~~4.6.2~~ As soon as possible prior to the meeting at which such appointments are to be made; the Registrar or designate will ~~request~~ask Councillors to express their ~~interest in preference for serving on Board the aforementioned~~ Committees and whether they wish to serve as chair of any Committee for which they have expressed a preference.

~~2.~~ Annually, following the Council elections:

- ~~i.6.3~~ Councillors will be asked to submit Board advise the Registrar or designate of their Committee participation preferences to the outgoing Human Resources Committee (HRC) in the manner prescribed.
- ~~ii.~~ HRC would match committee needs to Councillor preferences
 - ~~iii.~~ HRC presents its recommendations at the AGM Council meeting for approval

~~Should the HRC be unable to present a recommendation regarding an appointment,~~

~~6.4~~ The Registrar or designate will report to Council on the preferences as declared. If the number of members asking to serve on a Committee exceeds its target membership, the number of members on the committee shall be reduced by means of random selection, and those not selected shall be given the opportunity to choose another committee instead.

~~6.26.5~~ Council will fill the position(s) through a vote utilizing the voting procedure as specified in Section 4, Procedures For shall confirm the membership of the Committees by resolution.

~~6.3~~ 6.6 Once the membership of Committees has been confirmed, Council will choose a chair for each committee using the election process set out above for the Council Meeting Chair, Vice President, Human Resources Committee members and Other other Council Appointments appointments, with necessary modifications.



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C-541-4
Appendix C

SPECIAL RULES OF ORDER

AT

PEO MEETINGS

2020-2021

1. INTRODUCTION

With the adoption of *Wainberg's Society Meetings* as the parliamentary authority to govern how meetings of members, Council and committees are to be conducted, few *Special Rules of Order* are required. *Special Rules* are rules that are adopted to vary *Wainberg's* or to deal with special situations that may arise at meetings but that are not covered in *Wainberg's*. Others are an expansion of the minimum requirements of By-Law No. 1. In any event, the *Special Rules of Order* supersede *Wainberg's*.

All members of Council and committees are required to know and abide by both *Wainberg's Society Meetings* and the *Special Rules*.

2. RECONSIDERING AND RESCINDING MOTIONS

- 2.1 A two-thirds majority vote is required to reconsider or rescind a resolution made during the then same Council year.
- 2.2 A motion to reconsider or rescind a resolution made outside the same Council year requires the same majority vote to pass as the resolution which it seeks to have reconsidered or rescinded.

3. RECORDING OF ROLL CALL VOTES

All roll call votes of Council are to be recorded in the minutes of Council meetings in such a way that members can determine how each Councillor voted on a particular motion.

4. PROCEDURES FOR COUNCIL MEETING CHAIR, VICE PRESIDENT, HUMAN RESOURCES COMMITTEE MEMBERS AND OTHER COUNCIL APPOINTMENTS

The following procedures are to be used when making Council Meeting Chair, Vice President and other Council appointments:

- 1. At least three weeks prior to the meeting at which such appointments are to be made, the Registrar will ask Councillors to express their interest in serving as Council Meeting Chair, Vice President, Human Resources Committee member; or to indicate their interest in other Council appointments as the case may be.
- 2. At the meeting, the Chair will ask for additional nominations. If none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.
- 3. Each candidate will be asked if they consent to the nomination.
- 4. A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Manager, Secretariat that they consent to the nomination and agree to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of their nomination.

5. Each nominee will be afforded an opportunity to make a brief (2 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees, so long as such comments do not exceed 2 minutes when read.
6. Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).
7. Upon completion of the vote, the results will be presented and the Chair will declare the nominee(s) with the most votes elected.
8. Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected.
9. Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.
10. In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.
11. If applicable, ballots cast will remain with the Secretariat until a motion to destroy the ballots has been passed by Council.

