

Plenary Session Summary

The plenary session of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via ZOOM Videoconference on Friday, October 29, 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
 - 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
 - C. Chahine, P.Eng., East Central Region Councillor
 - M. Chan, P.Eng., Councillor-at-Large (joined the meeting at 1:40 p.m.)
 - 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
 - L. Notash, P.Eng., Councillor-at-Large
 - P. Quinn, P.Eng., Councillor-at-Large
 - L. Roberge, P.Eng., North Region Councillor
 - S. Schelske, P.Eng., Lieutenant Governor-in-Council Appointee
 - R. Subramanian, P.Eng., Northern Region Councillor
 - S. Sung, Lieutenant Governor-in-Council Appointee
 - R. Walker, P.Eng., Eastern Region Councillor
- Regrets:
- P. Cushman, P.Eng., East Central Region Councillor
- Staff:
- J. Zuccon, P.Eng., CEO and Registrar
 - L. Latham, P.Eng., Deputy Registrar, Regulatory Compliance
 - L. Maier, VP Governance/Interim VP Organizational Effectiveness
 - L. Holden, Director, Human Resources
 - C. Mehta, Director, Finance
 - D. Smith, Director, Communications
 - M. Wehrle, Director, Information Technology
 - J. Chau, P.Eng., Manager, Government Liaison Programs
 - 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.
L. Lukinuk, Parliamentarian
D. McComiskey, Governance Solutions Inc.
K. Cohen, Brown & Cohen
S. Clacken, Consultant, AREWG (part of meeting)
W. Kershaw, AREWG member (part of meeting)

CALL TO ORDER

Notice having been given and a quorum being present, President Bellini called the meeting to order at 9:08 a.m. He reminded Council that plenary sessions are not formal meetings of Council but provide the opportunity for deeper conversations on various topics. Feedback from plenary sessions related to governance are referred to the Governance and Nominating Committee (GNC) in order to advance the work of Council.

Council was informed that a session was being planned the evening before the November 19th Council meeting to provide for in depth discussions on the regulatory aspects of PEO's work.

SUMMARY OF AUGUST 25, 2021 PLENARY

President Bellini noted that the primary topic at the August 25, 2021 plenary was Phase 3, Council composition which was addressed again at the September Council meeting. He noted that there was alignment on some issues at the August plenary such as defining Council attributes. It was decided, in conjunction with GSI, to move forward on Council attributes which will be presented later in the plenary. President Bellini also discussed the subject of Council composition which had a wide range of views. His plan is to revisit this later in the Council year (spring of 2022).

Plenary session summaries will be posted to PEO's website.

GOVERNANCE COMMITTEES

Written reports were provided.

Audit and Finance (AFC)

Councillor Cutler asked if there were immediate implications for PEO as a result of the proclamation of the *Ontario Not-for-Profit Corporations Act* (ONCA). D. Abrahams advised that Council and Cabinet have approved a regulation, now in force, which essentially substitutes certain ONCA provisions for comparable ones in the *Corporations Act*. These were provisions to which PEO was formerly subject pursuant to section 49 of the *Professional Engineers Act*. A legal review conducted with the assistance of external counsel has concluded that no further ONCA related changes are required at this time.

Governance and Nominating Committee (GNC)

There were no questions or comments.

Human Resources and Compensation Committee (HRCC)

Councillor Cutler referred to volunteer compensation stating that the expense policy was revised last year to allow for meals to be claimed for those attending virtual meetings. He asked if this policy was being applied evenly across the organization.

L. Maier noted that this is an operational question and that an email prepared by the Secretariat was sent to staff advisors and staff support regarding meals.

Regulation Policy and Legislation Committee (RPLC)

There were no questions or comments.

GOVERNANCE ROADMAP

Council Attributes

President Bellini noted that the document included in the meeting package reflects feedback provided at the August plenary session which were reviewed by GNC. The document will provide a profile or list of both individual and collective Council attributes and will be distributed during the nomination stage of the election process. The attributes are not intended to be qualification criteria but rather information for those interested in serving on Council.

David Brown, GSI, added that there was consensus from Council to include the profile in the candidate information package for those interested in running or nominating someone. This document can also be used in pre-orientation as part of the process so that those running can get a sense of what is expected of them. This tool would be used for these two purposes but not beyond that.

A brief discussion followed.

Phase 4 Launch Approach

David Brown reviewed the four stages of the Governance Roadmap with the focus on Phases 3 and 4 as follows:

Phase 3

- Council agreed that a Councillor Attributes Profile be used only for (1) to communicate desired role attributes to members (in the Candidate Election Package), and (2) for “pre-orientation” of interested candidates for Council
- Other outstanding items in Phase 3 be deferred until after Phase 4

Phase 4

- Council agreed to begin the consultations for Phase 4 as soon as possible

- GSI is proposing to do this in two stages: first: Chapters (beginning today!) second: Committees and other Volunteers: outcomes that are in the “Neither” category of the Activity Filter

Consultation on Chapters at PEO

- Chapters have a high level of engagement of members compared to the general membership: great potential for adding value, e.g. tool for informed stakeholder consultations
- Chapters currently undertake activities and outcomes:
 - Local connections, events, networking, ceremonies, awards, social
 - Communications: in both directions, between regulated members and PEO
 - Encouraging engineers to get involved in regulatory governance
 - Advocacy/promote the professional locally, in community/region

Context

- Action Plan (Cayton Report): recommendation #3 said PEO should review if Chapters are “necessary or desirable” for regulatory purposes
- Activity Filter: when applied to Chapters in November 2020 Chapter activities/outcomes were neither regulatory nor governance

Next question for Councillors

How – and Who – facilitates consultations with the Chapter Leaders Conference (CLC) and others on Chapters’ roles in PEO’s new governance model?

