

Plenary Session Summary

The Plenary Session of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via ZOOM Videoconference on Wednesday, August 25, 2021 at 9:00 a.m.

- Present:
- C. Bellini, P.Eng., President and Council Chair
 - M. Sterling, P.Eng., Past President
 - N. Colucci, P.Eng., President-Elect [present for 9:00-10:30]
 - M. Spink, P.Eng., Vice President Elected
 - A. Arenja, P.Eng., Lieutenant Governor-in-Council Appointee
 - P. Broad, P.Eng., Western Region Councillor
 - R. Brunet, P.Eng., Lieutenant Governor-in-Council Appointee
 - T. Bruyere, P.Eng., Lieutenant Governor-in-Council Appointee
 - M. Chan, P.Eng., Councillor-at-Large
 - J. Chisholm, P.Eng., West Central Region Councillor
 - C. Chiddle, P.Eng., Eastern Region Councillor
 - L. Cutler, P.Eng., Lieutenant Governor-in-Council Appointee
 - A. Dryland, CET, Lieutenant Governor-in-Council Appointee
 - Q. C. Jackson Kouakou, Barrister and Solicitor, Lieutenant Governor-in-Council Appointee
 - L. MacCumber, P.Eng., West Central Region Councillor
 - S. MacFarlane, P.Eng., Western Region Councillor
 - P. Quinn, P.Eng., Councillor-at-Large
 - L. Roberge, P.Eng., North Region Councillor
 - S. Schelske, P.Eng., Lieutenant Governor-in-Council Appointee
 - R. Subramanian, P.Eng., Northern Region Councillor
 - S. Sung, Lieutenant Governor-in-Council Appointee
 - R. Walker, P.Eng., Eastern Region Councillor
- Regrets:
- C. Chahine, P.Eng., East Central Region Councillor
 - P. Cushman, P.Eng., East Central Region Councillor
 - L. Notash, P.Eng., Councillor-at-Large
- Staff:
- J. Zuccon, P.Eng., CEO and Registrar
 - L. Latham, VP Regulatory Operations/Deputy Registrar
 - L. Maier, Vice President, Governance
 - C. Mehta, Director, Finance
 - D. Smith, Director, Communications
 - M. Wehrle, Director, Information Technology
 - J. Chau, P.Eng., Manager, Government Liaison Programs
 - R. Martin, Manager, Secretariat
 - J. Max, Manager, Policy
 - E. Chor, Research Analyst, Secretariat
 - D. Power, Secretariat Administrator
 - M. Feres, Supervisor, Council Operations

Guests: D.A. Brown, Governance Solutions Inc.
D.L. Brown, Governance Solutions Inc.
R. DeRooy, Governance Solutions Inc.
D. McComiskey, Governance Solutions Inc.
S. Perruzza, Ontario Society for Professional Engineers

CALL TO ORDER

Notice having been given and a quorum being present, President Bellini called the meeting to order at 9:07 a.m. He advised that the plenaries are the evolution of the highly effective strategic conversations and are a continuation of that opportunity for Council to have a less formal and more in-depth discussion of topics before coming to Council meetings. He advised that the plenaries are advertised on the PEO website and are open to the public.

President Bellini advised that the purpose of the plenaries is to provide a foundation for discussion around key governance items via the governance committees and gives Councillors a chance to engage with each other and with senior staff and consultants. He noted that the 2021/22 plenary sessions would be focussed on governance reform issues. The aim is to further understand and to reach informal consensus on issues likely to come to Council for debate and decision by setting the tone and testing the approach. He noted that these sessions were not to make formal decisions but to provide some direction and to gauge the feelings around the table.

President Bellini advised that plenary participants are all Councillors, consultants as needed and senior staff at the discretion of the President and the CEO/Registrar. The plenary sessions will typically be chaired by the President and are open to the public.