5. PROCEDURES FOR BOARD COMMITTEE APPOINTMENTS

The following procedures are to be used when making Board Committee appointments:

1. At least three weeks prior to the meeting at which such appointments are to be made; the Registrar will request Councillors to express their interest in serving on Board Committees.
2. Annually, following the Council elections:
 - i. Councillors will be asked to submit Board Committee participation preferences to the outgoing Human Resources Committee (HRC)
 - ii. HRC would match committee needs to Councillor preferences
 - iii. HRC presents its recommendations at the AGM Council meeting for approval
 - iv. Should the HRC be unable to present a recommendation regarding an appointment, Council will fill the position(s) through a vote utilizing the voting procedure as specified in Section 4, Procedures For Council Meeting Chair, Vice President, Human Resources Committee members and Other Council Appointments

Briefing Note – Decision

C-541-5

APPOINTMENT OF COUNCIL MEETING CHAIR

Purpose: To appoint a Council Meeting Chair for the 2021-2022 Council year.

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

That [name to be inserted at the meeting] be appointed the Council Meeting Chair for the 2021-2022 Council year or until their successor is appointed.

Prepared by: Meg Feres, Supervisor, Council Operations

1. Need for PEO Action

At its February 2011 meeting, Council approved a process for annually selecting a Council Meeting Chair. The role of the Chair is described in one of the Charters approved in principle by Council at its March 2021 meeting (Appendix A).

The process requires that Council annually appoint its Meeting Chair at the first Council meeting following the Annual General Meeting.

Those wishing to put their name forward for the position of Council Meeting Chair for the 2021-22 term submitted their names before the meeting. In addition, at the meeting, the Chair will ask for additional nominations.

Voting for the Council Meeting Chair will be done in accordance with the *Special Rules* to be approved at this meeting of Council.

2. Appendices

Appendix A – President and Chair Charter (Approved in Principle, March 2021)



**Professional Engineers
Ontario**

**C-541-5
Appendix A**

President and Chair Charter

Mandate

The President is the elected leader of Professional Engineers Ontario. The Chair, who is typically also the President, leads Council in carrying out its governance and fiduciary responsibilities to fulfill PEO's mandate to regulate the practice of professional engineering and to govern its members, in order that the public interest is served and protected.

Powers

The authority of the President and Chair rests in the powers given to them by Council, as well as by the General Regulations and is subject to any limits set out in the Act and Bylaws of PEO.

Responsibilities

Acting as Chair of Council:

The Chair provides leadership in guiding Council and coordinating its activities to enhance the effectiveness of PEO's governance, oversee Council operations and processes, act as liaison between the Council and the CEO/Registrar.

In addition to the Chair fulfilling the duties and responsibilities of a Councillor, other specific responsibilities as Chair are to:

- Ensure orderly deliberation and decision-making at Council meetings, making use of the approved rules of order and ensuring all voices are heard.
- Ensure that Council meeting votes reflect consensus decisions or clearly decided motions.
- Work in conjunction with the CEO/Registrar to ensure the effectiveness and efficiency of Council meetings.
- Determine, review, and ensure the completeness of membership meeting and Council agendas, minutes and pre-read information in conjunction with the CEO/Registrar and ensure that the CEO/Registrar provides the Council with sufficient and appropriate information enabling the Council to fulfill its responsibilities and to make decisions.
- Ensure that Councillors' submissions and new business items are appropriately triaged and managed (including directing to staff and/or committee for further review and action as per the Councillor Submission Policy).
- Attend applicable committee meetings, whether as a member or observer, to facilitate the co-ordination of regulatory and governance work across PEO's governing bodies.
- Ensure that Council meeting discussions are focused on regulatory and governance issues of a strategic nature, in keeping with Council's own prescribed role as a governance board.
- Build Council transparency, unity, solidarity, and trust.
- Understand the need for and utilize in-camera meetings appropriately.