President Bellini then asked Councillors to discuss this matter looking through a governance lens and to consider the outputs of Chapters and how these outputs can be of value to PEO.

Councillors expressed their views related to Phase 4 consultations and discussed the role of Chapters within PEO’s new governance framework.

President Bellini thanked Council members for their input.

David Brown thanked Council members for sharing.

President Bellini noted that discussions related to Chapters should focus on the value they bring to PEO as a regulator in the context of the outputs on the Activity Filter.

The feedback provided at this plenary will be discussed at the next Governance and Nominating Committee meeting.

AGENDAS AND MINUTES RULES

President Bellini advised that the document included in the package was an update in terms of process to develop a unified approach to minutes and agendas across the organization.

Councillor Arenja advised that GNC will work with staff to develop a policy for Council approval.

Feedback for GNC – as noted in the HRCC report regarding the four governance committees - what gets posted to the PEO website and what gets posted into Diligent Boards. Determine what is public domain and what is not. It was noted that RPLC does not post minutes due to confidential matters related to legislation.

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

President Bellini advised that it has been a privilege to participate in the AREWG meetings as of late. He clarified that the briefing note included in the package is for discussion purposes only and will be presented at the November Council meeting for approval.

Councillor MacCumber advised that the briefing note included in the plenary package includes draft motions that AREWG recommends as next steps. She referred to these motions as the “Phase 3 motions.” She noted that the purpose of discussion at the October plenary was to ensure Councillors had enough information to vote on these Phase 3 Motions in November. Councillor MacCumber noted that any comments that do not directly relate to the Phase 3 Motions will be taken away for future analysis.

As an update and background to the Phase 3 Motions, the AREWG reports that:

- 1) After the September Council meeting, the AREWG continued to meet in October. A timeline for possible next steps is attached at **Appendix B** to the Phase 3 Motions.
- 2) The two main aspects of the timeline align with PEO’s wider plans and are: (1) public consultations in 2022, and (2) T, preparation for PEO’s strategic planning 2023 forward.
- 3) The AREWG believes it’s vital to focus first on public consultations as Council fulfills its role as a governing-type Board in relation to anti-racism and equity. Further, *instead* of proceeding next to a deep dive study of individual potential matters that have *not* been raised as complaints, a more appropriate and effective use of resources and our positions is to first establish policy, direction, and control regarding the broader subject matter. PEO needs a code at the policy level that sets out PEO’s commitment, policy direction, and

accountability frameworks on the topic. This anti-racism and equity code – which we refer to as the “**ARE Code**” – would be the focus of the proposed public consultations. This will help to ensure that stakeholder perspectives inform PEO’s policy approaches on this subject of significant public interest.

4) Recognizing the time-sensitive need for PEO to demonstrate leadership on this subject in the present public policy environment, our recommended timeline is necessarily aggressive. It contemplates issuing a draft of the ARE Code by February 2022. PEO would invite the public to comment on this draft via a *confidential* process, supported by our consultant. Initial consultations would be complete by mid-March, and Council would vote in principle at the April 2022 Council meeting regarding the draft ARE Code. Further consultations and reassessments regarding the ARE Code could follow in future, if Council deems it necessary. The AREWG believes that an agile and continuous improvement approach to evolving policy in this area is necessary and appropriate.

5) As another update item: the AREWG has continued to stay connected with key partners within PEO and we remain keen to not work in a silo. The AREWG has met with the Registrar, with Legal, and with Council’s President. We have shared our ideas and offered comments that we think support and align well with our wider transformation. We appreciate the ongoing internal collaborations that are making PEO stronger.

6) We have also been contacted by the Chief Commissioner of the Ontario Human Rights Commission, Patricia DeGuire. As you know, Chief Commissioner DeGuire co-authored the AREWG Phase 1 report. She has expressed that she remains interested in PEO and looks forward to seeing our progress. We appreciate the positive relationship that we are presently able to maintain with key public interest oversight bodies such as the OHRC.

Councillor MacCumber then invited comments and questions.

Responding to comments that the scope should be expanded to include an intersection of race and gender, S. Clacken advised that the focus of Phase 1 was to deal with racism which is what AREWG has done.

There was some discussion regarding the draft timelines and AREWG’s contribution to the 2023-25 Strategic Plan.

NEXT PLENARY SESSION

January 28, 2022