



# Minutes

The 541<sup>st</sup> MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via ZOOM Videoconference on Thursday, May 20, 2021, at 10:00 a.m.

Present:

- C. Bellini, P.Eng., President and Council Chair
- M. Sterling, P.Eng., Past President
- N. Colucci, P.Eng., President-Elect
- M. Spink, P.Eng., Vice President Elected
- A. Arenja, P.Eng., Lieutenant Governor-in-Council Appointee
- P. Broad, P.Eng., Western Region Councillor
- R. Brunet, P.Eng., Lieutenant Governor-in-Council Appointee [minutes 12332-12326 only]
- T. Bruyere, P.Eng., Lieutenant Governor-in-Council Appointee
- C. Chahine, P.Eng., East Central Region Councillor
- M. Chan, P.Eng., Councillor-at-Large
- J. Chisholm, P.Eng., West Central Region Councillor
- C. Chiddle, P.Eng., Eastern Region Councillor
- P. Cushman, P.Eng., East Central Region Councillor
- L. Cutler, P.Eng., Lieutenant Governor-in-Council Appointee
- A. Dryland, CET, Lieutenant Governor-in-Council Appointee
- Q. C. Jackson Kouakou, Barrister and Solicitor, Lieutenant Governor-in-Council Appointee
- L. MacCumber, P.Eng., West Central Region Councillor
- S. MacFarlane, P.Eng., Western Region Councillor
- L. Notash, P.Eng., Councillor-at-Large
- P. Quinn, P.Eng., Councillor-at-Large
- L. Roberge, P.Eng., North Region Councillor
- S. Schelske, P.Eng., Lieutenant Governor-in-Council Appointee
- R. Subramanian, P.Eng., Northern Region Councillor
- S. Sung, Lieutenant Governor-in-Council Appointee
- R. Walker, P.Eng., Eastern Region Councillor

Staff:

- J. Zuccon, P.Eng., CEO and Registrar
- D. Abrahams, Senior Legal Counsel
- L. Latham, P.Eng., Deputy Registrar, Regulatory Compliance
- L. Maier, Vice President, Governance
- B. Ennis, P.Eng., Director, Policy and Professional Affairs
- L. Holden, Director, Human Resources
- C. Mehta, Director, Finance
- D. Smith, Director, Communications
- M. Wehrle, Director, Information Technology
- J. Chau, P.Eng., Manager, Government Liaison Programs
- C. Knox, P.Eng., Manager, Enforcement, Regulatory Compliance
- R. Martin, Manager, Secretariat
- J. Max, Manager, Policy
- E. Chor, Research Analyst, Secretariat

D. Power, Secretariat Administrator  
M. Feres, Supervisor, Council Operations  
B. St. Jean, Senior Executive Assistant  
N. Axworthy, Editor, Engineering Dimensions

Guests: M. Barzallo, Compliance Analyst, Office of the Fairness Commissioner  
D.A. Brown, Governance Solutions Inc.  
D.L. Brown, Governance Solutions Inc.  
H. Brown, CEO, Brown & Cohen  
D. Chui, P.Eng., PEO Director, Engineers Canada  
L. Lukinuk, Parliamentary Services  
B. Matthews, Consulting Engineers of Ontario  
D. McComiskey, Governance Solutions Inc.  
S. Perruzza, Ontario Society for Professional Engineers

Council convened at 10:00 a.m. on Thursday, May 20, 2021.

**CALL TO ORDER**

Notice having been given and a quorum being present, Past President Sterling called the meeting to order at 10:00 a.m.

**12326  
APPROVAL OF AGENDA**

Moved by Councillor Chisholm, seconded by Councillor Subramanian:

**That:**

- a) The agenda, as presented to the meeting at C-541-1, Appendix A, be approved as presented; and**
- b) The Chair be authorized to suspend the regular order of business.**

**CARRIED**

**12327  
CONFLICTS OF INTEREST**

There were no conflicts of interest declared.

**12328  
SPECIAL RULES OF ORDER**

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.

Moved by Councillor Chiddle, seconded by Councillor Chan:

**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.**

Moved by Councillor Quinn, seconded by Councillor Broad:

**That Section 3 of the Special Rules state that “Speakers may yield their two minutes to another speaker to allow that speaker a maximum of six (6) minutes.”**

Following discussion Councillor Chiddle called for a vote. There were no objections.

**DEFEATED**

Councillor Quinn brought this motion forward noting that under the present rules it would be possible to have six LGA's on one committee which would be inappropriate.