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- Demonstrate Council's integrity and ethical behaviour including conflict of interest declarations when appropriate.
- Coach Councillors, collectively and individually, to ensure full utilization of individual capabilities and optimum performance of the Council.
- Speak on behalf of the Council, stating Council's position on issues it has considered or policies that PEO has previously adopted, as per the Communication policy.
- In conjunction with CEO/Registrar, ensure that the Councillors are, always duly informed on matters of substance which fall within Council's regulatory governance mandate.
- Refer requests from external organizations to the CEO/Registrar for corporate response and inform Councillors of such requests and PEO's response as the President and Chair sees fit.
- Maintain open lines of communication with Councillors between meetings.
- Satisfy, from time to time, such other duties and responsibilities as may be assigned by the Council.
- Leads by example on role modelling PEO's Core Values and Governance Principles and Policies

Acting as President of PEO:

In addition to fulfilling the duties and responsibilities of Council Chair, other specific responsibilities as President of PEO are to:

- Preside over Member meetings, including the Annual General Meeting, ensuring an orderly consideration of business
- Represent PEO to the public, members and staff: The President speaks for Council with all levels of government, universities, industry, and all external stakeholders, except in other specifically authorized instances. The President will coordinate with the CEO/Registrar on external engagement to ensure a consistent message and to avoid overlaps, in alignment with PEO's Communication Policy.
- Represent PEO at the annual general meeting of Engineers Canada, as a constituent member.

And any additional duties or responsibilities as delegated by Council from time to time.

Process

- The President-elect is elected by PEO's members annually. The President-elect serves as a member of Council and then serves as President. The President-elect will approve the President's expenses.
- The President of PEO typically serves as Chair of Council.
- The President serves for a term of one year. The Chair will also typically serve for one-year coinciding with the President's term of office.
- The President assumes office effective at the Council's first meeting following the annual general meeting.
- If the Chair is absent from a meeting of the Council or unable to act, the President-elect would act for the President and serve as chair in their absence.
- In the event the office of President becomes vacant, the President-elect will become the President and may be appointed by Council as Chair. If the President-elect is unable to assume office, Council will abide by the process for appointing a new President as outlined in the Regulations.

Review: Every three years by Council.

Briefing Note – Decision

C-541-6

APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE

Purpose: To approve the Chair of the Regional Councillors Committee for the 2021-2022 Council year.

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

That *[name to be inserted at the meeting]* **be appointed as Chair of the Regional Councillors Committee, effective immediately and to hold office until the close of business at the 2022 Annual General meeting.**

Prepared by: Eric Chor, Research Analyst

1. Need for PEO Action

Regional Councillors Committee (RCC) has been designated as a board committee.

The Terms of Reference for the RCC prescribe that the Committee be composed of the ten elected members from each of the five regions. Because of the composition, its membership and operations are aligned to the Council year. Non-board committees are aligned with the calendar year.

The Terms of Reference also require that the chair is to be elected by and from among members of the RCC for a one-year term. The Committees and Task Forces Policy requires that chairs of committees be ratified by Council.

The RCC historically has met immediately following the Annual General Meeting for the purpose of appointing a Chair for the ensuing Council year. The appointment is ratified by Council at the first meeting following the Annual General Meeting prior to the appointment of the appointed Vice President and election of Councillors to the Executive Committee.

Council is being asked to approve the appointment of the Chair of the Regional Councillors Committee at this time.

2. Recommendation

That Council approve the appointment of the Chair of the RCC.

3. Peer Review & Process Followed

Process Followed	Per the RCC Terms of Reference.
Council Identified Review	Council is the appropriate peer group.
Actual Motion Review	N/A

Briefing Note – Decision

C-541-7

APPOINTMENT OF VICE PRESIDENT

Purpose: To appoint a Vice President for the 2021-2022 Council year.

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

That [name to be inserted at the meeting] be appointed as Vice President for the 2021-2022 Council year.

