

INFORMATION TO BE PROVIDED, AS APPLICABLE (Please note, this form is fillable electronically. Please download, fill out, save the document and email to: agmsubmissions@peo.on.ca)

1. Title of Submission

Safeguarding Transparency of Council Proceedings

2. Please briefly describe the issue, problem, risk or gap that this submission addresses.

(1) Recently—particularly during the last two council years—councillors have convened outside of regular council sessions. These sessions have been called “plenaries” or “strategic conversations”. At these meetings, presentations from non-councillors are made, and important issues affecting the profession are discussed, *but no minutes are kept*. The meetings are deliberately closed to the public and the profession. The net effect is that regular council meetings lack vigorous debate, transparency is lost, and resolutions simply are “rubber-stamped”.

(2) Notwithstanding the narrow restrictions permitted in By-Law #1, paragraph 15 (4), certain agenda items are improperly moved *in camera*, where the public and members are excluded and outside scrutiny avoided. In addition, minutes of such sessions are sparse and incomplete.

(3) Minutes of open sessions of Council also are sparse and incomplete. Relevant debate which opposes certain resolutions is not recorded for posterity and transparency.

3. Please summarize the action that you are requesting from Council and how it will address the issue, problem, risk or gap stated above.

(1) All presentations to, debate by, and consensus of, the assembled council concerning council agenda items should occur during a regular meeting of Council. “Plenary” sessions, if held, should simply be information sessions, and that information should be publicly available.

(2) By-Law #1, paragraph 15 (4) outlines few, very specific, circumstances which warrant convening in closed session. When it is deemed necessary to place an agenda item into an *in-camera* session, a description of the topic and the applicable 15 (4) category should be cited by the chair during the open session. No other matters should be on the agenda of a closed session or debated therein.

(3) When there is significant minority debate concerning a resolution which is either passed or not passed, that should be noted in the minutes. This is necessary to provide legal protection for individual dissenting councillors, should later litigation concerning a resolution occur.

4. Please cite and briefly summarize any research that supports the proposed action.

<https://betterboards.net/governance/meeting-minutes-quick-guide/>:

“With directors being held more to account, recording dissent is really important because if it isn’t recorded, then the default is that an action has been consented to.”

5. **As applicable please describe how the proposed action will contribute to serving and protecting the public interest as it pertains to the regulation of professional engineering and the engineering profession.**

Public confidence in a self-regulated profession is threatened if proceedings are not transparent. Secrecy—or even the *perception* of secrecy—undermines the public's and our members' opinion of the profession. Unnecessary secrecy breeds distrust and suspicion.

6. **Please identify any legal considerations (eg., the need for changes to the statute, regulation, by-laws etc.) that may affect Council's ability to implement the proposed action.**

Paragraph 15 (2) of By-Law #1 states that—with only certain specific exceptions—**“all meetings shall be open to the public.”** This is an obligation on Council, not an impediment.

7. **Please identify any considerations that are relevant to the timing (or urgency) of the proposed action.**

Major structural changes presently are being made to the Association absent the public's—and the members'—information and consultation. The secrecy of such proceedings is unjustified and must cease immediately.

8. **Please provide any other information that you feel will assist members of the AGM and Council in understanding your submission, in particular your proposed action.**

There is nothing controversial in this submission. Transparency and integrity of the profession's actions are fundamental to confidence in our self-regulation by government, industry, the public, and our members. For almost 100 years, we have strived for openness and transparency, and only recently has this been threatened.

9. **Please list any attachments to this document.**

Resolution (a. k. a. the “submission”), and PEO By-Law #1

Member #1 (name/signature):



Gregory Wowchuk, P Eng

Member #2 (name/signature):



Alena M. Ravens, P Eng

Date: Sunday, 2 May 2021

RESOLUTION (The “SUBMISSION”)

BE IT RESOLVED THAT:

- (1) Presentations to, debate by, and consensus of, the assembled council concerning council agenda items shall occur only at a regular or special meeting of Council, convened in accordance with By-Law #1, sections 10 through 16. Such meetings shall have agendas and be minuted.
- (2) By-Law #1, paragraph 15 (4) outlines few, very specific, circumstances which warrant convening in closed session. When it is deemed necessary to place an agenda item into an *in-camera* session, the chair shall cite a description of the topic and the applicable section 15 (4) category during the open session. No other matters shall be placed on the agenda of a closed session or debated therein.
- (3) When there is significant minority debate concerning a council resolution which is either passed or not passed, the minutes shall note such. The minutes shall note the objection of any council member who requests that his/her objection be recorded.

PEO BY-LAW #1

Meetings of the Council

11. There shall be not less than four meetings of the Council in each year.
12. Meetings of the Council may be called by the president, the Executive Committee or, subject to section 13.1, by members of Council.
13. Notice of the meetings of the Council shall be given by the Registrar on the direction of the president, the Executive Committee or, subject to section 13.1, by members of Council, and shall be delivered, mailed, emailed or sent by other form of telecommunication to each member of the Council not less than seven days before the meeting is to take place. No formal notice of any such meeting shall be necessary if all members of the Council are present or if those absent have consented in writing to the meeting.
 - 13.1 Upon the written request to the Registrar by no fewer than two-thirds of the members of Council, the Registrar shall call a meeting of Council by giving notice to all members of Council no less than 28 days before the meeting is to take place. Such notice shall be delivered, mailed, emailed or sent by other form of telecommunication to each member of the Council. No formal notice of any such meeting shall be necessary if all members of the Council are present or if those absent have consented in writing to the meeting.
14. The order of business at meetings of the Council shall be such as the Council may establish from time to time.
15. (1) In this section, “committee” means any advisory or other committee or subcommittee or other entity composed of Members or members of Council; “meeting” means any regular, special or other meeting of the Council or a committee or subcommittee thereof.
 - (2) Except as provided for in this section and the regulations, all meetings shall be open to the

public.

(3) The Chair of any meeting may expel any person for improper conduct at a meeting.

(4) The meeting or part of a meeting may be closed to the public by the Chair of the meeting at his or her discretion if the subject matter being considered concerns:

(a) the security of the property of the association;

(b) personal matters about an identifiable individual;

(c) the proposed or pending acquisition of assets by the association;

(d) labour relations or employee negotiations;

(e) litigation or potential litigation, including matters before administrative tribunals affecting the association or a Member;

(f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and

(g) any other matter which the Council determines.

(5) Before holding a meeting or part of a meeting that is to be closed to the public, the Council or the committee of Council shall state by resolution the fact of the holding of the closed meeting or part of the meeting.

16. The transactions of the Council or of any committee are valid notwithstanding the disqualification of members thereof through any defect or irregularity in their election or appointment. No error or omission in giving notice for a meeting of Council shall invalidate such meeting and any member of the Council may at any time waive notice of any such meeting and may ratify and approve of any or all of the proceedings taken or had thereat.