President Bellini discussed the plenary schedule, which is four weeks prior to Council meetings, noting that the plenaries will be informal in nature and are non-binding. This timing provides an opportunity for the governance committees (as applicable) to make refinements/changes to materials slated for inclusion in the Council package based on discussions at the plenaries. The Board governance cycle is as follows:

- Define (Governance Committees)
- Understand and agree (Plenary)
- Refine (Governance Committees)

With respect to the governance work the idea is to allow everybody to provide feedback on items that are not ready for “prime time” so they can be refined. President Bellini stated that with respect to the

governance work, Council today would be discussing Board Composition which is Phase 3 of the Governance Roadmap.

GOVERNANCE COMMITTEES

The President advised that one of the standing items on the plenary agendas will be updates from the four governance committees.

Audit and Finance (AFC)

- The committee reviewed the preliminary budget assumptions by staff and directed staff to prepare the draft budget. The committee will meet the week of August 30th to review the budget in preparation for the presentation to Council on September 24th.
- The five-year contract for PEO's auditor is up for renewal. The committee approved the RFP prepared by staff. The bids received are now being reviewed by staff.
- In the past the Audit Committee had a sub committee that looked at investments; however, the Pension assets were outside that purview and was handled by HR rather than Finance. This will now change. HR has prepared draft terms of reference for a responsibility matrix for setting up a pension committee. Further discussion will take place at the next AFC meeting.

Governance and Nominating Committee (GNC)

- GNC met on August 9th
- GNC has taken over the stewardship of the Governance Roadmap from the Executive Committee as decided by Council on April 30, 2021.
- The committee received the preliminary report from GSI regarding the comparator analysis on self-regulation, etc. The committee discussed Council composition.

Human Resources and Compensation Committee (HRCC)

- The main focus of the committee has been to discuss the CEO/Registrar's objectives and performance. This will be further discussed at the September 1st meeting.

Regulation Policy and Legislation Committee (RPLC)

- Committee members were provided with a list of policy type activities that the other non-board committees are currently working on. The committee, at its August 30th meeting, will discuss items for Council approval such as licence stabilization and two sets of regulations currently in development. The Not-For-Profit Corporation Act changes

previously approved in-camera by Council are now in effect and will be made public.

Following discussion regarding the creation of a process to manage circumstances in which committee chairs are not available (eg, resignation, illness, or temporary absence), it was agreed that the GNC will discuss the potential solution of having a vice-chair on each committee and will report back to Council with recommendations in that regard.

ANTI-RACISM AND ANTI-DISCRIMINATION EXPLORATORY WORKING GROUP (AREWG)

Councillor MacCumber advised that following the June 25th Council meeting staff prepared an RFP which was sent out for bids. The working group is in the process of finalizing the contract awarded to the consultant based on a merit-based selection process. AREWG has scheduled a kick-off meeting the week of August 30th with the consultant. Councillor MacCumber noted that this item will likely be deferred to the November Council meeting due to timing constraints.

GOVERNANCE ROADMAP IMPLEMENTATION

David Brown, GSI, discussed the “PEO Governance Workplan Status Update at a Glance” document that was included in the agenda package. This document provided a status update of the activities and outputs in each of the four phases.

A summary of suggestions and concerns discussed are:

- Further discussion is required, need further study on what has been done so far and what PEO needs to do
- It is better to do things right, not fast
- Concerned about getting too far into specific details before dealing with the real issues
- Should be holding town hall meetings for member input, particularly through the chapter system

The Chair noted that it was important that Council find common ground which was the point of plenary discussions and that there was flexibility in timelines to achieve this.

Further to a comment regarding the inclusion of GNC minutes, A. Arenja, GNC Chair, advised that these could be made available for upcoming plenary sessions.

ONGOING TRANSFORMATION PLAN

The Chair introduced the ongoing transformation plan by advising that while the strategic plan that was in place had now come to an end, it had not been actively followed well before it ended. There are, however, plans that have been executed by way of the work that has been done over the past few years such as the plan with respect to implementation of the Cayton Report, the Governance Roadmap, etc. that inform PEO’s activities. PEO is currently in a

unique position to modernize and enhance its regulatory activities. Once governance is in place Council can put its full effort into its regulatory modernization. It is important that Council keep in mind its objectives and direction and ultimately be prepared to endorse a sensible way forward.