Prepared by: Eric Chor, Research Analyst

1. Need for PEO Action

Clause 3(1)2 of Regulation 941 under the *Professional Engineers Act* (Appendix A) requires that Council appoint a Vice President from among the Councillors who are members of the Association - that is either elected by the members under s.3(2)(a) of the Act or appointed by the Lieutenant Governor in Council under section 3(2)(b) of the Act.

Those wishing to put their name forward for the position of Vice President-appointed submitted their names before the meeting (Appendix B). In addition, at the meeting, the Chair will ask for additional nominations.

The proposed procedures are in accordance with the *Special Rules* to be presented for approval at this Council meeting.

2. Proposed Action / Recommendation

Council is asked to appoint a Vice President from among those who are eligible and who have put their names forward.

3. Next Steps (if motion approved)

The voting procedures to appoint a Vice President will be in accordance with the proposed *Special Rules*.

4. Appendix

- Appendix A – Referenced sections of the *Professional Engineers Act* and Regulation 941

C-541-7
Appendix A

Appendix A - Referenced Sections of the *Professional Engineers Act* and Regulation 941

Section 3(1)2 of Regulation 941 under the *Professional Engineers Act*

3. (1) There shall be the following additional officers of the Association:
 2. A vice-president, who shall be appointed annually by Council from among its members elected or appointed under clause 3 (2) (a) or 3 (2) (b) of the Act at a meeting of Council to be held after the close of business and on the day of the annual meeting of Members or within thirty days thereafter.

S.3.(2) of the *Professional Engineers Act*

3. (2)The Council shall be composed of,
 - (a) not fewer than fifteen and not more than twenty persons who are members of the Association and who are elected by the members of the Association as provided by the regulations;
 - (b) not fewer than five and not more than seven persons who are members of the Association and who are appointed by the Lieutenant Governor in Council;

Briefing Note – Decision

APPOINTMENT OF COUNCILLORS TO GOVERNANCE COMMITTEES FOR 2021-2022

Purpose: To appoint Councillors to governance committees.

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

- 1. That the Audit and Finance Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2021-2022 Council year.**
- 2. That the Governance and Nominating Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2021-2022 Council year.**
- 3. That the Human Resources and Compensation Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2021-2022 Council year.**
- 4. That the Regulatory Policy and Legislation Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2021-2022 Council year.**

Prepared by: Meg Feres – Supervisor, Council Operations

1. Need for PEO Action

At its meeting on April 30, 2021, Council formally approved the establishment and initial mandates of four (4) new governance committees as specified above. Each Councillor is expected to serve on one such committee, optimally for the duration of their term on Council. The mandates for the four committees are appended to this briefing note. Councillors have been invited to specify their first and second preferences for serving on governance committees. Selection of committee members will be in accordance with the *Special Rules* to be approved at this Council meeting, and will rely on random selection as needed to ensure an even distribution of Council members.

2. Appendices

- Appendix A – Governance committee mandates (April 2021)



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.



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.



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.



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.



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- 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-541-9

APPOINTMENT OF GOVERNANCE COMMITTEE CHAIRS

Purpose: To appoint Chairs for each of the four governance committees for the 2021-2022 Council year.

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

1. *That [name to be inserted at the meeting] be appointed the Audit and Finance Committee Chair for the 2021-2022 Council year or until their successor is appointed.*
2. *That [name to be inserted at the meeting] be appointed the Governance and Nominating Committee Chair for the 2021-2022 Council year or until their successor is appointed.*
3. *That [name to be inserted at the meeting] be appointed the Human Resources and Compensation Committee Chair for the 2021-2022 Council year or until their successor is appointed.*
4. *That [name to be inserted at the meeting] be appointed the Regulatory Policy and Legislation Committee Chair for the 2021-2022 Council year or until their successor is appointed.*

Prepared by: Meg Feres, Supervisor, Council Operations

1. Need for PEO Action

At its meeting on April 30, 2021, Council formally approved the establishment and initial mandates of four (4) new governance committees as specified above. As set out in each committee's mandate, and as specified in the governance directions approved by Council in March 2020, Council appoints the Chairs for each of the four governance committees.

