AGENDA

Plenary Session
Wednesday, August 25, 2021 / 9:00 am – 12:00 noon
Virtual Delivery / Zoom details:
https://us02web.zoom.us/j/87309868238?pwd=YUtHMmNiTjYrRzVjMGVWYVJqRDI2Zz09

Meeting ID: 873 0986 8238
Passcode: 099758
One tap mobile
+16475580588,,87309868238#,,,,*099758# Canada
+17789072071,,87309868238#,,,,*099758# Canada

Dial by your location
    +1 647 558 0588 Canada
    +1 778 907 2071 Canada
    +1 204 272 7920 Canada
    +1 438 809 7799 Canada
    +1 587 328 1099 Canada
    +1 647 374 4685 Canada
Meeting ID: 873 0986 8238
Passcode: 099758
Find your local number: https://us02web.zoom.us/u/k4aWlDjMO

1.	**OPENING**	Spokesperson	Type
1.1	Welcome and Opening Remarks	President Bellini	
2.	**PLENARY ITEMS**	**Spokesperson**	**Type**
2.1	GOVERNANCE COMMITTEES: • **Audit and Finance Committee (AFC)** • **Governance and Nominating Committee (GNC)** • **Human Resources and Compensation Committee (HRCC)** • **Regulatory Policy and Legislation Committee (RPLC)**	Committee Chairs	Updates
2.2	ANTI-RACISM AND ANTI-DISCRIMINATION EXPLORATION WORKING GROUP (AREWG)	Councillor MacCumber	Update
2.3	GOVERNANCE ROADMAP IMPLEMENTATION	GSI	Update
2.4	ONGOING TRANSFORMATION PLAN	CEO/Registrar Zuccon	Update
2.5	PHASE 3: COUNCIL COMPOSITION	GSI	Dialogue
2.6	NEXT STEPS	President Bellini	
3.	**NEXT MEETINGS**		
Board Meetings and Plenaries			

• September 24, 2021 – C-543 • October 29, 2021 – Plenary • November 19, 2021 – C-544 • January 28, 2022 – Plenary • February 18, 2022 – C-545 • April 8, 2022 – C-546 (Close-off)		
Committee meetings		
• **Audit and Finance Committee (AFC)** o **September 1, 2021** • **Governance and Nominating Committee (GNC)** o **September 9, 2021** o **October 4, 2021** o **November 4, 2021** o **January 10, 2022** o **February 3, 2022** • **Human Resources and Compensation Committee (HRCC)** o **September 2, 2021** • **Regulatory Policy and Legislation Committee (RPLC)** o **TBD**		

Reading Materials

2.3 Governance Roadmap Implementation: Status Update

- PEO Governance Workplan Status Update at a Glance
- PEO Governance Directions and Decisions

2.4 Ongoing Transformation Plan

- 2020 - 2022 Strategic Plan

2.5 Phase 3: Council Composition

- PEO Comparator Research Report on Council Composition and Selection Practices of Self-Regulatory Professions
- PEO Straw Model Competencies Matrix
- PEO Straw Model Competencies Matrix – Sample one-pager

PEO Governance Workplan at a Glance (August 2021 Update)

Phase 1 PEO Council Enhance effectiveness through Regulatory and Governance Mandates and Policy Sept 20 – Jan 21	**Phase 2** PEO Committees Governance Effectiveness of Committee Structure and Mandate Jan 21 – June 21	**Phase 3** Council Renewal Review of Council Composition and Selection June 21 – Jan 22	**Phase 4** Chapters, Volunteers and Others Review and Improve Governance Effectiveness of these Structures Jan 22 – May 22

Activities and Outputs PHASE 1: The PEO Council	Status	Activities and Outputs PHASE 3: Council Renewal	Status
Decide on scope of the Governance Workplan	✓	Conduct a review of PEO current practices in Council renewal compared to best practices: GSI Research Report Aug 2021	✓
Agreement on Governance Model: Governing board responsible for direction and control	✓	Decide on optimal Council composition (size and mix of engineer and government)	Sept 2021
Agreement on the Role of Council with approval of associated Council Charter and Workplan	✓	Decide on Council competency profile (industry experience, skills, diversity including gender, geography/region, visible; education; character): straw model drafted	Sept – Oct 2021
Agreement on Rules of Order: agreed to transition from Weinberg's to Nathan's Company Rules	✓	Review and decide how Council is chosen (elections versus appointments)	Sept – Oct 2021
Agreement on the Role of the CEO/Registrar with approval of associated Terms of Reference and Delegation of Authority	Delegation approved in principle	Review and decide how President is chosen, who is eligible	Sept – Oct 2021
Agreement on the Role of the President/Chair with approval of associated Terms of Reference	✓	Review the terms/tenure for Council members and the President to determine if change is warranted	Sept – Oct 2021
Board level governance level policies updated and approved based on the agreed model	Council yet to approve	Update any governance documents based any changes resulting from these decisions	Oct 2021 – Jan 2022
Revise Councillor submissions policy to reflect their governance role in the new model	✓	With GSI input and support PEO's HR Committee will work on an enhanced CEO evaluation and succession plan, and PEO's CEO will work on an enhanced management succession plan	GSI work completed early in Phase 2
Update orientation and education program based on decisions to date	✓	GSI will research and present CEO/Registrar evaluation methodologies to the HR Committee – Committee makes decision on which to adopt	GSI work completed early in Phase 2
Activities and Outputs PHASE 2: The PEO Committees	**Status**	PEO's HR Committee reviews CEO's succession plan for staff beyond the CEO	TBD: HRC
Agree in principle on a governance model for PEO's Committees, including criteria for Governance, Regulatory and Other Committees, and how committees are established in the future	✓	Develop revisions to PEO's Councillor Orientation program including a pre-nomination Orientation item/session for individuals interested in becoming Council members to incorporate any agreed changes	9/21 – 11/21
Agreement on the Role of the Governance Committees of Council: approval of 4 core Governance Committees and their associated Charters and Workplans)	✓	Updates any Council or staff education programs to reflect any Phase 3 changes	11/21 – 1/22
Agreement on the Role of the Core Regulatory and Statutory Committees of PEO: approved as mandated by legislation only	✓	**Activities and Outputs PHASE 4: Chapters, Volunteers and Others**	**Status**
Review and decide on Councillors' role on Regulatory and Statutory Committees: Councillors will not serve on these (with 1 exception as legislated)	✓	Conduct Council Evaluation	1/22-2/22
Agreement on transition plans for committees	✓	Review & decide on roles, scope, mandates, membership, etc. of Chapters, Committee volunteers & other organs.	2/22-3/22
Determination whether Regulatory Committee members should be appointed and/or elected.	✓	Document any structural changes to PEO's Chapters and Volunteers in Terms of Reference (charter documents)	2/22-4/22
Update Regulatory Committee Terms of Reference and workplans: approved to use Statutory Mandates only	✓	Update Volunteer Code of Conduct/Conflict of Interest and other Chapter and Volunteer related documents	2/22-4/22
Formalize "Other Committees" structure: who should serve; competencies and/or elections/appointments; update documentation after any changes; decide on transition plans	Deferred to Phase 4	Develop and implement new orientation program with respect to the roles and responsibilities of PEO's Chapters and committee volunteers	3/22-5/22
Update and deliver Council orientation end education programs to reflect any Phase 1 and 2 changes	✓	Update Council orientation program based on phase 3 and 4 decisions	3/22-5/22
		Develop Council Education Program	3/22-5/22

🏛 Governance Solutions

PEO GOVERNANCE DIRECTIONS AND DECISIONS

Governance Question	Council Directions and Decisions
1. What governance model will PEO adopt?	PEO Council will be a governing-type board leading in direction and control of the organization.
2. Will PEO be dual or single mandate?	PEO will primarily be a regulator
3. Will PEO Council elections/appointments be informed by a competency matrix?	PEO will use competencies matrix
4. What is the scope of the roles and responsibilities of Council?	Council approved a new Council Charter and Workplan outlining these
5. What rules of order will Council use in its meetings?	Council will substitute Wainberg's Society Meetings with Nathan and Goldfarb's Company Meetings
6. Which Committees will Council members serve on?	Council members will only serve on board (governance) committees
7. Which "governance" committees of Council will Council delegate diligence work to?	Council will use 4 core board (governance) committees, Audit & Finance; Human Resources & Compensation; Governance & Nominating; Regulatory Policy & Legislation
8. Who will serve on these committees?	Only members of Council will serve on these 4 core governance type committees
9. What is the scope and roles of these committees?	Council approved Committee Mandates for these committees, and each has an associated workplan
10. Which regulatory and statutory committees will PEO use to add value to its regulatory role and process?	Council approved using the regulatory committees specified in Statute, using their statutory mandates only
11. Who will serve on regulatory and statutory committees?	Council will not appoint Councillors to Regulatory and Statutory Committees as of the 2021 AGM (one exception due to legislation)
12. How will PEO ensure an orderly transition of committee members?	Committee transition plan created and implemented for 2021-22 year
13. What is the optimal size of Council based on its chosen governance models and regulatory mandate?	Council to discuss and decide in Phase 3
14. How will Council be composed – how many professional engineers and how many public members?	Council to discuss and decide in Phase 3
15. What terms and term limits are optimal for the PEO Council?	Council to discuss and decide in Phase 3
16. What competencies will be included in the PEO Council competency matrix?	Council to discuss and decide in Phase 3
17. How will Council be chosen (elections, appointments, double key)?	Council to discuss and decide in Phase 3
18. Who is eligible to be President?	Council to discuss and decide in Phase 3
19. How will be President be chosen?	Council to discuss and decide in Phase 3
20. What changes will be implemented for this election year (2022)?	Council to discuss and decide in Phase 3
21. Review & decide on roles, scope, mandates, membership, etc. of Chapters, "Other Committees," Committee volunteers & other organs.	Phase 4 discussion and decisions