The CEO/Registrar reviewed his report that was included in the agenda package. He advised that he was presenting a five-year strategy that began when he was hired as Registrar in 2018 to lead unprecedented change in the history of PEO.

He noted that despite not having a current strategic plan, considering the multi-year initiatives that are currently in progress, PEO has been working from a plan which is about laying the foundation to move PEO towards being a modern regulator. Strides have been made in putting in place key strategic pieces captured in the three pillars which are enhanced governance, modernized operations, and superior organization.

CEO/Registrar Zuccon's report included the roadmap to transformation, clarity of purpose, transformational pillars, governance, operational and organizational priorities, update on key strategies and activities related to the ongoing transformational roadmap as well as priorities.

CEO/Registrar Zuccon advised that he would be bringing to HRCC as part of his goals the option for encapsulating his transformational plan into a formal document that Council can endorse.

Feedback was received as follows:

- The strategic plan looks totally inward rather than outward as to what PEO could and should be doing
- There are pressing issues such as the Elliot Lake Mall collapse and climate change
- Importance of prioritizing equity, diversity, and inclusion
- Agree with GSI that the CEO/Registrar should be responsible for putting the strategic plan together
- How to deal with issues that have come up due to the virus such as ventilation, cyber security threats, and climate change
- Look long term to define what is modern
- How does Council deal with urgent matters?

Further to the first comment above, CEO/Registrar Zuccon reiterated that this was not an exercise in strategic planning and that the information he presented is not a substitute for a strategic plan. He stated that when he was hired there was a strategic plan that was

not being acted on or even budgeted for. Looking ahead, he estimated that planning for the 2023-25 strategic plan will begin in mid-2022.

PHASE THREE – COUNCIL COMPOSITION

David Brown advised that when GSI started on the transformation roadmap, they realized that phase 3 could be polarizing and controversial so they looked at what information Council would benefit from to make informed decisions about governance choices. There are two main streams, one of which is hearing from people that are leading authorities in regulatory governance. To that end, in the past couple of years Council has received diagnostic review and reports from Harry Cayton and Governance Solutions as well as intensive custom presentations from Richard Steineke and Jim Casey. There is a trend and movement of governance reform in self-regulating professions. The second stream is evidence-based research -- what are leading regulatory professions doing in Canada regarding governance reform and why?

David Brown advised that GSI conducted comparator research among 9 different self-regulatory bodies that are responsible for the regulation of professions in Canada. He provided an excerpt from GSI's research report noting that the bodies he was discussing (CPSA, CN, OCT, CARNA in Group 1; EGBC and RCDSO in Group 2; and LSO, APEGA, APEGS and PEO in Group 3) had undertaken recent governance reviews and were divided into three distinct groups which he discussed.

GSI shared and discussed some poll questions which identified the choices that they believe Council faces in Phase 3 in September and November.

Highlights of discussion points noted below:

- Changing Council Composition would require an Act change
- The Skills Matrix overlooks many engineering disciplines, including mining, metallurgy, pulp and paper, etc.
- A 50/50 representation of engineers and the public could result in a group of non-engineers completely controlling PEO
- There is a lack of diversity around gender equity – should be non-binary rather than male/female
- Further discussion is needed before moving forward
- Concerned about the lack of member consultation
- Need to find a way to include equal representation for all disciplines -- look to the Institute of Electrical and Electronic Engineers (IEEE)
- There should be more people on committees to make decisions rather than Council

- The Skills Matrix is lacking in many ways from a first principles perspective. PEO is primarily a regulator, not a corporation. It is missing someone who works in government, infrastructure, someone working on building code issues, etc. Merit-based selection should be a component.
- Focus energy on what the Act allows PEO to do
- The current balance of elected and appointed should be maintained
- President and Vice-President should be elected positions by the membership
- Difficult to populate committees with a reduced Council size
- To the question of listing disciplines as a necessary skill, do not feel having disciplines as a skill set is relevant to Council's role. This is more applicable to ARC, ERC and professional standards
- Concerned about the education component of the Skills Matrix wherein it sets a target that 80% of Council members have a formal governance designation.
- PEO governs based on authority delegated by the province so PEO Council is a representative of the province and therefore the public at large, not the membership. Some of GSI's proposals are a balance of engineers and non-engineers in keeping with the spirit of being self-regulating profession
- It is important to keep regional representation, particularly in the east, west, and north
- While Council would be unable to manage 39 disciplines, PEO could make those disciplines as part of committees that report to Council
- If PEO is going to have town halls as a public interest engineering regulator with licence holders PEO also needs to have similar or parallel sessions for the public and other key stakeholders, i.e., insurance industry

