



# Minutes

The 269<sup>th</sup> Meeting of the EXECUTIVE COMMITTEE of PROFESSIONAL ENGINEERS ONTARIO was held on Tuesday, April 13, 2021 at 6:00 p.m.

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

Regrets: N. Hill, P.Eng., Past President

Staff: J. Zuccon, P.Eng., CEO/Registrar  
L. Maier, Vice-President, Governance  
D. Abrahams, Senior Legal Counsel  
L. Latham, Director, P.Eng., Deputy Registrar, Regulatory Compliance  
D. Smith, Director, Communications  
M. Wehrle, Director, Information Technology  
L. Holden, Director, Human Resources  
C. Mehta, Director, Finance  
R. Martin, Manager, Secretariat  
J. Max, Manager, Policy  
M. Feres, Supervisor, Council Operations

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

## CALL TO ORDER

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

Quorum was confirmed.

## 16-18 APPROVAL OF AGENDA

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

**That the agenda for the April 13, 2021 meeting be approved as presented.**

**CARRIED**

No conflicts were declared.

**16-19  
MINUTES – 268<sup>th</sup>  
EXECUTIVE COMMITTEE MEETING –  
MARCH 16, 2021**

The Executive Committee reviewed the minutes of the 268<sup>th</sup> Executive Committee meeting held on March 16, 2021. It was noted that the discussion related to the Expense Reimbursement Policy was not included. It was agreed that the Delegation of Authorities Charter section of minute 16-15 should be amended to include the following:

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

Moved by President-Elect Bellini, seconded by Vice-President Campbell:

**That the minutes, as amended, of the 268<sup>th</sup> open session meeting of the Executive Committee, held on March 16, 2021, accurately reflect the business transacted at that meeting.**

**CARRIED**

**16-20  
GOVERNANCE WORK PLAN –  
NAMES, MANDATES, AND COMPOSITION  
OF GOVERNANCE COMMITTEES**

The Executive Committee (“the Committee”, “EXE”) discussed the draft Terms of Reference (ToR) for the four governance committees, scheduled to be presented for approval at the April 30, 2021 Council meeting. It was noted that these drafts reflect feedback received at the April 10<sup>th</sup> Strategic Conversation. A summary of the Committee’s recommendations to Council is outlined below as it relates to names, mandates, and composition.

**Committee Names**

There was agreement to support the four committee names as specified in the draft ToRs: Audit and Finance; Governance and Nominating; Human Resources and Compensation; and Regulatory Policy and Legislation.

**Mandates**

The Committee agreed to support the mandates of the four governance committees as presented, subject to the following recommended additions to three committees:

**Audit and Finance:** Furthering/aligning budget with the Strategic Plan; pension fund oversight; real estate oversight; and monitoring material variances from approved budget.

**Governance and Nominating:** Responsibilities and outputs of the Succession Planning Task Force.

**Regulatory Policy and Legislation:** The Emerging Disciplines Task Force was stood down by Council on March 20, 2020, and the Task Force's final progress report was referred to the EXE. The EXE now requests that staff forward the report to Engineers Canada as a resource that may assist in its ongoing work in the area of emerging disciplines. Further, the EXE recommends that future matters in this area arising at PEO should be part of the mandate of the Regulatory Policy and Legislation Committee.

### **Composition**

The Committee agreed to support the composition of the four committees as presented in the material provided by GSI, subject to a recommendation that the number of Councillors per committee be referenced as a minimum of four and a maximum of eight, instead of a fixed number of six.

The EXE also agreed to the general principles that:

- There is an expectation that each Councillor will serve on at least one governance committee. This expectation will be included in the "*Councillor Expectations Protocol*", currently in development; and also will be noted in the cover letter accompanying the committee application package.
- Councillors may apply to serve on more than one governance committee.

There was also a discussion regarding the 2021-2022 Executive Committee and it was recommended that its composition remain status quo as it relates to the President, Past-President, President-Elect, and two Vice-Presidents.

## **16-21 GOVERNANCE WORK PLAN – STATUS UPDATE ON PHASES**

David Brown updated the Committee on remaining deliverables for Phases 1 and 2 of the governance roadmap, including:

- Councillor Orientation session scheduled for April 14<sup>th</sup> to provide basic orientation and insights on good governance, as well as an overview of the steps Council has taken in the past year regarding the governance roadmap;
- Terms of Reference for governance committees, scheduled to be presented for approval at Council's April 30<sup>th</sup> meeting; and

- Policies and Protocols, scheduled to be finalized in the 2021-2022 Council term, upon recommendation of the relevant governance committees.