Governance Solutions

Professional Engineers
Ontario

2020-2022 Strategic Plan
Roadmap to Transformation
Clarity of Purpose

ROADMAP TO TRANSFORMATION

2018
External Regulatory
Performance Review

2019 →
Action Plan &
Activity Filter

2020 →
Governance
Roadmap

2020-2022
Clarity of Purpose

2023-2025
Strategic Plan

Clarity of Purpose

- Governance
- Operations
- Organization
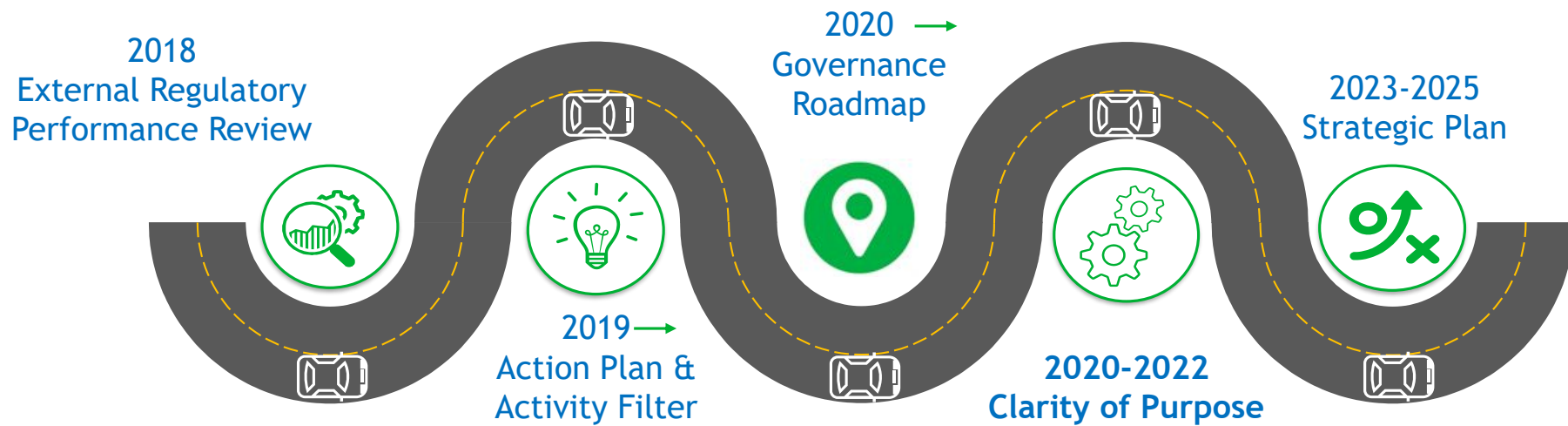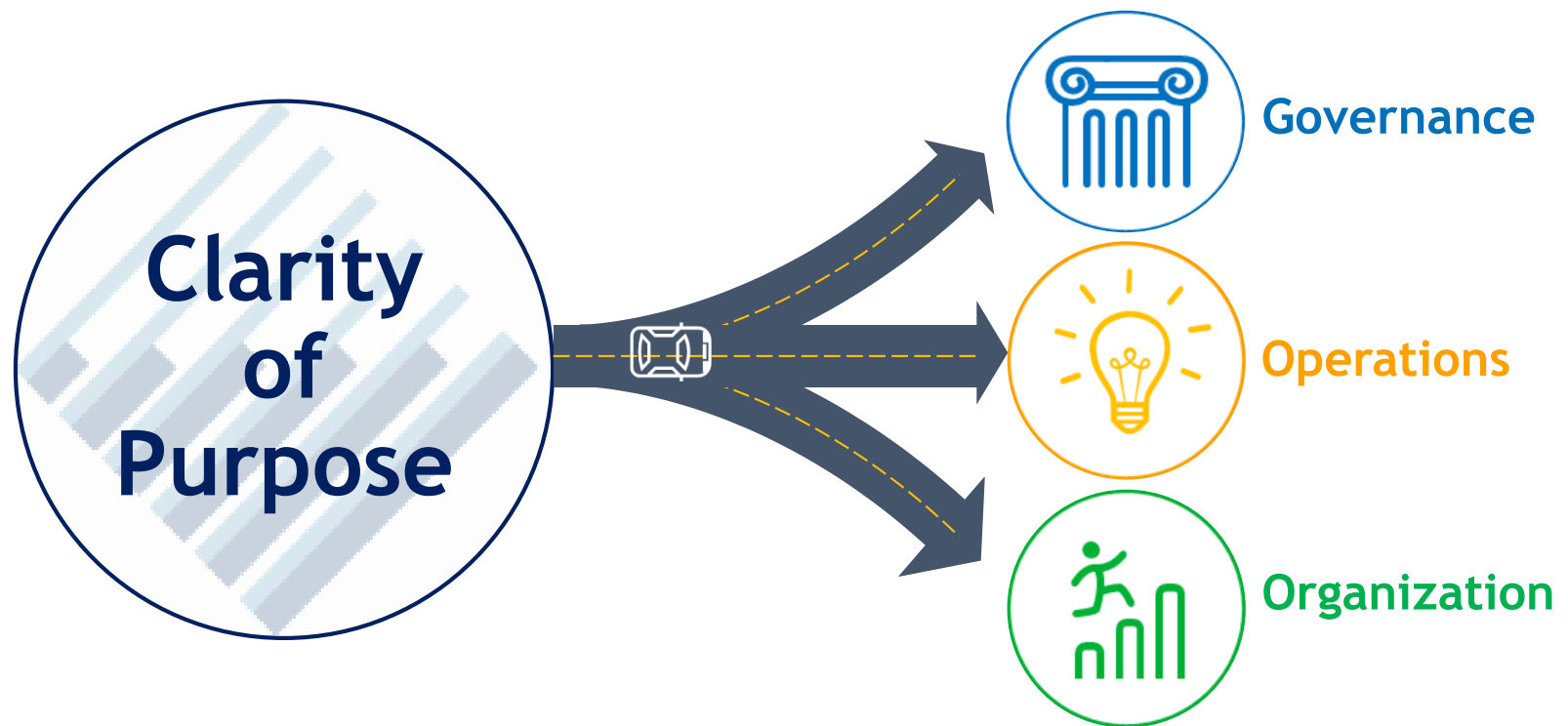
TRANSFORMATIONAL PILLARS

Enhanced
Governance

A governance culture that consistently makes decisions that serve and protect the public interest.

Modernized
Operations

A professional, modern regulator that delivers on its statutory mandate.

Superior
Organization

An employer of choice that provides a diverse, supportive and inclusive work environment.

GOVERNANCE PRIORITIES

Ensure appropriate governance and committees that adhere to PEO's strategic priorities and regulatory mandate

Decisions on non-governance, non-regulatory work

Board renewal (composition, competencies, evaluation)

Implement professionalized regulatory practices based on right-touch regulation principles

Professional Engineers
Ontario

2020-2022 Strategic Plan: *Roadmap to Transformation*

5

OPERATIONAL PRIORITIES

Review, simplify and modernize P.Eng. licensing process

Implementation of a mandatory CPD program

Incorporate diversity and inclusion best practices into all PEO systems and operations

Develop modern IT infrastructure and business practices to increase efficiency and maintain data security

Professional Engineers Ontario

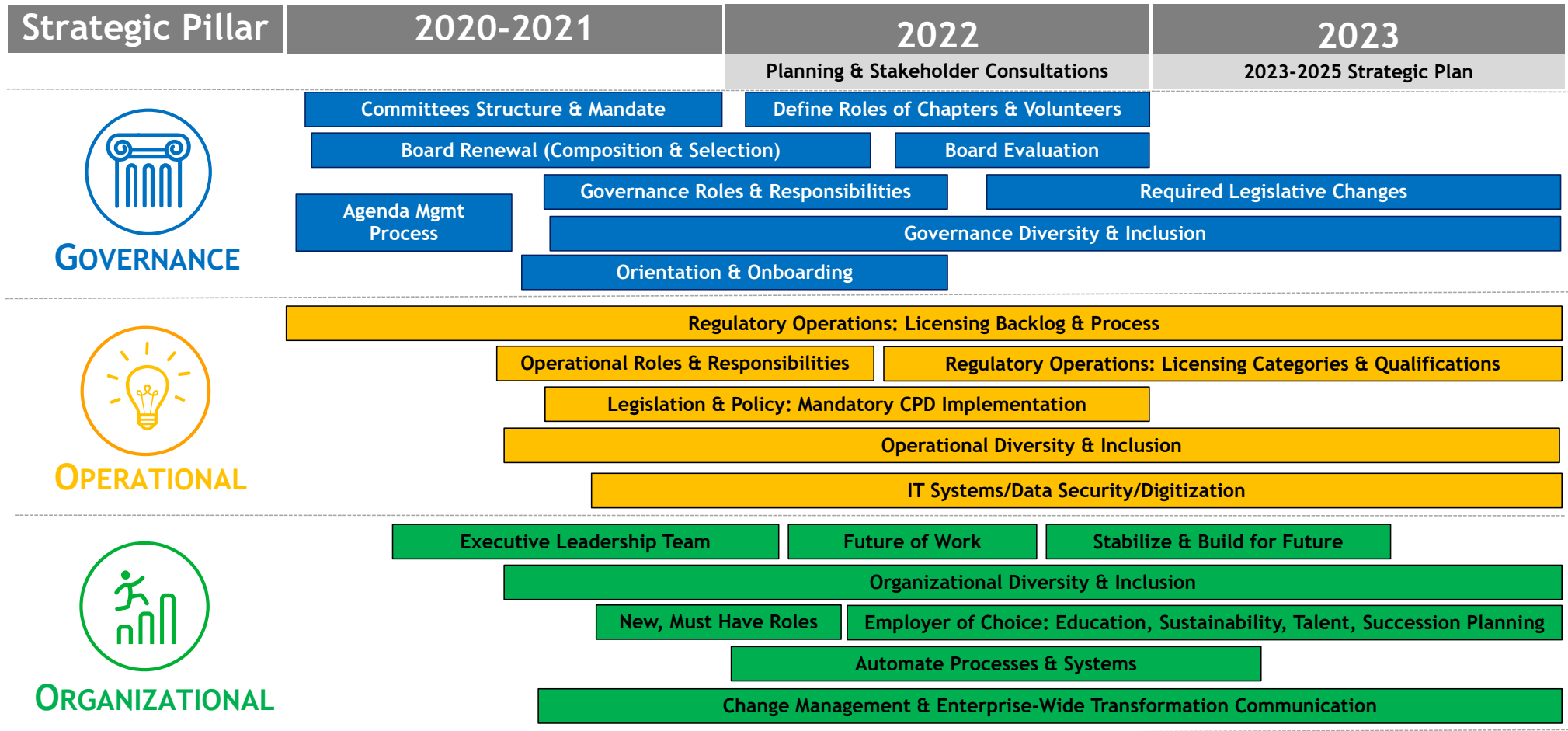2020-2022 Strategic Plan: *Roadmap to Transformation*

6

ORGANIZATIONAL PRIORITIES

Incorporate diversity and inclusion best practices into all PEO systems and operations

Future of work

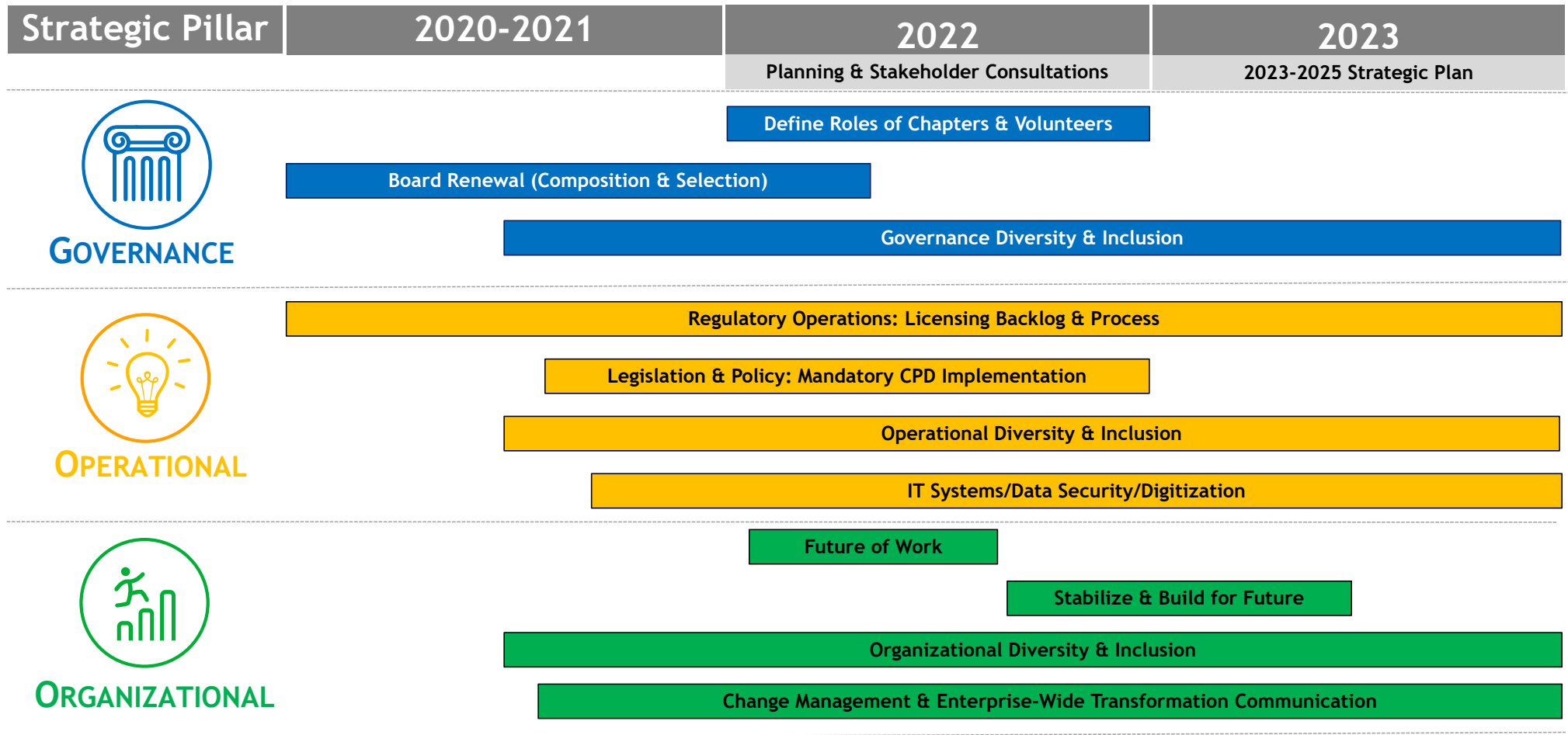Change management & enterprise-wide transformation communications