Those wishing to put their name forward for the Committee Chair positions for the 2021-22 term submitted their names before the meeting. In addition, at the meeting, the Chair will ask for additional nominations.

Voting for the Committee Chair will be done in accordance with the *Special Rules* to be presented for approval at this Council meeting.

Briefing Note – Decision

APPOINTMENT OF COUNCILLORS TO EXECUTIVE COMMITTEE

Purpose: To determine the size of the Executive Committee and appoint a member or members to serve.

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

That the number of Executive positions to be appointed from amongst the members of Council under s.28(1)(e) of Regulation 941 be fixed at one (1), who for greater clarity must be a member of Council appointed by the Lieutenant Governor in Council;

That {insert name} be appointed as a member of the Executive Committee for the 2021-2022 Council year, in accordance with ss.28(1)(e) and 28(1.1) of Regulation 941.

Prepared by: Eric Chor, Research Analyst

1. Need for PEO Action

The Executive Committee is required to exist by sections 10 and 11 of the *Professional Engineers Act*. It has the powers and duties set out in section 11 of the Act and section 29 of Regulation 941 under the Act. The Executive will perform those duties which Council assigns. If no duties are assigned, the Executive will not need to meet, apart from in cases of urgency when Council itself is unable to meet. Based on the governance decisions made in April 2021, matters previously assigned to the Executive are now transferred to new governance committees. It is therefore recommended that the size of Executive be limited to the minimum legislated requirement, which is one additional member.

The required composition of the Executive is set out in section 28 of the Act. It includes the president, the president-elect, the immediate past-president, the two vice-presidents and one or more members of Council which Council appoints from time to time. Pursuant to s.28(1.1), if only one additional member of Executive is appointed, that person must be a member of Council appointed by the Lieutenant Governor in Council (LGA). That person may be either a member or a non-member of the Association. If more than one member is to be appointed, at least one must be an LGA.

Appointment(s) to the Executive will be made in accordance with the process set out in the Special Rules to be approved at this Council meeting.

Those wishing to put their name forward to serve on the Executive Committee submitted their names prior to the meeting. In addition, the Chair will ask for additional nominations at the meeting.

2. Appendix

- Appendix A – Regulation 941 under the *Professional Engineers Act*, section 28

Regulation 941 under the *Professional Engineers Act*, section 28

Executive Committee

28. (1) The Executive Committee shall consist of,

- (a) the president;
 - (b) the president-elect;
 - (c) the immediate past-president;
 - (d) the two vice-presidents; and
 - (e) one or more other members of the Council from time to time appointed by the Council.
- R.R.O. 1990, Reg. 941, s. 28 (1).

(1.1) The Council shall ensure that at least one member appointed to the Council by the Lieutenant Governor in Council is appointed under clause (1) (e) at any given time. O. Reg. 205/09, s. 1.

(2) Three members of the Executive Committee, at least one of whom shall be a person named in clause (1) (a), (b) or (c), constitute a quorum. R.R.O. 1990, Reg. 941, s. 28 (2).

Briefing Note – Decision

APPOINTMENT OF COUNCILLORS TO THE OSPE-PEO JOINT RELATIONS COMMITTEE FOR 2021-2022

Purpose: To appoint two Councillors to the OSPE-PEO Joint Relations Committee.

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

- 1. That the OSPE-PEO Joint Relations Committee be composed of [insert names at meeting, P.Eng], appointed for the 2021-2022 Council year.**

Prepared by: Meg Feres – Supervisor, Council Operations

1. Need for PEO Action

The express purpose of the OSPE-PEO Joint Relations Committee (JRC) is to:

- a) Build relationships between the leaders of the two organizations to strengthen regulation, service and advocacy for the profession;
- b) Facilitate the exchange of information between the two organizations;
- c) Identify issues and facilitate cooperation between the two organizations in areas of mutual interest / concern; and
- d) Provide a forum for the discussion and informal resolution of potential areas of opportunity or conflict between the two organizations.