There was also a discussion regarding the non-governance and non-regulatory (“other”) committees (excluding those related to Chapters) that still need to be addressed in the governance work plan, and whether this could occur at the next Strategic Conversation (SC) scheduled for May 8<sup>th</sup>.

It was noted that the preparatory work on criteria for and measurement of outputs is still pending with respect to the “other” committees. Further, it may be helpful to receive input from the governance committees and the EXE in this regard as the roadmap begins to address issues in Phases 3 and 4 that may impact the “other” committees. Thus, it was suggested that matters related to their function remain status quo until such time these committees are addressed in the 2021-2022 term.

It was agreed that a written status update providing the rationale for shifting the examination of the “other” committees further into the roadmap should be provided to Council prior to the end of the current Council term.

**16-22  
PLANS FOR STRATEGIC CONVERSATIONS**

David Brown noted that the tentative content of the next Strategic Conversation (SC) is related to Phase 3 of the governance roadmap, *“Council Renewal - Review of Council Composition and Selection”* and asked if/how this may impact the upcoming round of Council workshops.

President-Elect Bellini noted that the Council workshops planned for late May/early June (Ref. pgh 16-28) are intended to orient the new Councillors to the achievements of the governance roadmap to date as well as the plans for the 2021-2022 Council term. He also noted that the workshops are not intended to replace the more detailed discussion anticipated to take place at the next SC regarding Council renewal.

The EXE also discussed the ongoing attendance of external stakeholders such as Engineers Canada at the SCs, noting the value and importance of both opportunities for dialogue and learning that are transparent and open to key stakeholders, and those which are more informal and reserved only for Councillors. In addition, it was noted that the discussion topics at any given SC may affect the decision on whether attendance is broadened beyond or limited to Councillors.

D. Abrahams advised that, from a legal perspective, as long as dialogue takes place in a non-meeting format and no official

decisions are made, the SC's can be open to any individual or groups that Council chooses to include. Further, it is Council's option to invite guests to be either observers or full participants.

From a governance perspective, Debra Brown noted that in considering the openness of the SCs, the key element regarding the value of transparency is the obligation to provide as much information as possible, as soon as possible.

It was noted that the SC feedback forms completed by Councillors will remain as internal documents.

The Committee also confirmed that the six incoming Councillors for the 2021-2022 term should be invited to participate in the final SC for the 2020-2021 term.

**16-23  
GOVERNANCE TRANSITION AND  
IMPLEMENTATION – POTENTIAL BY-LAW  
AMENDMENT**

D. Abrahams briefed the Committee on the options available to Council to formally constitute the four governance committees at its meeting on April 30, 2021. One option is comprehensive and would enshrine the four committees in *By-law No. 1* ("the by-law") by naming them and also making the associated consequential amendments. A second option is a limited amendment whereby the four committees would be named in the by-law and the consequential amendments would be completed at a later date. A third option is that Council would be asked to approve a motion to formally constitute the committees and a comprehensive by-law amendment would be made at a later date.

There was discussion about the three options, including the varied logistical and practical considerations of each with respect to providing material to Council in time for the April 30<sup>th</sup> meeting. It was agreed that staff will consider the Committee's feedback and continue discussion of the options with the the Legislation Committee at its April 16<sup>th</sup> meeting.

There was also a discussion with respect to the draft ToRs and a future by-law amendment as it relates to the President and President-Elect as ex-officio members on the four governance committees. The draft ToR's currently propose that ex-officio members are non-voting; and the current version of the by-law indicates full membership.

D. Abrahams advised that the forthcoming comprehensive by-law amendment related to the establishment of the four governance committees will also provide an opportunity to stipulate and describe ex-officio roles concerning mandatory or permissive attendance as well as voting rights. That is, whether ex-officio committee members maintain full membership with the right to vote

may inform the decision as to prescribing in the by-law that attendance at meetings is mandatory for this cohort.

Subsequent to the by-law amendment, the ToRs for the four governance committees will be finalized to align and be consistent with the by-law.

**16-24  
GOVERNANCE TRANSITION AND  
IMPLEMENTATION – SELECTION AND  
APPOINTMENTS PROCESS FOR NEW  
GOVERNANCE COMMITTEES**

L. Maier reviewed a process whereby Councillors in the upcoming 2021-2022 term will be invited to submit their expressions of interest (EoI) and preferences for appointments to one or more of the four governance committees. The process will begin immediately after the April 30<sup>th</sup> Council meeting and end on May 20<sup>th</sup> when Council is scheduled to make the appointments.

J. Zuccon noted that the self-selection process is being used for this transition year only; and the process in the longer term will be led by the Governance and Nominating Committee, which will make recommendations using a competency-based system to be established by next year. He also noted that Council's selection of this year's committee chairs will follow a similar self-selection process. Further, ties between or among Councillors for committee or chair appointments will be broken by a random selection mechanism.