ONGOING TRANSFORMATION ROADMAP

Strategic Pillar	2020-2021	2022	2023
		Planning & Stakeholder Consultations	2023-2025 Strategic Plan

GOVERNANCE

- Committees Structure & Mandate
- Define Roles of Chapters & Volunteers
- Board Renewal (Composition & Selection)
- Board Evaluation
- Agenda Mgmt Process
- Governance Roles & Responsibilities
- Required Legislative Changes
- Governance Diversity & Inclusion
- Orientation & Onboarding

OPERATIONAL

- Regulatory Operations: Licensing Backlog & Process
- Operational Roles & Responsibilities
- Regulatory Operations: Licensing Categories & Qualifications
- Legislation & Policy: Mandatory CPD Implementation
- Operational Diversity & Inclusion
- IT Systems/Data Security/Digitization

ORGANIZATIONAL

- Executive Leadership Team
- Future of Work
- Stabilize & Build for Future
- Organizational Diversity & Inclusion
- New, Must Have Roles
- Employer of Choice: Education, Sustainability, Talent, Succession Planning
- Automate Processes & Systems
- Change Management & Enterprise-Wide Transformation Communication

TRANSFORMATION ROADMAP - PRIORITIES

Strategic Pillar	2020-2021	2022	2023
		Planning & Stakeholder Consultations	2023-2025 Strategic Plan

GOVERNANCE

- Define Roles of Chapters & Volunteers
- Board Renewal (Composition & Selection)
- Governance Diversity & Inclusion

OPERATIONAL

- Regulatory Operations: Licensing Backlog & Process
- Legislation & Policy: Mandatory CPD Implementation
- Operational Diversity & Inclusion
- IT Systems/Data Security/Digitization

ORGANIZATIONAL

- Future of Work
- Stabilize & Build for Future
- Organizational Diversity & Inclusion
- Change Management & Enterprise-Wide Transformation Communication

FEEDBACK

August 12, 2021

Professional Engineers of Ontario

Self-Regulatory Professions Governance Practices Comparator Research Report

Governance Solutions

Contents

Governance Solutions

Preface

The Professional Engineers of Ontario (PEO) is undertaking a governance renewal process. Its objective is to facilitate PEO being a modern, efficient regulator of the engineering profession with a view to protecting the public.

At its November 20, 2020 meeting, PEO's Council approved 11 core governance directions, including:

> *Council will "right size": An optimal range will be identified, likely smaller than the current size, based on mandate, and taking into account roles, needs, competencies and diversity considerations (including demographics)*

And at the same time, Council deferred a decision on the precise mix of profession and public members, terms, competencies-based selection, and the selection of chairs and offices ("3 P's").

It was agreed that GSI would conduct new comparator research into the composition, size, mix and selection approaches of other regulators to enable Council to make informed choices on these. This will include recommendations on Council size, mix and selection. Act changes may be required to enable implementation of these.

This research report summarizes the findings of this comparator research, beginning with a synthesis and recommendations, then more detailed findings.

The nine comparator self-regulatory organizations and their acronyms are:

- Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS)
- Association of Professional Engineers and Geoscientists of Alberta (APEGA)
- College of Physicians and Surgeons of Alberta (CPSA)
- College of Nurses of Ontario (CNO)
- Ontario College of Teachers (OCT)
- College and Association of Registered Nurses of Alberta (CARNA)
- Law Society of Ontario (LSO)
- Engineers and Geoscientists of British Columbia (EGBC)
- Royal College of Dental Surgeons Ontario (RCDSO)

These organizations were selected after consultation with PEO's leadership, to reflect a range of self-regulated professions across Canada, all of whom have recently reviewed their governance (although not all adopted reforms as of yet), to gain an understanding of the alternatives available to PEO, and the pros and cons of each. We interviewed key leaders at six of the comparator regulators to gain a deeper understanding of the motivation for change, the change process, challenges presented and the positive outcomes to share with PEO: these are reported in a separate section after the data tables.
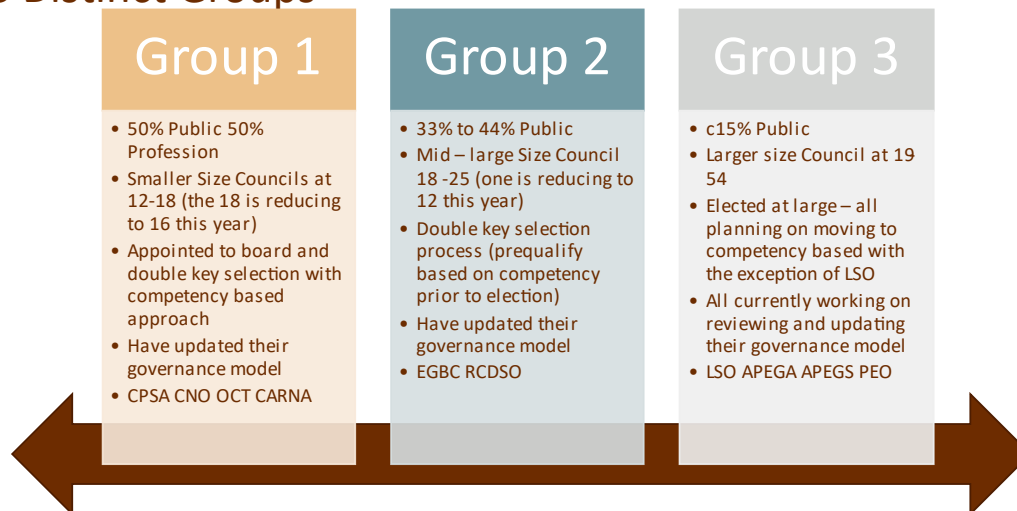
🏛 Governance Solutions

3

Executive Summary

This research report is organized in this way:

- Groups: three main groupings of regulators based on their chosen practices
- Recommendations: GSI's recommended choices for PEO to consider, with pros and cons
- Comparator research: summaries and detailed data tables for all questions we researched
- Interview findings: learnings and tips to PEO from regulator leaders who have recently gone through governance reviews and reforms

The governance structures of all these regulators range along a spectrum, with three distinct groups identified by GSI:

3 Distinct Groups

Group 1
- 50% Public 50% Profession
- Smaller Size Councils at 12-18 (the 18 is reducing to 16 this year)
- Appointed to board and double key selection with competency based approach
- Have updated their governance model
- CPSA CNO OCT CARNA

Group 2
- 33% to 44% Public
- Mid – large Size Council 18 -25 (one is reducing to 12 this year)
- Double key selection process (prequalify based on competency prior to election)
- Have updated their governance model
- EGBC RCDSO

Group 3
- c15% Public
- Larger size Council at 19 54
- Elected at large – all planning on moving to competency based with the exception of LSO
- All currently working on reviewing and updating their governance model
- LSO APEGA APEGS PEO

Group 1

Four of the regulators' governing Councils have a 50/50 mix between profession members and public members. This is considered the maximum proportion of public members while retaining a self-regulation model. Similarly, these regulators have the smallest size of Councils, ranging from 12 (CNO) to 18 (OCT and CPSA, although it is reducing to 16).

Profession members are appointed in two of these four, while another follows a "double key" selection process where nominees' competencies and attributes are vetted and then "qualified" or "endorsed"

Governance Solutions

4

candidates flagged to the membership during the election process. The fourth (CPSA) continues with elections for profession members.

Three of the four therefore use Council Competencies Profiles (sometimes called a skills matrix) to qualify candidates. Interestingly, so do the two regulators in the next group, as well as APEGS (in group 3) who has decided to adopt this practice (pre-qualifying nominees for election).

Group 2

Two of the regulators (EGBC and RCDSO) have recently reviewed their governance, and adopted a middle approach between the two extremes on the spectrum: they have decided on 33% or 44% public members, with the remaining majority (67% or 56%) being profession members.

Their Council size ranges from 18 (although reducing to 12 this year) (EGBC) to 25 (RCDSO) – in the latter case, there is a desire to include academics from universities, so this increases the size somewhat.

EGBC has adopted a more formal "double key" selection process, while RCDSO continues with the election of members of the profession to Council. Both use a competencies profile to pre-qualify or vet nominees, and this information is shared with the members, to integrate more competencies-based selection into the selection process.

Group 3

The remaining three regulators have Councils with 15-16% public members, meaning 84-85% members from the profession (LSO, APEGA and APEGS, which will reduce from 89% profession to 85% after adopting recent reforms).

These are also the regulators with the largest Council size: from 19 to 54 (in the case of LSO), although APEGS is reducing theirs to 13 with recent reforms. We have placed PEO in this group currently, since its current Council size is 25, with 88% being profession members, and 12% public.

All three of these regulators elect their profession members by their membership. APEGS is adopting a practice where nominees will be vetted or pre-qualified first, APEGA told us that they do use a competencies profile to identify key needs / gaps on Council. APEGS is moving away from geographic representation to a process where geographic will be one of the aspects considered in the competency profile, but Council members will be elected by members across the province at large.

In PEO's case, 10 Councillors are elected by geographic district, while 8 more members of the profession are appointed by the government in addition to the 3 public members and 3 elected officers (who are also members of the profession).

Governance Solutions

5

Recommendations

Here are GSI's Recommendations for consideration by PEO:

1. **Council size and mix (composition):** we recommend a Council size of 16, with a 50/50 equal mix between members of the profession and members of the public.

   a. A Council of 16 is a reasonably sized governing body that is optimally positioned to provide effective strategic direction and oversight to the College's corporate and regulatory governance (including populating 4 standing governance committees with 4 members each), and staff through its CEO/Registrar. While an optimal group size for problem-solving is 7, the average board size in Canada is 11, and the average of regulators with the first type above is 15.5. This recognizes the benefit of diversity and divergent thinking on regulatory governing bodies. A group of more than 16, however, becomes more difficult to manage and to function effectively, and larger boards almost inevitably spawn Executive sub-Committees which act on their behalf – not a good governance practice.

   b. The clear trend among other senior self-regulated professions is towards smaller governing boards/councils, balanced in make-up. An equal number of members from the profession and outside brings equity and balance to a self-regulatory body with the profession having a self-regulatory voice but not unduly dominating. It moves away from more of a representative model where protection of the profession can obscure protection of the public, both in perception and in practice.