In response to a query about the best way to influence the most suitable public appointees for PEO, David Brown advised that other organizations have found it helpful to use a competency matrix to identify gaps as a way to communicate and engage with government. Secondly, after the appointments have been made there is significant need for orientation. Once the gaps have been identified this becomes a primary tool for recruitment and training.

Following discussion there was consensus via a straw vote to proceed with the poll questions prepared by GSI. This will provide direction to GNC in preparing next steps. It was noted that there

were some poll questions that were not discussed. These polls are non-binding.

POLL RESULTS

Zoom Poll Question	Response Options
1. What changes will be implemented for this election year (2022)?	<ul style="list-style-type: none"> a) Put Competencies Matrix and gaps in place: communicate (3/19 = 16%) b) a) plus Pre-orientation of interested candidates (8/19 = 42%) c) b) plus Vetting of competencies by Nominating Committee communicated to electorate (4/19 = 21%) d) Other (4/19 = 21%)
2. What Officers will we have?	<ul style="list-style-type: none"> a) No change: 3P's and 2 Vice-Presidents (4/19 = 21%) b) Keep 3P's but not the 2 Vice-Presidents (3/19 = 16%) c) Keep the President and President-Elect, not Past President (4/19 = 21%) d) Keep the President only (8/19 = 42%)
3. Who is eligible to be President? NOT POLLED	<ul style="list-style-type: none"> a) Member of the Profession in good standing b) Member of Council: also a member of Profession c) Member of Council: may be a public member d) Other
4. How will be President be chosen?	<ul style="list-style-type: none"> a) Elected directly by members (13/21 = 62%) b) Elected by Council (8/21 = 38%) c) Other (0/21 = 0%)
5. What is the optimal size of Council based on its chosen governance models and regulatory mandate?	<ul style="list-style-type: none"> a) 16 (5/21 = 24%) b) Between 18 and 22 (9/21 = 43%) c) 25: no change (5/21 = 24%) d) Other size (2/21 = 10%)
6. How will Council be composed – how many professional engineers and how many public members?	<ul style="list-style-type: none"> a) 50/50 equal (4/20 = 20%) b) Two-thirds Profession; one-third Public (9/20 = 45%) c) 22 Profession; 3 Public: no change (6/20 = 30%) d) Other mix (1/20 = 5%)
7. How will Council be chosen (elections, appointments, double key)? ¹	<ul style="list-style-type: none"> a) Elected by members: including by district (8/21 = 38%) b) Elected by members: province-wide (1/21 = 5%)

	<p>c) Double key: competencies vetted and communicated to electorate (11/21 = 52%)</p> <p>d) Appointed by Council based on competencies (1/21 = 5%)</p> <p>¹Two Councillors provided information via email to the Secretariat after the plenary indicating that they would like to change their votes. These changes are reflected in the results shown.</p>
8. What terms are optimal for the PEO Council?	<p>a) Three year staggered terms (14/21 = 67%)</p> <p>b) Two year terms (6/21 = 29%)</p> <p>c) Four year terms (1/21 = 5%)</p> <p>d) Other term length (0/21 = 0%)</p>
9. What maximum term limits are optimal for the PEO Council? (NOT POLLED)	<p>a) Four year limit</p> <p>b) Six year limit</p> <p>c) Eight year limit</p> <p>d) Ten year limit</p> <p>e) No limit</p>

The result of a straw poll taken regarding support for re-opening the Professional Engineers Act to accommodate some governance changes was 13 in favour out of 21 Councillors present.

NEXT PLENARY SESSIONS

October 29, 2021

January 28, 2022