Moved by Councillor Quinn, seconded by Councillor Broad:

**Motion to add to Section 6.2 “There shall be at least one and no more than two LGA's on each of the four Governance committees.”**

**CARRIED**

Councillor Quinn noted that the committees should select their own Chairs, not Council. It was noted that such an amendment would cause Council to be in conflict with the governance committee mandates approved at the April 30, 2021 Council meeting wherein these mandates state that the chairs of all four governance committees will be selected by Council.

L. Lukinuk, Parliamentarian noted that Special Rules are in place to override Council's parliamentary authority which is currently Nathan and Goldfarb's and any other procedures in place but it is not to override decisions made by Council.

Moved by Councillor Quinn, seconded by Councillor Broad:

**Motion to amend Section 6.6 by striking “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” and add “to confirm the committee's confidence in its Chair, the committees will elect**

**their Chair in a fashion that determines a majority in favour.”**

**DEFEATED**

Councillor Quinn questioned the role of the parliamentarian in that she seemed to have free reign and that this was a conflict of interest. Councillor Broad referred to Nathan and Goldfarb’s Chapter II, Article 27 Observers, advisors and other participants whereas it states “*observers and advisors do not have discretion or control of management, which remains with the directors.*” The Chair overruled this advising that the parliamentarian has been part of Council for the past two years providing assistance in functioning in accordance to the rules and did not see any point of order that having the parliamentarian was affecting the running of Council meetings and that the meeting would continue. Councillor Cushman challenged the Chair’s decision that the parliamentarian has a role in Council meetings as advisor to the Chair. This was followed by a vote with 7 in favour of the challenge and 16 against.

Moved by Councillor Notash, seconded by Councillor Schelske:

**Motion to amend Section 6.4 to read “If the number of members asking to serve on a Committee exceeds its target membership, and no Councillor wishes to change their preference, the number of members on the committee shall be reduced by the Chair. . .”**

**CARRIED**

A request was made to re-consider the motion to limit the number of LGA’s on the Governance Committees since this creates two classes of Council members and that capping the number of LGA’s on committees restricts how LGA’s function on those committees whereas these restrictions are not imposed on non-LGA’s. The concern was that this could create a precedence toward a two-tiered Council.

Moved by Councillor Cutler, seconded by Councillor Brunet:

**Motion to rescind the above addition to Section 6.2 “There shall be at least one and no more than two LGA’s on each of the four Governance committees.” and refer the matter to the Governance and Nominating Committee.**

**2/3 majority of votes cast required to carry**

**CARRIED**

Councillor Notash requested an amendment to the Special Rules that the Chair does not vote in order to maintain impartiality of the Chair. When consulted by the Chair, the parliamentarian indicated that in most organizations the Chair should not cast a vote unless

their vote will make a difference; that is to create a tie, to have a motion lose or to break a tie.

Moved by Councillor Notash, seconded by Councillor Cushman:

**Motion to amend the Special Rules so that the Chair does not vote on Council motions, and maintains their impartiality, unless to break a tie.**

**DEFEATED**

Moved by Councillor Cushman, seconded by Councillor Notash:

**Motion to amend the Special Rules so that the Chair does not vote on Council motions, and maintains their impartiality, unless to make a difference.**

**DEFEATED**

Council then voted on the original motion as amended:

**That the proposed Special Rules of Order, as presented to the meeting at C-541-4, Appendix A, and amended by revising Section 6.4 to read "If the number of members asking to serve on a Committee exceeds its target membership, and no Councillor wishes to change their preference, the number of members on the committee shall be reduced by the Chair. . .", be approved effective immediately and remain in effect until the close of business at the 2022 Annual General Meeting.**

**2/3 majority of votes cast required to carry**

**CARRIED**

**12329  
APPOINTMENT OF COUNCIL MEETING  
CHAIR**

Past President Sterling advised that three names were submitted. President-elect Colucci and Councillor Cushman withdrew their name. President Bellini indicated his willingness to serve as Council Meeting Chair. Past President Sterling then asked for further nominations. None being received, she declared nominations closed.

Moved by Councillor Subramanian, seconded by Councillor Spink:

**That Council approve the acclaimed appointment of President C. Bellini, P.Eng., as Council Meeting Chair for the 2020-2021 Council year or until his successor is appointed.**

**CARRIED**

Past President Sterling turned the gavel over to President Bellini, the newly elected Council Meeting Chair.

President Bellini thanked Council for their vote of confidence.

**12330**  
**APPOINTMENT OF REGIONAL**  
**COUNCILLORS COMMITTEE CHAIR**

The 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. 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 was therefore asked to confirm the appointment of the Chair of the Regional Councillors Committee.