2. **Council selection:** we recommend that PEO adopt a "double key" selection process for its 8 members of the profession.

   a. A competencies and attributes profile would be developed and approved, identifying sought-after competencies as well as diversity, geographic and other representational affinities sought (a straw model Profile is submitted concurrently with this research.)

   b. Nominees would be vetted against this profile and "endorsed" or "prequalified" in a communication to the electorate. Nominees who do not qualify would be communicated with, and either disqualified from running or they could be given this right despite this.

   c. The membership at large would then elect the Council members up for election each year (not by region).

   d. Geographic balance – to ensure that one or two urban centres don't dominate PEO's Council, for example – would be achieved by building this requirement into the Council Profile, so a slate of qualified candidates offered to the electorate would include a fair geographic balance.

Governance Solutions

6

e. This double-key process preserves the strength of democratic control exerted by the membership, which is central to a self-regulatory model, while integrating a more competencies-based approach into the whole selection process. The "double key" is designed as a "both – and" solution to this governance challenge.

3. **Council terms and limits:** we recommend that PEO adopt a three-year term for Council members, staggered (approximately one-third renewing each year), with a two or three-term limit (six or nine years).

   a. Regulators skew towards longer terms on Council and regulatory committees. The sense is that there is a significant level of competency needed to serve effectively, and this capacity is built through a combination of recruiting people with targeted experience and expertise and then developing those skills through onboarding and ongoing education and training.

   b. The rationale for a three-year term is that this is a reasonable balance between someone contributing value (learning curve to fully contributing) and asking someone to make a commitment of time and service. Most people would observe that it takes a full year, sometimes 18 months, to become a fully contributing Council member. A three-year term gives both the "owner" (public and members) and the incumbent an opportunity to evaluate renewal or to make a change.

   c. A two or three term limit offsets the advantage of incumbency by forcing turnover on Council. There is a sense that Council members can lose their independence and therefore their "edge" of (constructively) challenging management after several years of service. Most of the comparators adopted a six year limit, but we tend to favour a nine year limit in a regulator since it takes a lot of time to replace the learned skills of effective modern regulatory governance. Acknowledging that term limits are a blunt instrument, they force freshness around the boardroom table.

   d. Staggering terms is a tool that protects the organization from a wholesale change in the Council. No more than one-third of Council members may be replaced at the same time, which ensures a degree of continuity and institutional memory. Members who are upset at a Council can't completely change control in a single year, giving everyone more time for calmer heads to prevail and corrective action to be taken. However, if the same problem persists for a second year, the members now have an opportunity to change control in the boardroom. Like so many governance practices, terms and term limits are a delicate balance between opposing tensions.

4. **Officers:** we recommend that PEO Council elect its Chair (or President) on an annual basis with an ability to be re-elected for one additional term (two year maximum).

Governance Solutions

7

a. In all cases where comparator organizations have a President, that person is also Chair of the board/council.

b. In 6 of the 9 participating organizations, the Chair is elected by the board/council. The other 3, whose President is elected by the membership, are the three Engineering profession regulators.

c. In just under 50% of the organizations, the Chair can be a publicly appointed member of Council. In the Engineering and Legal profession regulators, the President must be a member of the profession, a registered or regulated member.

d. We do not recommend other officers of Council, as their roles are largely displaced by the four standing Committee Chairs in the new governance model. By removing these other offices, which are largely redundant in terms of practical roles, the selection of PEO's governing leader is a fresh process every year, not something set in stone for three years (which is the effect of the "3 P's" system.) PEO's current practice reflects more of association governance than a regulator.

5. **Committees:** we recommend no changes to PEO's Regulatory Committees and Governance Committees, since those recently approved by PEO benchmark favourably with the self-regulatory comparators.

a. "Other" Committees will be dealt with in the next phase of the roadmap, and GSI will include comparator research on chapters and other committees at that time (early 2022).

Governance Solutions

8

Appendix 1: Research Findings

When was the last time you updated your governance model and structure?

PEO[1]	APEGS[2] (SASK)	APEG (Alta)[3]	CPSA[4]	CNO[5]	OCT[6]	CARNA[7]	LSO[8]	EGBC[9]	RCDS0[10]
2020 (In process)	Just now in process – previously 1990	2019 (Still in process)	2015/2016. We are now in the process of doing a governance review to see where we have opportunities for improvement.	2015-2016, which led to the vision for implementation in 2020	2019 (ongoing) – structure transformation began in Feb 2021.	2021	2018 (Still in Process)	2021	2020

[1] Professional Engineers of Ontario
[2] Association of Professional Engineers and Geoscientists of Saskatchewan
[3] Association of Professional Engineers and Geoscientists of Alberta
[4] College of Physicians and Surgeons of Alberta
[5] College of Nurses of Ontario
[6] Ontario College of Teachers
[7] College and Association of Registered Nurses of Alberta
[8] Law Society of Ontario
[9] Engineers and Geoscientists of British Columbia
[10] Royal College of Dental Surgeons Ontario

 Governance Solutions

9

Mandate

All but one comparator organization has a single mandate, with the other focused on being primarily a regulator.

Are you single or dual mandate (Regulator and/or Association)?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Primarily – Regulator; Secondarily Association (OSPE also provides association services to members)	Primarily single, but in the absence of an organization similar to OSPE, we cautiously tend to be an association as well.	Single – Regulator	Single – Regulator	Single – Regulator	Single - Regulator	Single - Regulator	Single - Regulator	Single - Regulator	Single Regulator

Meetings

The Councils/Boards of the organizations surveyed met a minimum of 4 times per year with a few meeting more often.
Meeting length varied across the organizations, with some meetings averaging only 3 hours and others 2 days.

How often does your Council/Board meet each year?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
7 meeting per year	5 times per year	4 times per year	4 times, plus other shorter meetings added depending need	4 time per year	4 times per year	4 times	8 times	6 times	3 times per year

How long are your Council meetings?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
6 - 8 hours	5 hours	6 hours	2 full days	1 – 2 days	1 – 2 days	1.5 days	5 hours	6 hours	6 hours

Governance Solutions

10

Board Size

There was a considerable range in board size from a low of 12 to a high of 54 members. All the participants have recently reduced the number of board members, are in the process of doing so or are studying recommendations to reduce the number of board members. In some cases, this stems from legislation and in others, it is a desire to follow best practice recommendations for a smaller more effective governing body.

What is the size of your Board/Council?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
25	19 Are reducing size to 13 over a 3-year period.	19	18 (16 effective January 1, 2022)	12	18	16	54	18 (to be reduced to 12 this year)	25

Public Members

All the participants have a mix of Councillors from both the profession and the public. Four of the 9 participants have a 50/50 split between the profession and public members. In some cases, this has been legislated and in others, it is a desire to have significant public representation on Council.

What % of Your Board/Council is from the Profession and What % is Public Members?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
88% are profession members and 12% (3 out of 25) are non-members appointed by LGC	89% Profession – 11% Public; this will be 85% Professional – 15% when the Council size has been reduced.	84% Profession 16% Public	50% Profession/50% public	50% Profession 50% public	50% Members of the College and 50% public	50% Profession and 50% public	85% Profession – 15% Public	67% Profession -33% public	56% Profession and 44% Public (12 from the regions + 2 from academia + 11 public)

Governance Solutions

11

Nomination Criteria

Almost all the organizations still using member elections are using a nomination process and are vetting nominees through a competency screen. In some cases, this again is a desire to follow governance best practices, while in other organizations it is being driven by legislation. Councillors from the profession are elected in all but two of the organizations, however in many cases after being pre-qualified and vetted against a competency matrix.

How are Council Members Chosen?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Profession members are elected: 10 by geographic Region, 3 at large, plus 3 Officers; 8 Appointed by LGiC: 5 Profession and 3 Public	Profession members are elected 17 (to be reduced to 11) Appointed (Public) 2 (and will remain at 2)	Profession members are elected (APEG Alberta is reviewing its election process.)	Profession members are elected. Public members are appointed by the Lieutenant-Governor in Council	Profession members are appointed based on competencies and attributes	Profession members are appointed by Council, recommended by Selection and Nominating Subcommittee	½ (8) are elected by members of the College after a qualifying process and ½ (8) are appointed by the Lieutenant Governor in Council	Profession members are elected. (Lawyers vote for 40 lawyer members and paralegals vote for 5 paralegal members) Public members are appointed (Lieutenant Governor in Council)	Profession members are elected after going through a nomination process. Public members are appointed	Professional Members are elected, academic members are appointed by universities

Governance Solutions

12

Election Participation

Election participation remains at relatively low levels in all organizations, with recent statistics ranging from 11% to just under 30% of members participating in board elections.

If yes to elections: Voter participation – what % of your membership votes in Council elections

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
11% (2021)	14-17%	18%	18.22% (2020)	n/a	n/a	13%	29.97% (for lawyer voters (2019 election) 16.61% for paralegal voters (2019 election)	15.5%	-

If yes to elections: What if any guidelines do you provide to candidates running for election?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Yes – geographic Regions for 10; other guidelines published	Yes- Current Requirements – a minimum of 4 professional engineers and 2 professional geoscientists (from Act). For 2022 and subsequent elections, the discipline and geographic representation has been removed in favour of an "at large"	Yes - APEGA Council and the Nominating Committee identify the top needs for Council. These have been identified to ensure APEGA Council maintains the trust of the government and the public to fulfill their mandate to	Yes – guidelines provided on who is eligible to run for Council and information is provided on the duties and responsibilities of being a Council representative.	n/a	n/a	Yes- Guidelines are provided to candidates regarding eligibility requirements and desired competencies Each nominated candidate must attest to reviewing: 3 Webinars: Introduction to Regulatory Governance;	Yes- Elections procedures, including requirements for candidacy and options for candidate materials for voters, found in LSO By-Law 3	Yes- Encouraged to review the skills and abilities matrix developed by Council, Council Terms of Reference and Council Position Description and Role Profiles.	No -As part of its governance project, the College is developing a Candidate Eligibility Course.

Governance Solutions

13

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
	councillor election process. There is also a revised nomination process which will include a gap analysis of skills on Council as well as an interview and vetting process to identify eligible nominees.	protect the public				Foundations; The Roles and Responsibilities of a Board Member Council Charter and Code of Conduct Election Rules Health Professions Act handbook			

Governance Solutions

14

Board Tenure

The standard term for board members is 3 years with a maximum of 2 terms. In some cases, individuals are allowed to run again for a board position after a short hiatus.

What are the terms of Council Members?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Elected Councillors – 2 years Appointed Councillors – 3 years	3 years	3 years	3 years	3 years	2 years	3 years	4 years	3 years	2 years

What is the maximum term limit of Council Members?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
6 year maximum for Profession Members	6 years A Councillor that has served 6 years on Council can continue on Council if elected to an Executive Committee position.	None	6 years Councilors can run for another set of 2 terms after a 1 year waiting period.	6 years	6 years	6 years	12 years	6 years	8 years

Is there an age limit?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
No	No	No	No	No	No	No	No	No	No

Governance Solutions

15

Diversity

Most organizations have no diversity targets or requirements for their board. The organization which has requirements and targets focuses on factors such as cultural background, participation of First Nations, gender, region, and practice sectors.