Further, the Guiding Principles for the relationship between PEO and OSPE are to: (i) support each other in the interest of advancing the engineering profession; and (ii) find synergies to avoid competing with one another (see Appendix A).

Those wishing to put their name forward for appointment to the JRC submitted their names before the meeting. In addition, at the meeting, the Chair will ask for additional nominations.

The procedures for appointing Councillors to this committee will be in accordance with the *Special Rules* to be approved at this meeting of Council.

2. Appendices

- Appendix A – Terms of Reference

OSPE - PEO

Joint Relations Committee

Terms of Reference

1) Purpose

The purpose of the Committee is to:

- a) Build relationships between the leaders of the two organizations to strengthen regulation, service and advocacy for the profession;
- b) Facilitate the exchange of information between the two organizations;
- c) Identify issues and facilitate cooperation between the two organizations in areas of mutual interest / concern; and
- d) Provide a forum for the discussion and informal resolution of potential areas of opportunity or conflict between the two organizations.

2) Guiding Principles

- (i) We will support each other in the interest of advancing the engineering profession.
- (ii) We will work to find synergies, and to avoid competing with one another.

3) Composition

3.1 The Committee will consist of the following members:

- a) The President / Chair plus Vice-Chair, plus two (2) Directors of the Ontario Society of Professional Engineers;
- b) The Chief Executive Officer of the Ontario Society of Professional Engineers;
- c) The President, The President-elect, plus two (2) Councillors member (P.Eng.) Councillors of Professional Engineers Ontario; and
- d) The Registrar of Professional Engineers Ontario.

The above representatives will be appointed to the Committee by their respective organizations from time to time according to their respective organizations' policies for such appointments. It is intended that appointees will be chosen on the basis of their knowledge of the issues facing the profession and of their respective organizations' positions with respect to same, as well their commitment to maintaining an effective working relationship between the two organizations. Appointees must be members of both organizations.

It is also recommended that appointees be selected on the basis of maintaining a level of continuity on the committee in order to progress long-term initiatives.

3.2 Term, Substitution of Members

It is intended that members of the Committee be appointed for a term of at least one (1) year in order to facilitate the building of relationships and to provide continuity.

Either organization may, at its discretion, substitute another representative from its Executive Committee or senior staff, for any meeting at which one of its regularly appointed representatives is unavailable to participate.

4) Meetings

- 4.1 **Frequency** - The Committee will hold at least four regular meetings per year. Additional regular or special meetings may be scheduled at any time with the agreement of the members.
- 4.2 **Chair** – The Chair of the meeting will alternate between the President of OSPE and the President of PEO. Should neither of those individuals be available the Committee will appoint a suitable Chair for the meeting in question.
- 4.3 **Agenda** - At least fifteen (15) days prior to each meeting, the recording secretary will circulate to all members a draft agenda for the meeting.
- 4.4 **Minutes / Proceedings** - On an annual basis, a recording secretary will be designated to record minutes of the meeting for the year. The other organization will be expected to record minutes of the meeting for the alternate year. These minutes will be circulated to all participants of the meeting within fifteen (15) days of the meeting for review and comment, with a view to producing a final draft for approval at the next regular meeting.
- 4.5 **Additional Participants** - With the agreement of the Committee, other individuals may be invited to participate in any meeting.

5) Authority, Responsibility

The Committee is an informal body with no power to bind either organization, and no accountability to either organization other than as may be expected by that organization of its appointees. Decisions arising from the Committee may be forwarded to the respective organizations for approval at their upcoming Council/Board meeting.

6) Expenses

- 6.1 Each organization will reimburse the expenses of its appointees to the Committee in accordance with its established policies and procedures.
- 6.2 The two organizations will share the common meeting and operating expenses of the Committee (such as meals / refreshments, duplication and transmission of documents, etc.) This may be accomplished by alternating the hosting of the meeting between the two organizations' premises.