Councillor Roberge advised that following a vote by the Regional Councillors Committee the outcome of the vote was Lisa MacCumber as Chair and Luc Roberge as Vice-Chair. It was noted that while it has traditionally been the practice to only confirm the appointment of the RCC Chair, confirming the appointment of the Vice-Chair was not outside the scope of Council.

Moved by Councillor Roberge, seconded by Councillor Walker:

**That Lisa MacCumber, P.Eng., be appointed as Chair and Luc Roberge, P.Eng., be appointed as Vice-Chair of the Regional Councillors Committee, effective immediately and to hold office until the close of business at the 2022 Annual General meeting.**

**CARRIED**

**12330**  
**APPOINTMENT OF VICE PRESIDENT**

Clause 3(1)2 of Regulation 941 under the *Professional Engineers Act* 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. In addition, at the meeting, the Chair asked for additional nominations. Non-member lieutenant governor-in-council appointees are ineligible to serve as vice president under this regulation.

President Bellini asked if those who had submitted their name if they still wished to serve as Vice President (appointed). Councillors Arenja, Brunet and Quinn withdrew their names. President Bellini then asked for further nominations. None being received, he declared nominations closed. Upon receiving confirmation that the remaining candidates wished to serve as Vice-President appointed, Councillors Chan, Chiddle, Cushman and Cutler were asked to address the meeting.

An electronic vote was then conducted to select the Vice President (appointed).

Moved by Councillor Notash, seconded by Councillor Subramanian:

**That Chantal Chiddle, P.Eng., be appointed as Vice President for the 2021-2022 Council year.**

**CARRIED  
1 abstained**

**12331  
APPOINTMENT OF COUNCILLORS TO  
GOVERNANCE COMMITTEES FOR 2021-  
22**

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 were appended to the briefing note for this item.

Councillors were invited to specify their first and second preferences for serving on governance committees. Since there was more interest expressed in some committees than others, Councillors volunteered to adjust their preferences in order to adequately populate the four governance committees.

Moved by Councillor Chahine, seconded by Councillor Chiddle:

- 1. That the Audit and Finance Committee be composed of Council members Rob Brunet, P.Eng., Lorne Cutler, P.Eng., Marilyn Spink, P.Eng., Sherlock Sung, and Randy Walker, P.Eng., appointed for the 2021-2022 Council year.**
- 2. That the Governance and Nominating Committee be composed of Council members, Arjan Arenja, P.Eng., Christian Bellini, P.Eng., Peter Cushman, P.Eng., Ramesh Subramanian, P.Eng., Luc Roberge, P.Eng., Lorne Cutler, P.Eng., Michael Chan, P.Eng., and Susan MacFarlane, P.Eng., appointed for the 2021-2022 Council year.**
- 3. That the Human Resources and Compensation Committee be composed of Council members, Andy Dryland, C.E.T., Pat**

Quinn, P.Eng., Luc Roberge, P.Eng., Scott Schelske, P.Eng., Nick Colucci, P.Eng., and Susan MacFarlane, P.Eng., appointed for the 2021-2022 Council year.

4. That the Regulatory Policy and Legislation Committee be composed of Council members Peter Broad, P.Eng., Todd Bruyere, P.Eng., Christopher Chahine, P.Eng., Chantal Chiddle, P.Eng., Jim Chisholm, P.Eng., Lisa MacCumber, P.Eng., Leila Notash, P.Eng., and Marisa Sterling P.Eng., appointed for the 2021-2022 Council year.

**CARRIED**

**12332  
APPOINTMENT OF GOVERNANCE  
COMMITTEE CHAIRS**

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.

Prior to the meeting, President Bellini and Councillors Arenja and Cushman submitted their name for consideration as Chair of the Governance and Nominating Committee (GNC). President Bellini withdrew his name. There were no nominations from the floor. The remaining candidates, Councillors Arenja and Cushman, then addressed the meeting.

Prior to the meeting, Councillors Quinn and Roberge submitted their name for consideration as Chair of the Human Resources Compensation Committee (HRCC). Councillor Roberge withdrew his name. President Bellini then asked for further nominations. None being received, he declared nominations closed. Since Councillor Quinn was the only candidate, the position of HRCC Chair was acclaimed.

Prior to the meeting, Councillors Cutler, Spink and Walker submitted their name for consideration as Chair of the Finance and Audit Committee (FAC). There were no nominations from the floor. Councillors Cutler, Spink and Walker then addressed the meeting.

Prior to the meeting, Councillors Broad, MacCumber and Notash and Past President Sterling submitted their name for consideration as Chair of the Regulatory Policy and Legislation Committee (RPLC). Past President Sterling withdrew her name. There were no nominations from the floor. Councillors Broad, MacCumber and



Notash then addressed the meeting.