Do you set target or requirements for diversity on Council (gender/visible diversity?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
No	No	No	No	No Identify diversity attributes in the board profile, but at this time there are no specific targets set.	Yes	Yes	No Structure enables varied perspectives, abilities and backgrounds. But no specific targets set.	No	No – Focus on skills diversity. However, diversity in other "human characteristics" will be addressed by Council soon.

If yes, what are your targets?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
n/a	n/a	n/a	n/a	n/a	In process of finalizing: draft, at least 1 French speaking from profession and 1 from public; At least 1 public member Indigenous; Other diversity and demographic considerations, no targets.	Variety of cultural backgrounds First Nations Gender Regional Practice Sector	n/a	n/a	n/a

Governance Solutions

16

Competency Matrix/Profile

All but one of the participants use a competency-matrix/profile for their board recruitment and selection (the remaining organization has a competency-matrix/profile under consideration). The profile is primarily used for the nomination and selection processes, with the majority using this tool for qualifying/disqualifying and appointing board members.

Do you use a competency matrix/profile for Council? Yes/No

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
No (general competencies are set out in pre-election material e.g., 2021 Election Guidelines)	Yes Prior to 2021, no; however, this is part of the new nomination process.	Yes	No but, we are in the process of developing one	Yes	Yes	Yes	No	Yes	Yes – this is currently a work in progress.

If yes, do you use it to: Recruit? Nominate? Qualify/Disqualify? Recommend? Appoint?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
n/a	Yes For 2022 and subsequent elections Recruit, Nominate, Qualify, Appoint, Recommend	Yes Recruit and nominate	Yes Recruit, nominate and recommend councilors.	Yes Used for recruitment, nomination, qualification, recommendation and appointment.	Yes Recruit, Nominate, Qualify, Appoint, Recommend Also, to recommend to government for members of the public	Yes Used for recruit, nominate, qualify/disqualify, recommend and appoint.	n/a	Yes Nominate and qualify	Yes Recruit and appoint

Governance Solutions

17

President/Chair

In all cases where the organization has a President, that person is also Chair of Council. In 6 of the 9 participating organizations, the Chair is elected by Council. In 5 of the organizations surveyed, the Chair can be a publicly appointed member of Council.

Is the President also the Chair?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Usually Although it is possible to have a separate Chair	Yes	Yes	Yes Changing the name from President to Chair	N/A There is no "President" only a "Board Chair".	Yes	Yes	Yes President and Chair is also Treasurer	Yes	Yes

How is the President Chosen?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Elected by Members	Nomination Committee (same process as Council Members) President-Elect is automatically the President	Elected by Members Person with the highest number of votes of those running for Vice President becomes President Elect	Elected by Council	Appointed by Council Based on competencies (annually by the Board based on recommendation of the Governance Committee)	Appointed by Council Recommended by the Selection and Nominating Subcommittee to Council	Elected by Council	Elected by Benchers (Board members) entitled to vote	Elected by Members	Elected by Council

Can the Chair be a public member?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
No	No	No	Yes	Yes	Yes	Yes	No	No	Yes

Governance Solutions

18

If different from the President, how is the Chair chosen?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
If President does not assume the Chair, elected by Council.	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

What are the eligibility requirements for President/Chair?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
A member of PEO.	A member of the profession	A member of the profession	A current member of Council who will have been on Council for at least one year prior to the start of the term as President.	Any Director on the Board can apply, the eligibility is based on competencies	A member of Council	A member of Council	Must be an elected bencher from the legal professions.	Must be a registrant in good standing	A member of Council

Governance Solutions

19

Board Governance Committees

All but 2 of the organizations participating in the survey had a Governance and/or Nominating Committee. All but one organization had an Audit & Finance Committee. There was an almost even split in the numbers of organizations which utilized an HR and Compensation Committee (5 of 9 organizations). Two of the organizations without an HR and Compensation Committee use an Executive Committee for this role.

Governance & Nominating Committee

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	No
	Nominations	2 separate committees: Governance and Nominating	The Committee doesn't specifically have a role in Nominating.	2 separate committees: Governance and Nominating	Governance Committee has a Selection and Nominating Subcommittee			Nominations	Governance Working Group focused on governance reform

Audit & Finance Committee

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes
	Also includes Risk								Also includes Property and Administration

Human Resources & Compensation

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Yes	No	No	No	Yes	Yes	Yes	Yes	No	No
	Handled by the Executive Committee	Handled by the Executive Committee		(It is a sub-committee under the					

🏛 Governance Solutions

20

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
				Finance Committee that fills this function)					

Other

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Legislation and Regulatory Policy Committee Executive Committee (in Statute, only active as mandated by Council)	n/a	Executive Committee	Legislation and Bylaws	n/a	n/a	n/a	Strategic Planning and Advisory Committee Compensation Fund Subcommittee of the Audit and Finance Committee	Executive Committee	Executive Elections Legal and Legislation Pension Governance Committee Council Eligibility Review Committee

Governance Solutions

Regulatory and Statutory Committees

Each organization surveyed had Complaints and Discipline Committees. Seven have an Academic Requirements Committee and 6 a Registration Committee. Some participants told us they felt there was no need for these two committees. Six out of the 9 participating organizations had a Fitness to Practice Committee. Only 4 out of 9 had an Appeals Committee, however in 2 of the other organizations Council was tasked with hearing appeals.

In all of the surveyed organizations, Council appointed members of regulatory committees with only 2 allowing Council members to sit on those committees, and 1 allowing it in a limited way. Nearly all organizations required at least 1 member of the public to sit on each regulatory committee. In all cases, committee chairs were appointed by Council.

Complaints Committee

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Yes	Yes Called Investigation Committee	Yes Called Investigative Committee	Yes Called Complaint Review Committee	Yes Called Inquiries, Complaints and Reports Committee	Yes Called Investigation Committee	Yes	Yes Called Proceedings Authorization Committee	Yes	Yes Called Inquiries, Complaints and Reports Committee

Discipline Committee

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Yes	Yes	Yes	Yes Hearing Tribunal	Yes	Yes	Yes Hearing Tribunal	Yes Tribunal (Hearing Division)	Yes	Yes

Academic Requirements Committee

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Yes	Yes Regulatory Board	Yes Practice Review Board	No	No	Yes Accreditation Committee	Yes Nursing Education	Yes Professional Development	Yes Credentials Committee	No

Governance Solutions

22

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
	Academic Review					Program Approval Committee	and Competence Committee		

Registration Committee

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Yes	Yes Called Regulatory Board	Yes Called Board of Examiners	No (Deputy Registrar for Registration has this responsibility. The Registrar appoints the person into this position.	Yes	No	Yes	No	Yes Called Credentials Committee	Yes

Fitness to Practice Committee

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
No	No Experience Review Committee.	Yes Practice Review Board	Yes Competence Committee	Yes	Yes	Yes Competence Committee	No	No	Yes

Appeals Committee

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
No	No Complainant may ask Council to review a decision of the	Yes Appeal Board	No Council has delegated, though Bylaw hearing appeals to panels of Council.	No	Yes Registration Appeals	Yes	Yes Tribunal – Appeal Division	No	No

 Governance Solutions

23

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
	Investigation Committee. A member may appeal to the Court of Queen's Bench of Alberta								

Adjudication Committee

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
No	No	No	No	No The Discipline and Fitness to Practice Committees are adjudicative	Yes Adjudicative Body of Chairs composed of the Chairs and Vice-Chairs of the 4 statutory committees (and others if needed). Duties are specified in the Act	No	Yes Called Tribunal Committee	No	No

Other Regulatory Committees

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Experience Requirements Committee Consulting Engineer	CPD Compliance Experience Review Licensee Admissions	Practice Standards Committee Joint Boards (APEGA and ASET) work	Physician Health Monitoring Infection Prevention and	Quality Assurance Committee Patient Relations Committee	Accreditation Appeal, Standards of Practice and Education Committee	Complaints Review Committee Registration Review Committee	Access to Justice Equity and Indigenous Affairs	Audit and Practice Review	Quality Assurance (Continuing education and practice enhancement)

🏛 Governance Solutions

24

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Designation Committee Fees Mediation Committee Professional Standards Committee	Professional Practice Exam	together to manage the P. Tech designation. Enforcement Review Committee	Control Committee		We have rosters of eligible panelists to support the work of committees with adjudicative panels		Paralegal Standing Professional Regulation		Patient Relations Dental CT Scanner Professional Liability Program Sedation and General Anesthesia International Trade Committee

How are Regulatory Committee members chosen?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Appointed by Council	Discipline and Investigations Committee appointed by Council. Other Committee members appointed by the Regulatory Board	Appointed by Council	Appointed by Council.	Appointed by Council based on competencies	Committee members apply, Selection and Nominating Subcommittee recommend, and Council appoints	Committee members apply, Selection and Nominating Subcommittee recommend, and Council appoints	Chosen by Treasurer and appointed by Convocation Benchers	Appointed by Council based on competency needs.	Appointed by Council.

🏛 Governance Solutions

25

Are Council members eligible to serve on these?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
No Except for the Discipline Committee as per The Act	No Except for Investigations Committee: must have 1 public member as per The Act. And exception for Regulatory Board where 1 member of Council appointed as a liaison	No	Yes On some	No	No	No	Yes	No	Yes

Is there a required mix of profession and public members?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
n/a	Yes For the Committees where there is an exception for Council member serving on Regulatory Committees	Yes	Yes Competence Committee requires 1 Councillor who is a public member	No	Yes There is a required 50/50 split of college members and non-members.	Yes Out of 7 members (min) there must be at least 2 members of the public.	Yes Only for Compensation Fund Sub-committee, Paralegal Standing Committee and Proceedings Authorization Committee	Yes At least 1 member of the public on each regulatory committee.	Yes Regulatory Committees are comprised of a prescribed number of profession and public Council members.

Governance Solutions

26

How are Committee Chairs chosen?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Some: Appointed by Council upon recommendation of the Committee Some: Committee elects their own Chair	Appointed by Council Based on recommendation from the committee itself	Appointed by Council	Appointed by Council With input from the Committee	Appointed by Council Based on competencies and on the recommendation of the Governance Committee	Appointed by Council Based on recommendation of Selection and Nominating Subcommittee	Appointed by Council	Chosen by Treasurer and appointed by Convocation	Appointed by Council	Appointed by Council

Orientation and Education

Several organizations hold orientation programs for those seeking board positions. This was seen as particularly important for those organizations where the prospective candidates were seeking to fill needed competencies around the Council/Board table.

Most organizations surveyed have an orientation program for new Council/Board members. Similarly, nearly all the participants in the survey offered education both for Council as a whole and for individual board members. Training/education programs vary based on knowledge gaps identified by Council evaluation process, on the issues/decisions which Council would be facing and on general governance and/or regulatory knowledge needs.

Do you have a preorientation program for people running for Council?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Yes This has just begun	No Are hoping to do this	No Self-education is available on the duties and role of Council	Yes We have held town hall sessions for people interested	Yes Potential Directors are asked to watch a video, review the board	Yes Information about the role of a Council, committee or roster member is	Yes An information package is prepared by the Nomination Committee	No	No	Yes Minimal: Candidates are made aware of the requirements as per the

Governance Solutions

27

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
				profile and reflect on their availability to make an informed decision about applying	available on the website.	for all candidates which includes a role description and competency matrix for Council.			Bylaws and the needed competencies.