**16-25  
GOVERNANCE TRANSITION AND  
IMPLEMENTATION – TRANSITION OF  
STEWARDSHIP OF GOVERNANCE WORK  
PLAN**

The Committee discussed GSI's recommendation that the stewardship of the governance roadmap be transferred from the Executive Committee to the Governance and Nominating Committee (GNC), once it is in effect. Among the points of discussion was the importance of continuity of experience and knowledge from one committee to another to maintain project momentum.

It was noted that the current President-Elect will be President next term and thus an ex-officio member of the GNC. Also, three EXE members indicated they will consider applying for the GNC. Further, it was noted that the Strategic Conversations will provide opportunities for members of Council to be informed about and discuss pertinent issues as the organization works to complete all phases of the governance renewal. Thus, it is anticipated that there will be sufficient continuity to maintain the effective stewardship of the project.

Moved by Vice-President Campbell, seconded by Vice-President Sinclair:

**That the Executive Committee recommends that Council transfer the stewardship of the governance roadmap to the Governance and Nominating Committee.**

**CARRIED**

**16-26  
GOVERNANCE TRANSITION AND  
IMPLEMENTATION – UPDATE ON  
COUNCILLOR ORIENTATION PROGRAM**

L. Maier briefed the Committee about the Councillor Orientation session scheduled for April 14<sup>th</sup> to provide basic orientation and insights on good governance. Current Councillors are also welcome to attend.

*[President-Elect Bellini assumed the role of Chair]*

**16-27  
PRESIDENT’S AWARD**

President Sterling presented her proposal to nominate The Right Honourable Justin Trudeau, Prime Minister of Canada, as the recipient of the 2021 PEO President’s Award. In her presentation, President Sterling noted that Prime Minister Trudeau has demonstrated extraordinary support and promoted public awareness of the engineering profession during his tenure as Prime Minister. She outlined examples of this support throughout the last several years in various areas of the economy, including the educational and manufacturing sectors.

Members of the Committee discussed the merits of the nomination.

Moved by President Sterling, seconded by Vice-President Campbell:

**That The Right Honourable Justin Trudeau, Prime Minister of Canada, be recommended to Council as the recipient of the 2021 PEO President’s Award.**

**CARRIED**

*[President Sterling resumed the role of Chair]*

**16-28  
2021-2022 COUNCIL SCHEDULE  
APPROACH**

President-Elect Bellini outlined the 2021-2022 Council schedule. He noted that the overarching approach is cycle-based whereby there are meetings at the committee level, followed by a Strategic Conversation (SC), followed by another round of committee meetings if needed to absorb the SC feedback, and concluding with a Council meeting. Plenary session dates are still to be determined via survey of each Council member. The schedule for the full year is outlined below.

**Initial meeting:** May 20, 2021 (2 hrs.)

**Council workshops:** May 26 – June 9, 2021

- *Social event* - May 26 (1.5 hrs)
- *Workshop #1* – May 31 - Exploring the Potential for Better Board Decision-making (3 hrs)
- *Workshop #2* – June 2 - Focusing on Outcomes and Identifying the Best Means to Achieve Them (3 hrs)
- *Individual Committee meetings* - June 4 & 7 (2 hrs each)

- *Workshop #3* – June 9 - Develop Board Direction for Transition to a Competency-Based Board (3 hrs)

**Regular Council meetings:** June 25, 2021; September 24, 2021; November 19, 2021; and February 25, 2022

**Strategic Conversations:** 4 planned to occur a few weeks ahead of each regular Council meeting

**Close-off meeting:** Early April 2022

**Orientation:** Mid-April 2022

**Annual General Meeting:** April 30, 2022

**16-29  
UPDATE ON DILIGENT BOARDS**

L. Maier updated the Committee that, effective May 2021 when the new Council term begins, Councillors will be required to use PEO-issued iPads and the Diligent Boards platform as their source for Council and Committee material. An official communication will be sent to Councillors in advance. Staff will address any training or technical issues Councillors may have prior to the effective date.

**16-30  
NEXT MEETING**

President Sterling advised that no further meetings of the EXE are scheduled for the remainder of the 2020-21 Council term. Further, subject to Council's approval to transfer stewardship of the governance roadmap to the GNC, the EXE will meet only as required to address specific duties delegated by Council.

President Sterling thanked the Committee, GSI, and staff for their hard work and dedication in the 2020-2021 Council term, and expressed gratitude for the support provided to her as Chair.

There being no further business, the meeting concluded at 9:10 pm.

These minutes consist of minutes 16-18 to 16-30 inclusive and 8 pages.

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

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R. Martin, Corporate Secretary