Electronic votes were conducted to select the Committee Chairs for the Audit and Finance Committee, the Governance and Nominating Committee, Human Resources Compensation Committee and the Regulatory Policy and Legislation Committee.

Moved by Councillor Arenja, seconded by Councillor Chahine:

**1. That Lorne Cutler, P.Eng., be appointed the Audit and Finance Committee Chair for the 2021-2022 Council year or until his successor is appointed.**

**2. That Arjan Arenja, P.Eng., be appointed the Governance and Nominating Committee Chair for the 2021-2022 Council year or until his successor is appointed.**

**3. That Pat Quinn, P.Eng., be appointed the Human Resources and Compensation Committee Chair for the 2021-2022 Council year or until his successor is appointed.**

**4. That Lisa MacCumber, P.Eng., be appointed the Regulatory Policy and Legislation Committee Chair for the 2021-2022 Council year or until her successor is appointed.**

**CARRIED**

**12333  
APPOINTMENT OF COUNCILLORS TO  
EXECUTIVE COMMITTEE**

Annually, Council appoints the requisite number of Councillors to board committees and representatives to the OSPE-PEO joint relations committee.

Appointments are to be made in accordance with the process approved by Council at its September 2016 meeting for Board Committee appointments and the Special Rules. The human resources committee met and made its recommendations, which were provided to Council. In determining its recommendations, the human resources committee reviewed the submitted board committee preferences of Councillors, their respective backgrounds, the need to balance committee continuity with succession planning, Councillor workloads, Councillor involvement with other committees and external appointments, as well as committee terms of reference.

President Bellini stated that ideally all of PEO's governance type work would be handled by one of the four governance committees which means leaving the Executive Committee without a specific role; however, since the Executive Committee is in the statute it needs to be populated.

Moved by Past President Sterling, seconded by Councillor Broad:

**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 two (2).**

**CARRIED**

Councillors Arenja, Brunet, Bruyere and Cutler withdrew their name. Councillors Quinn and Schelske indicated their willingness to serve on the Executive Committee. There being no nominations for the floor President Bellini declared nominations closed.

Moved by Councillor Chiddle, seconded by Councillor Roberge:

**That Scott Schelske, P.Eng. (LGA), and Pat Quinn, P.Eng., be appointed as members of the Executive Committee for the 2021-2022 Council year, in accordance with ss.28(1)(e) and 28(1.1) of Regulation 941.**

**CARRIED  
1 opposed**

**12334  
APPOINTMENTS TO JOINT RELATIONS  
COMMITTEE (JRC)**

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

Councillor Spink declared a perceived conflict of interest since her husband is employed by OSPE.

Councillors Arenja and Roberge indicated their willingness to serve on the OSPE-PEO Joint Relations Committee.

Moved by Councillor Chiddle, seconded by Councillor MacCumber:

**That Arjan Arenja, P.Eng., and Luc Roberge, P.Eng., be appointed to the OSPE-PEO Joint Relations Committee for the 2021-2022 Council year.**

**CARRIED**

**12335  
CHANGES TO THE 2021 COMMITTEES  
AND TASK FORCES MEMBERSHIP  
ROSTER**

Moved by Councillor Chan, seconded by Councillor Subramanian:

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

Moved by Councillor Chiddle, seconded by Councillor Roberge:

**That the Roster be amended to remove approval of Jordan Max as staff advisor to the Licensing Committee.**

**CARRIED**

Council then voted on the original motion as amended:

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

**CARRIED**

**12336  
COUNCIL SCHEDULE AND GOVERNANCE  
ROADMAP**

President Bellini discussed the 2021/22 Council meeting schedule advising that in addition to the May 20th Kick Off meeting, there would be four formal business meetings of Council as well as a Close Off meeting. There will also be three plenaries, one in August, October and January. These plenaries will be scheduled approximately one month before the Council meeting so that discussions can be processed and put into a format that is suitable for Council. Although only Councillors will participate, these plenary sessions will be open to anyone wishing to join as an observer.

**12337  
COUNCIL WORKSHOP**

President Bellini discussed the May 26<sup>th</sup> social event as well as the three workshops scheduled May 31, June 2 and June 9.

Moved by Councillor Roberge, seconded by Councillor Subramanian:

**That Council move in-camera.**

**CARRIED**

There being no further business, the meeting concluded.

These minutes consist of twelve pages and minutes 12326 to 12337 inclusive.

---

C. Bellini, P.Eng., Chair

---

R. Martin, Manager, Secretariat