How do you orient and educate Council members on their governance roles and responsibilities?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
Orientation and education sessions offered to new and current Councillors. Conducted by external advisors, staff and Council leadership.	Some training on APEGS, governance and regulatory processes.	Governance Committee is responsible for this. New Councillors receive orientation, existing Council members receive ongoing education.	Orientation sessions for new Councillors. Includes a Code of Conduct; "Principles to Guide Council Interactions" which outlines responsibilities of Council members Assign a mentor to new Councilors	Annual orientation for Council occurs annually when council members turn over. Includes the Council's board culture, their competencies, principles and team norms in addition to the unique role of a regulator within the system.	Required orientation and education sessions for members of Council related to their governance roles and responsibilities.	In process of developing a robust onboarding/orientation and education process. Budget for Council Members to self-educate in governance matters.	Orientation program includes: LSO's governance and organization structure; roles and responsibilities of benchers; roles and responsibilities of management; the budget; Convocation, committees and task forces; LSO Tribunal; Bencher professional development; Strategic plan; LSO's	Required one-day orientation session.	4 orientation modules covering fiduciary duties, Council member roles, governance changes in Canada, Equity-Diversity-Inclusion for governance, and high-level reviews of Council responsibilities in finance, communication, strategy and transparency.

🏛 Governance Solutions

28

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
							commitment to equity, diversity and inclusion; commitment to Indigenous cultural competence.		

What type of ongoing education do you offer Council and Committee Members?

PEO	APEGS (SASK)	APEG (Alta)	CPSA	CNO	OCT	CARNA	LSO	EGBC	RCDS0
External speakers on relevant topics.

There are no external courses offered to Council or Committee Members. | Council members and other volunteers invited to attend / participate in PD events held by APEGS

Provide a "credit" for volunteers to attend APEGS PD events. | No response | Council Members provided with a self-assessment tool they are required to complete. Results are reviewed by the Governance Committee reviews topics for education sessions and recommends topics to Council. Executive Committee develops. Budget $1500 per year per Councillor | Quarterly professional development sessions – the content of which is informed by feedback from Council, but also other needs.

E.G. spotlight key regulatory functions throughout the year to support Council's deliberations and decisions. | Professional development is provided when requested or required. | Currently developing an education plan for Council. Provide training on both individual and collective level for upcoming big decisions.

Use both internal and external training | Benchers are required to attend professional development sessions designed to orient, educate and equip them for their governance responsibilities. | n/a | Education is being planned to cover College programs and Council development.

Topic focus on interest or need. E.G. sexual abuse, sexual misconduct, harassment and boundary violations. |

🏛 Governance Solutions

29

Appendix 2: Interview Highlights

Governance Solutions was able to interview senior leaders of 6 of the 9 organizations in this research project. We greatly value the responses of these individuals to questions related to the key drivers of governance change, a description of the change process, hurdles encountered in the change process, and any advice they would offer other self-regulating organizations going through a similar process.

It is clear that organizations which self-regulate professions in Canada are on a governance journey. In some cases, it is a journey forced by legislation but for many organizations this transformation is a result of visionary leadership and a dedication to the public they serve.

For each organization, this journey involves a clearer focus on their primary mandate of regulating in the public interest. With a few exceptions, they are transitioning to smaller boards with a more significant emphasis on public involvement on Council. Self-regulating organizations are also developing and implementing competency matrixes/profiles for their board and committees to ensure governance effectiveness.

While on different stages of this governance journey, the organizations surveyed are all embracing this change – confident that it will enable them to fulfill their statutory obligations and allow them to continue to enjoy the privilege of self-regulation.

All the organizations interviewed identified benefits from having addressed and reformed their governance structure and processes. These benefits included clarity of purpose, fully focused on the organization's statutory duties. Some noted that smaller board sizes have led to more interaction around the Council table and more effective board interactions. While still early days for some, they felt adding needed governance competencies would lead to more effective governance outcomes. Several stated that being ahead of any government mandate to reform their governance structure was better than being mandated to reform.

Benefits

All the organizations interviewed reported benefits from these changes. These included:

- Clarity of organizational purpose (focus on regulating the profession in the public interest)
- Additional competencies added to Council and committees leading to greater effectiveness
- Improved discussion and dialogue around the Council table (mostly stemming from reduced board size)
- Increased opportunity to gain insights and perspectives from public members of Council
- More focus on being a learning organization and seeking continual improvement in governance practices

Governance Solutions

30

- Avoiding government interference in the governance of the profession; and
- Increased opportunity for capable volunteers to serve on committees which had previously been populated by Council members.

Key Drivers of Governance Change

1. **Trends** - All those interviewed stated that they had a clear sense of the emerging governance trends with respect to self-regulating professions. They indicated that they were aware of trends towards smaller boards with board selection (either elected or appointed) based on competencies needed for governing in the public interest. They were also aware of the trend of appointing a larger percentage of public members to the boards of self-regulating professions.

   Interviewees saw these trends as positive and necessary in fulfilling their regulatory mandates to serve in the public interest.

2. **Leadership** - Three of the organizations indicated that visionary leadership pushed their organizations to be best in class regulators with a governance system that supported that objective. In all cases, these leaders cast a vision for change, supported Council in developing a change process and worked to implement the desired changes.

3. **Legislation** - Governments also played a part in driving change in several of the organizations interviewed. For some it was the prospect of legislated change which spurred reform while for others governance change was legislated. For example, two of the Alberta based organizations had governance change imposed by provincial legislation with one organization being required to move from a dual mandate (regulator and association) to a single self-regulatory mandate. Despite the legislated reforms, both welcomed the mandated changes.

   Several organizations recognized that their governments could be requiring a move to different governance structure (smaller, competency-based boards with significantly more public participation) and wanted to implement change before they were mandated to do so. This included the very real fear of losing the ability to self-regulate.

Change Process

Interviewees shared the process used to initiate change within their organizations. Most organizations interviewed followed a similar process of governance reform.

1. **Establish Taskforce/Committees** - Several of the organizations commissioned a special task force while others utilized either the Governance or Executive Committee to study and recommend changes. The majority used an external expert to support the change process.

2. **Study Trends** - Externally, they studied trends in governance practices of self-regulating professions in Canada and in one case internationally, with an eye to identifying practices that would lead to more effective governance in the public interest.

Governance Solutions

31

3. **Appraise Current Practices** - Internally, they undertook reviews of their current governance structures, comparing them to what they considered best practice.

4. **Get Input from Key Stakeholders** – Nearly all of the organizations surveyed shared ongoing information with key stakeholders. Some utilized town hall meetings to inform stakeholders and receive feedback.

5. **Develop Recommendations for Approval** - From each analysis, recommendations were prepared for the governing body to discuss and decide.

6. **Prepare Detailed Plans for Implementation** – Most of the organizations interviewed prepared detailed workplans outlining timelines, budgets and the human resources needed to facilitate change.

7. **High Levels of Communication** - Several organizations underscored the need for ongoing and effective communication to key stakeholders throughout the change process. They noted that the taskforce or committee undertaking the study needed to keep Council fully informed. And they highlighted that it was important to make profession members aware of the work that was being done, why it was being done and what some of the implications might be. In addition, several noted that maintaining a good working relationship with their government ministry and minister was extremely beneficial (this was especially helpful when it came to requesting needed legislation changes). One organization felt keeping the media informed on proposed governance changes was important with the additional benefit of keeping the public informed.

Hurdles

Implementing change was not without challenges. These challenges included:

1. **Legislation** - The inability to control the timing of legislation leaving organizations which had proposed changes to their governance structure and election/appointment practices in limbo.

2. **The Human Factor** - Most organizations noted that the major hurdle to governance change was the human factor. In some cases, it took time for Council members to be persuaded of the need for change. Several organizations noted that it was seen as a professional honour to serve on Council and to reduce the number of open board positions was hard for some profession members to accept. In one organization, it took time for some Council members to process that their skills would not be required going forward despite their strong desire to serve their profession. It also took time to fully grasp how increasing the number of public board members could support effective self-regulation of the profession.

3. **Existing Processes** - Election by peers (especially in a regional structure) was a hurdle to implementing transformative governance. While desired competencies for board members were advertised, those organizations that did not qualify candidates did not always have the needed skills and abilities.

Governance Solutions

32

4. **Securing Decisions** - For those organizations, whose change took place over a longer period there was a constant need to affirm previous board decisions on governance with newly elected board members. Several organizations noted that newly elected board members often felt that their duty was to their professional constituents rather to regulate the profession in the public interest.

5. **Impact on other Professions** - One organization noted that their profession being grouped together with other professions in legislation required careful thought i.e., a change in the Act could be beneficial to them but detrimental to other self-regulators (especially smaller organizations with limited resources).

6. **Organizational Capacity** - Several organizations noted that governance changes had a tremendous impact on staff and noted that their organizations struggled to find staff capacity at certain points in the change process.

Advice

Each of those interviewed was asked to provide advice to others who are or who will undergo similar governance journeys. They were pleased to do so.

1. **Change is Not an Option** - Several organizations noted that expectations of governments and the public are changing (they are much higher) and putting pressure on self-regulators to be excellent in their role. One participant commented, "If you don't adapt you will lose the ability to self-regulate."

2. **Focus on Your Mandate** - One organization pointed out that it is important to be laser focused on your target public. Be clear on what their wants and needs are.

3. **Base Decisions on Evidence** - Make sure that any changes are based on evidence. This requires research and a continual scan of the self-regulatory environment.

4. **Establish Change Agents** - It is important to establish a key group of leaders who understand the need for change and ultimate governance vision. One organization emphasized that it is important to have a President/Chair who understands the need for and embraces the need for change. Most organizations noted that it is important to establish a smaller group to study trends, analyze the need for change and make recommendations. Several noted that not all members of a taskforce or special committee need to be internal. Some of the organizations successfully added taskforce members from other organizations who had already undergone similar changes.

5. **Plan** - Several organizations noted that change is a long-term process that it takes patience and planning. One organization pointed out that a staged approach is often the most effective way to implement changes over a long period of time. In this vein, another organization emphasized the need for a detailed and timed workplan with clear milestones and accountabilities. A clear
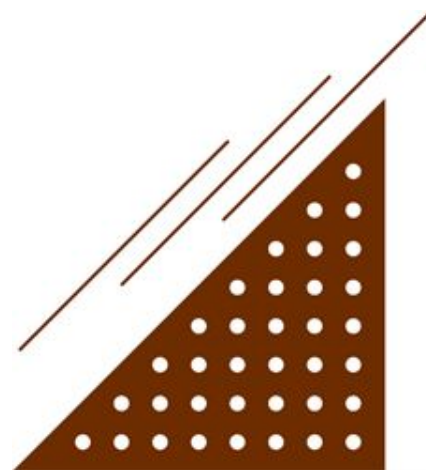
Governance Solutions

33

workplan, they noted, had helped keep them on track and identify needed resources including human resources at each phase of the process.

6. **Engage Experts** - A majority of those interviewed advised organizations to engage a trusted external expert who could provide advice and support throughout the transformation process. It may be necessary to have different external advisers at different stages of the change process, i.e., one to help with understanding needed changes and another to help implement the change process.

7. **Learn from Others** - Several organizations advised those on a transformative governance journey to reach out to other self-regulators who undergone similar changes. Learning from those who have already undergone substantial governance change can help organizations avoid pitfalls and adopt beneficial change practices. They noted that many organizations are only too glad to support you if you ask for their help. This research study is an example of this suggestion.