Briefing Note – Decision

C-541-12

CHANGES TO THE 2021 COMMITTEES AND TASK FORCES MEMBERSHIP ROSTER

Purpose: To approve changes to Section 2 (Other Committees Reporting to Council) of the *2021 PEO Committees and Task Forces Membership Roster*.

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

That Council approve changes to the *2021 PEO Committees and Task Forces Membership Roster* as presented to the meeting at C-541-12, Appendix A.

Prepared by: Viktoria Aleksandrova – Committee Coordinator

Moved by: Councillor Chan, P.Eng.

1. Need for PEO Action

It is the role of Council to approve annual rosters of committee members under the Committees and Task Forces Policy (Role of Council, Item 4) and authorize the membership of those volunteers who formally participate on its behalf through membership on committees and task forces. Furthermore, Council is asked to approve volunteer members of committees and task forces in accordance with PEO's insurance policy requirements.

Council approved the *2021 PEO Committees and Task Forces Membership Roster* at the November 20, 2020 meeting. *Appendix A* sets out changes to the Section 2 (Other Committees Reporting to Council) of the approved Roster that require Council approval at this time.

2. Proposed Action / Recommendation

Approve the changes to Section 2 (Other Committees Reporting to Council) of the *2021 PEO Committees and Task Forces Membership Roster*.

3. Next Steps (if motion approved)

- 2021 Roster will be updated accordingly.
- Committee chairs and members will be notified of the change.
- Resigned member will receive Thank you letters and Certificates of Appreciation.

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

Not applicable

5. Peer Review & Process Followed

Process Followed	Committees and Task Forces Policy – Role of Council Item 4: Approve the annual roster of committee members.
Actual Motion Review	

6. Appendix

- Appendix A – Changes to Section 2 (Other Committees Reporting to Council) of the *2021 PEO Committees and Task Forces Membership Roster*.

**Changes to the 2021 PEO Committees and
Task Forces Membership Roster**

**C-541-12
Appendix A**

541st Council Meeting

Changes to the Roster:

First/Last Name	Service Dates	Committee / Task Force
Warren Turnbull, P.Eng.	2015 – Dec 2021	Discipline Committee (DIC) – member appointed per 27. (1) 4. (member of the Association who has at least 10 years of experience in the practice of professional engineering)
Charles McDermott, P.Eng.	2018 – April 18, 2024	Discipline Committee (DIC) – member appointed per 27. (1) 2. (not a member of the Council, and approved by the Attorney General)
Glenn Richardson, P.Eng.	1997 – April 18, 2024	Discipline Committee (DIC) – member appointed per 27. (1) 2. (not a member of the Council, and approved by the Attorney General)
Rob Wilson, P.Eng.	2011 – April 18, 2024	Discipline Committee (DIC) – member appointed per 27. (1) 2. (not a member of the Council, and approved by the Attorney General)
Mohinder Grover, P.Eng.	1-year term [1 st term / full compliance]	Licensing Committee (LIC) Vice Chair
Jordan Max – Manager, Policy	2021	Licensing Committee (LIC) Advisor

Committee and Task Force Resignations/Retirements:

First/Last Name	Service Dates	Committee / Task Force
Anthony Tam	2013 – April 2021	Registration Committee (REC)

C-541-13

Briefing Note - Information

COUNCIL SCHEDULE AND GOVERNANCE ROADMAP

Purpose: President Bellini will provide an update to the 2021-2022 Council schedule and the Governance Roadmap.

No motion required

Prepared by: Eric Chor, Research Analyst

C-541-14

Briefing Note - Information

COUNCIL WORKSHOP

Purpose: President Bellini will provide an overview of the upcoming Council Workshops in late May and early June 2021.

No motion required

Prepared by: Eric Chor, Research Analyst