8. **Frame the Change** - It is important to correctly frame the change process. For example, Council needs to see that this a process they are initiating to be effective self-regulators rather than something that is being imposed on them. One organization recognizing the growing desire for public participation in self-governing professions, reframed the function of Council from "self-regulation" to "co-regulation" of the profession. Another framed the discussion as, "this is not something we are doing wrong but we are constantly seeking to improve what we do."

9. **Communicate to Key Stakeholders** – As noted above it is important to effectively communicate with key stakeholders, particularly profession members throughout the process. Also, there is a focus on keeping Council and the governance committees informed. One interviewee pointed out that Regulatory Committees will need to be kept informed and educated on how this change will impact them. For example, in some cases Council members will no longer serve on regulatory committees creating short-term gaps but also opportunities for others to serve.

10. **Ensure Capacity for Change** - Several interviewees pointed out that governance change puts additional tasks on the organization's staff. While there is pressure to change, the rate of change must be appropriate for the organization. Organizations need to ensure that they provide sufficient resources for staff to support needed changes. Two organizations noted that there was a tendency for boards to drift into operational areas during the governance change process and therefore ensure that governance and operations remain as distinct functions especially at times when organizational capacity is limited.

Governance Solutions

34

About Governance Solutions

Governance Solutions Inc. (GSI) has been trusted for over 30 years by organizations to provide superior governance solutions. Solutions like: The Professional Director Certification Program®, BoardConnex® the latest in smart board portals, The Board and CEO Evaluation Solutions, strategic planning and The Scorecard Solution, Director Profile, governance best practices research, and consulting.

Our expertise spans the globe and sectors. You can count on Governance Solutions to provide independent, affordable, superior, accessible, customizable, professional, governance solutions. You can build, organize, educate, leverage, evaluate and optimize your governance with our integrated portfolio of governance products and services. GSI delivers tools, online resources, benchmarking, knowledge, and advice based on a unique blend of experience, research, and user-friendly technology.

Governance Solutions helps organizations strengthen their governance practices. We understand your challenges and are trusted by leading organizations around the globe because our entire leadership team has deep experience. Each has walked in your shoes as CEOs and Board members and has many years of substantive dialogue with governance leaders. Your board members and senior executives responsible for governance will be empowered by our principle-based approach.
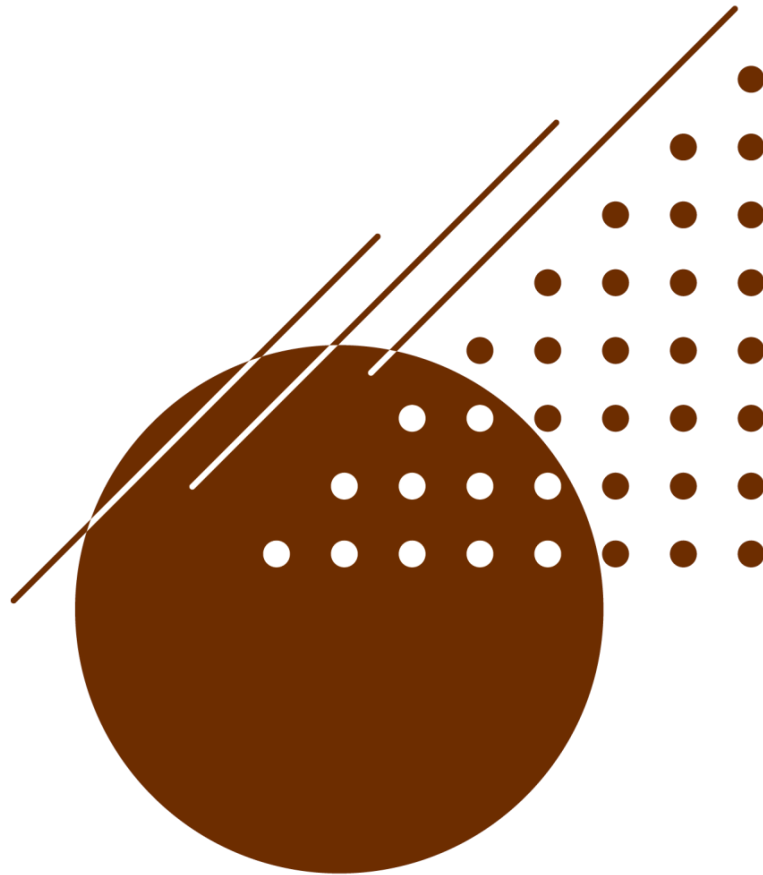
Contact us
1-888-698-3971 or info@governancesolutions.ca

🏛 Governance Solutions

35

August 12, 2021

Professional Engineers of Ontario

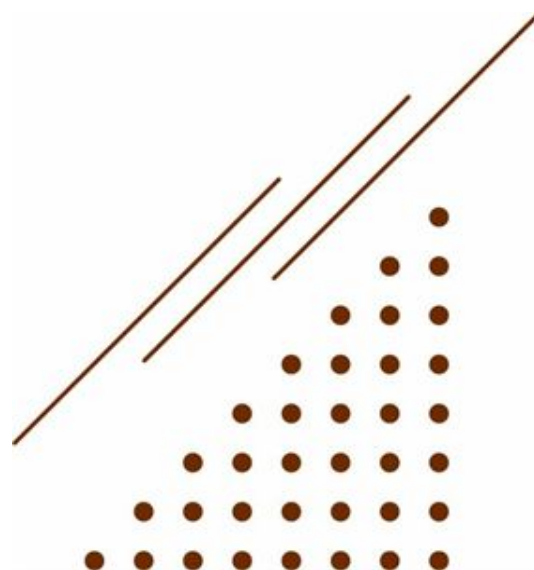**CONFIDENTIAL DRAFT REPORT: Straw Model Council Competencies & Attributes Profile**

Governance Solutions

Table of Contents

Governance Solutions

Straw Model Council Profile

The Professional Engineers of Ontario (PEO) engaged Governance Solutions Inc. (GSI) to provide assistance, professional advice, and tools that will enable proactive, healthy, effective Council renewal and succession that are best suited for this self-regulatory organization.

The goal of this assistance is to facilitate PEO's Council renewal and succession strategy and process in a way that would result in an effective, strategic Council capable of oversight in a complex organization of the size, scope and complexity of PEO.

This initial straw model competencies and attributes profile is intended to provide PEO with a starting point for dialogue as Council enters Phase 3 of its governance roadmap and considers the topics of council size, composition and selection.

A Council Competencies & Attributes Profile (Profile) on the surface may appear to some to be a check box process. It is not. It is a modern governance tool designed to articulate your needs and agreements in an objective way for the purpose of ensuring healthy, targeted Council renewal that serves the best interests of the organization and ultimately protects the public.

A Council profile is an inventory of potential competencies and attributes that together would make up the "optimal" future state Council of PEO.

- Profiling is NOT an exercise designed to determine WHO should be on the Council. It is designed to articulate the OPTIMAL PROFILE for Council, and WHAT GAPS EXIST on the current Council as a collective. And to highlight where there may be too much concentrated expertise. This is done to inform the Council renewal process as seats become available on Council.
- Profiling is NOT an evaluation of a Council member's effectiveness. It is simply a self-reporting of attributes and competencies each Councillor has developed over time. These are then compared with the optimal needs of the PEO Council. This process will allow PEO to determine any gaps on the Council that may need to be filled over time.

The 5-Level Profile

The profile has 5 competencies and attributes levels. They are:

- Level 1: Where Have You Been? Industry Knowledge and Experience Competencies: This first group of competencies deals with industry knowledge and experience, *where* individuals have spent large amounts of their adult life.
- Level 2: What Do You Know? Functional Skills Competencies: The second group of competencies deals with functional skills, *what* individuals have learned and know how to do.
- Level 3: What Has Informed Your Thought? Affinity and Diversity Attributes: The third group of attributes deals with affinities and diversity of individuals, what has informed their thought?
- Level 4: What Education Do You Have? Educational Competencies: The fourth group of competencies deals with education completed by individuals.
- Level 5: Who Are You? Character Attributes: The fifth group, character attributes are considerations for the future state council. (Typically, when conducting a gap analysis, Councillors are not asked to

🏛 Governance Solutions

3

self-assess against these attributes. These are used in communicating the expectations to potential councillors, and for assessing potential councillors against these through the vetting and interview process.)

Self-Reporting Ranking Scale Guide

For Levels 1 and 2 only, Councillors will use the guideline below to self-report on their own competencies and experience. GSI would validate these from c/v's / resumes.

Ranking	Description
1 None	No formal education, experience, or particular competency in the area
2 Basic	Basic understanding of the area, for example: • Has an educational background that allows for a basic understanding of the area • Some basic experience related to the area • Basic understanding of the principles of the area • Capable of following Council discussion of the area
3 Competent	Competent understanding of the area, for example: • Means that you have extensive management experience in this field (for level 1) or that you have good skills in this area, you may have a degree, diploma or designation, or at least a competent understanding of this area from a management perspective (for level 2) • Has education relevant to the area • Experience in fields related to the area • Competent grasp of principles of the area • Capable of contributing to Council discussions of the area
4 Advanced	Advanced understanding of the area, for example: • Means that you have extensive senior management experience in this field (for level 1) or that you have enough skill in this area to be paid for your work at an executive management level in this area, either through employment or as a consultant or teacher, you have mastered this skill (for level 2) • Has post-secondary education specifically relevant to the area • Significant experience as a practitioner in the area • Possesses practical knowledge specific to the area and can meaningfully engage with practical questions • Capable of analyzing and explaining data and contributing significantly to Council discussions of the area
5 Expert	Expert-level understanding of the area, for example: • Means that you have over 10 years full-time executive management experience in this field (for level 1) or that you would be considered an "expert" or "specialist" in this area by your peers and others who specialize in this skill (for level 2) • If available has a professional designation or postgraduate degree specifically relevant to the area • Extensive practical experience as an expert practitioner in the specific area in question • Extensive and up-to-date knowledge of trends and best practices in the area - could function or is functioning as a high-level practitioner in the area • Capable of analyzing and explaining data, leading Council discussion, developing long-term strategy and challenging experts in the area

Governance Solutions

The PEO Straw Model Profile

The following is a "straw model" Council Profile for PEO. This has been developed based on work already done by PEO staff and Council (workshops), a review of the competency matrices used by other regulators in Canada along with GSI's repository of competencies developed over years of building similar matrices for dozens of organizations.

In the 5-level profile below GSI has suggested: specific sought-after competencies and attributes, and the desired depth of those competencies and attributes. Once Council has made decisions on the optimal Council size for PEO, this model would further outline the number of people sought with those competencies and attributes.

Level 1: Where Have You Been? Industry Knowledge and Experience Competencies

Industry Knowledge & Experience	# of People
Engineering Industry (You have detailed knowledge of important issues in engineering and are an active senior leader of an engineering industry organization with an understanding of the needs and aspirations of the wide variety of individuals and organizations in the engineering sector. This includes knowledge and experience of the standards of practice and professional ethics in engineering at provincial, national and international levels.)	TBD Based on Council Size (Typically a minimum of 50% of Councillors)
Financial/Accounting Expertise (Based on National Instrument 52-110, experience and accounting credentials (e.g. CPA), an understanding of financial statements and the accounting principles used by PEO to prepare its financial statements. This encompasses the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the financial statements of PEO; an understanding of internal controls and procedures for financial reporting; an understanding of audit committee functions and responsibilities; and experience as an accounting or finance professional, with a proven aptitude with or understanding of generally accepted accounting principles)	TBD Based on Council Size (Typically a minimum of 1 councillor with a preference for 2 financial experts: note, this is a higher level competency than financial literacy)
Public Interest (Experience and understanding protecting and acting in the public interest)	TBD Based on Council Size (Typically a minimum of 50% of Councillors)
Regulatory Environment/Legal (The ability to understand and oversee regulations and standards setting and certification. Should have knowledge of regulated industries and their oversight regimes. Understanding of and familiarity with the self-regulated industry environment, knowledge of the roles and responsibilities of regulating a profession, including development, review and revisions of legislative changes, regulations, standards, guidelines, bylaws and policies related to the regulatory mandate to protect and serve the public; and able to gain reasonable assurance in PEO's controls and compliance with legal, regulatory and liability requirements.)	TBD Based on Council Size (typically majority of Council members)
Talent Management and Executive Compensation (HR) (Experience as a senior human resource professional in a corporate environment of at least the same size scope and complexity as PEO. This encompasses a strong understanding of organizational culture, strategy and structure; leadership development and talent management; relevant knowledge of regulatory requirements; and HR oversight including compensation plan design, administration and decision-making, ensuring alignment between compensation plans and corporate strategy; recruiting, assessing and succession planning.)	TBD Based on Council Size (Typically a minimum of 1 councillor with a preference for 2 experts)

🏛 Governance Solutions

Level 2: What Do You Know? Functional Skills Competencies

Competency	# of people
Business Acumen (The ability to apply practical business experience at a governance level. This includes understanding of and familiarity with business in and beyond the engineering sector or other regulated industry. This encompasses a deep business executive acumen, understanding competitive strategic and business opportunities and risks; familiarity with significant proven decision-making, and leading of others in an organization of the size, scope and complexity of PEO; able to make decisions in a timely way while exercising sound business judgement.)	TBD Based on Council Size
Board Chair (Has served as Chair and/or Committee Chair on at least one other board or council of an organization of comparable size and complexity to PEO.)	TBD Based on Council Size (Typically a minimum of 4 councillors)
Financial Literacy (Understanding of and familiarity with reading, interpreting and understanding a set of financial statements, information and principles, that present a breadth and level of complexity of accounting issues that are comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by PEO's financial statements, and can contribute to discussions about financial objectives and performance)	TBD Based on Council Size
Governance and Boards/Councils (Understanding of and familiarity with best practices in corporate governance and council effectiveness. This would generally have been gained by board/council and/or senior experience in an organization of similar size, scope and complexity as PEO, including an awareness of current governance principles, liabilities, policies, issues and trends, and the roles and responsibilities of a board/council within the larger governance framework (legal, regulatory, industry and business context))	TBD Based on Council Size
Risk Oversight (Experience at a senior level in developing and overseeing risk frameworks. This encompasses assessing and overseeing engineering risks together with a practical understanding of operational, environmental and reputational risks. An understanding of the Council's role in the oversight of risk management culture, principles and practices in the context of good corporate governance.)	TBD Based on Council Size
Strategy Leadership (Familiarity with key components of strategy development and execution. This encompasses generating and applying strategic thinking regarding the unique business insights and opportunities of relevance to PEO. Has experience participating in or leading an organization in planning for its future, able to support, promote, and ensure alignment with the organization's vision and values.)	TBD Based on Council Size
Technological Competence (Able to work electronically in order to uphold security, privacy and efficiency of PEO's work, and have effective audio/video call etiquette.)	TBD Based on Council Size (typically 100% of council members)

Governance Solutions

6

Level 3: Affinities and Diversity

Affinities and Diversity[1]	# of People
Gender Diversity (Set target of minimum 40% female/male)	Set target (this is typically set at 40% of councillors female/male)
Visible Diversity (Set target of minimum 30% visible diversity)	Set target (this is typically set at 25-30% of councillors visibly diverse)
Geographic Diversity	Fair geographic balance
Engineering Industry Diversity • Civil Engineering • Electrical Engineering • Mechanical Engineering • Network Engineering • Software Engineering	Set target for each engineering discipline (typically the target would be a minimum of 1 Council member per discipline)

Level 4: Education

Education	# of People
Post-Secondary Degree	Set target (this is typically set at 80% of councillors)
Governance Designation (Formal governance education, e.g. received, or in the process of receiving ICD.D (Institute of Corporate Directors); Pro.Dir. (Professional Director®); C.Dir (Director's College); etc.))	Set target (this is typically set at 80% of councillors)

Level 5: Who Are You? Character Attributes

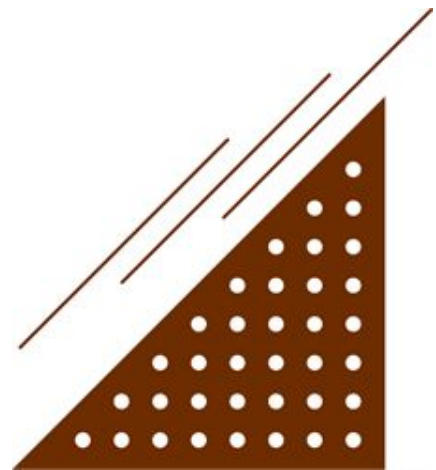| Attributes	# of People
Commitment and Engagement (Commitment to PEO, its culture, values and people, including an affinity with and understanding of the engineering profession and values; displaying a commitment to the Council and the role individual Councillors play in ensuring	All councillors

[1] In all cases Level 1 and 2 competencies are to be met followed by Level 3 Affinities and Diversity

🏛 Governance Solutions

Attributes	# of People
overall Council effectiveness, including attendance, preparedness and appropriate level of engagement in council and committee discussions/due diligence)	
Constructive Communicator (Able to communicate constructively and actively listen to others, able to give and receive information clearly, concisely and accurately, assuming positive intent, constructive and helpful rather than destructive, or tearing down the efforts of others. This includes accepting accountability for engaging in frank, open and honest discussions, valuing a diversity of opinions and perspectives, with a few to making well-informed decisions and seeking to achieve in-group consensus in the best interest of PEO)	All councillors
Emotionally Mature (Self-aware, professional: able to understand and skillfully manage emotions especially when faced with conflict and confrontation, able to develop trust-based relationships, able to respectfully present an unpopular or controversial position in the face of opposition or opposing views)	All councillors
Ethical (Have an unquestioned level of trustworthiness and ethical integrity, and respect for council confidentiality)	All councillors
Independent Fiduciary (An independent thinker, able to think critically, analytically and independently, able to act as a fiduciary in the best interests of PEO, decides independently but knows when and how to consult others)	All councillors
Learner (Willingness to learn, develop, and apply what they have learned to the best interests of PEO, able to adapt easily and quickly to changing evidence and environments)	All councillors
Proactive (Proactive and anticipatory rather than reactive and responsive)	All councillors
Strategic (A strategic thinker, able to move beyond the details to envision the grander future)	All councillors
Wise (Able to apply their knowledge in the context of Council level decision-making and leadership)	All councillors

Governance Solutions

8

The PEO Straw Model Council Profile at A Glance

	Councillor 1	Councillor 2	Councillor 3	Councillor 4	Councillor 5	Councillor 6	Councillor 7	Councillor 8	Councillor 9	Councillor 10	Councillor 11	Councillor 12	Councillor 13	Councillor 14	Councillor 15	Councillor 16	# of People In Place	# of People Needed	Gap
Level 1: Where Have You Been? Industry Knowledge and Experience Competencies																			
Engineering Industry																		8	
Financial/Accounting Expert																		2	
Public Interest																		8	
Regulatory Environment/Legal																		8	
Talent Management & Executive Compensation (HR)																		2	
Level 2: What Do You Know? Functional Skills and Competencies																			
Business Acumen																		16	
Board Chair																		5	
Financial Literacy																		8	
Governance & Boards/Councils																		16	
Risk Oversight																		8	
Strategy Leadership																		8	
Technological Competence																		16	
Level 3: Affinities and Diversity																			
Gender Diversity																		40%	
Visible Diversity																		Min 25%	
Geographic Diversity (Fair Balance)																		Fair	
Engineering Industry Diversity																			
• Civil Engineering																		1	
• Electrical Engineering																		1	
• Mechanical Engineering																		1	
• Network Engineering																		1	
• Software Engineering																		1	
Level 4: Education																			
Post-Secondary Degree																		80%	
Governance Designation																		Min 8	
Level 5: Who Are You? Character Attributes																			
Commitment & Engagement																		All	
Constructive Communicator																		All	
Emotionally Mature																		All	
Ethical																		All	
Independent Fiduciary																		All	
Learner																		All	
Proactive																		All	
Strategic																		All	
Wise																		All	

Governance Solutions

About Governance Solutions

Governance Solutions Inc. (GSI) (formerly known as Brown Governance Inc) has been trusted for over 30 years by organizations to provide superior governance solutions. Solutions like: The Professional Director Certification Program™, BoardConnex™ the latest in smart board portals, The Board and CEO Evaluation Solutions, strategic planning and The Scorecard Solution, Board Profile, governance best practices research, and consulting.

Our expertise spans the globe and sectors. You can count on Governance Solutions to provide independent, affordable, superior, accessible, customizable, professional, governance solutions. You can build, organize, educate, leverage, evaluate and optimize your governance with our integrated portfolio of governance products and services. GSI delivers tools, online resources, benchmarking, knowledge, and advice based on a unique blend of experience, research, and user-friendly technology.

Governance Solutions helps organizations strengthen their governance practices. We understand your challenges and are trusted by leading organizations around the globe because our entire leadership team has deep experience. Each has walked in your shoes as CEOs and Board members and has many years of substantive dialogue with governance leaders. Your board members and senior executives responsible for governance will be empowered by our principle-based approach.

Contact us
1-888-698-3971 or info@governancesolutions.ca

Governance Solutions

The PEO Straw Model Council Profile at A Glance

	Councillor 1	Councillor 2	Councillor 3	Councillor 4	Councillor 5	Councillor 6	Councillor 7	Councillor 8	Councillor 9	Councillor 10	Councillor 11	Councillor 12	Councillor 13	Councillor 14	Councillor 15	Councillor 16	# of People In Place	# of People Needed	Gap
Level 1: Where Have You Been? Industry Knowledge and Experience Competencies																			
Engineering Industry																		8	
Financial/Accounting Expert																		2	
Public Interest																		8	
Regulatory Environment/Legal																		8	
Talent Management & Executive Compensation (HR)																		2	
Level 2: What Do You Know? Functional Skills and Competencies																			
Business Acumen																		16	
Board Chair																		5	
Financial Literacy																		8	
Governance & Boards/Councils																		16	
Risk Oversight																		8	
Strategy Leadership																		8	
Technological Competence																		16	
Level 3: Affinities and Diversity																			
Gender Diversity																		40%	
Visible Diversity																		Min 25%	
Geographic Diversity (Fair Balance)																		Fair	
Engineering Industry Diversity																			
• Civil Engineering																		1	
• Electrical Engineering																		1	
• Mechanical Engineering																		1	
• Network Engineering																		1	
• Software Engineering																		1	
Level 4: Education																			
Post-Secondary Degree																		80%	
Governance Designation																		Min 8	
Level 5: Who Are You? Character Attributes																			
Commitment & Engagement																		All	
Constructive Communicator																		All	
Emotionally Mature																		All	
Ethical																		All	
Independent Fiduciary																		All	
Learner																		All	
Proactive																		All	
Strategic																		All	
Wise																		All	

Governance Solutions

1