



## MINUTES

The 557<sup>th</sup> MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was a hybrid meeting held at 40 Sheppard Avenue West, Toronto on Friday, May 5, 2023, at 9:00 a.m.

### Present:

#### (In-Person)

N. Colucci, P.Eng., Past President (and Interim Council Chair, items 1-4)  
R. Fraser, P.Eng., President (and Council Chair, effective at item 5)  
G. Wowchuk, P.Eng., President-elect  
C. Chahine, P.Eng., Vice President – Elected  
L. Notash, P.Eng., Vice President – Appointed (at item 7) and Councillor-at-Large  
A. Arenja, P.Eng., Lieutenant Governor-in-Council Appointee  
L. Cutler, P.Eng., Lieutenant Governor-in-Council Appointee  
A. Dryland, CET, Lieutenant Governor-in-Council Appointee  
D. Kiguel, P.Eng., East Central Region Councillor  
T. Kirkby, P.Eng., Eastern Region Councillor  
N. Lwin, P.Eng., East Central Region Councillor  
S. MacFarlane, P.Eng., Western Region Councillor  
P. Mandel, CPA, CBV, Lieutenant Governor-in-Council Appointee  
R. Panesar, P.Eng., West Central Region Councillor  
L. Roberge, P.Eng., Northern Region Councillor  
G. Schjerning, P.Eng., Councillor-at-Large  
U. Senaratne, P.Eng., Lieutenant Governor-in-Council Appointee  
P. Shankar, P.Eng., West Central Region Councillor  
S. Sung, Lieutenant Governor-in-Council Appointee

### Present

#### (Virtual):

V. Banday, P.Eng., Councillor-at-Large  
V. Hilborn, P.Eng., Western Region Councillor  
M. Liu, P. Eng., Eastern Region Councillor  
D. Montgomery, P.Eng., Northern Region Councillor  
S. Schelske, P.Eng., Lieutenant Governor-in-Council Appointee

### Regrets:

G. Nikolov, P.Eng., Lieutenant Governor-in-Council Appointee

### Staff

#### (In-Person):

J. Quaglietta, P.Eng., CEO/Registrar  
D. Abrahams, Vice-President (VP), Policy & Governance and Chief Legal Officer  
A. Dixit, P. Eng., VP, Corporate Operations and Digital Transformation  
C. Mehta, Director, Finance  
K. Praljak, Director, Communications  
M. Solakhyan, Director, Governance  
J. Vera, Director, Licensing  
M. Feres, Supervisor, Council Operations (Secretariat)  
E. Chor, Research Analyst (Secretariat)  
A. Anowar, Council and Committee Coordinator (Secretariat)

### Staff

#### (Virtual):

L. Papagni, Director, Investigations and Prosecution  
D. Smith, Director, External Relations  
N. Axworthy, Editor, Engineering Dimensions



### Guests

**(In-Person):** C. Bellini, P.Eng., PEO Director, Engineers Canada  
L. Lukinuk, Parliamentary Services

### Guests

**(Virtual):** D. Chui, P.Eng., PEO Director, Engineers Canada  
C. Echlin, Brown & Cohen  
N. Hill, P.Eng., PEO Director, Engineers Canada  
M. Sterling, P.Eng., PEO Director, Engineers Canada

Council convened at 9:00 a.m. on Friday, May 5, 2023.

### CALL TO ORDER

Notice having been given and a quorum being present, Past President Colucci called the meeting to order at 9:00 a.m. and made procedural announcements related to the conduct of the meeting.

### 12549 – APPROVAL OF AGENDA

There was a request to add an item titled “Legal Update” to the agenda after item 16.

Moved by President-elect Wowchuk, seconded by Councillor Arenja:

**That:**

- a) The agenda, as presented to the meeting at C-557-1, Appendix A be approved as amended; and
- b) the Chair be authorized to suspend the regular order of business.

**CARRIED**  
**Recorded vote**

**For: 22**

**Against: 0**

**Abstain: 0**

**No Vote/Absent: 2**

A. Arenja

C. Chahine

V. Banday

G. Nikolov

L. Cutler

A. Dryland

R. Fraser

V. Hilborn

D. Kiguel

T. Kirkby

M. Liu

N. Lwin

S. MacFarlane

P. Mandel



D. Montgomery  
L. Notash  
R. Panesar  
L. Roberge  
S. Schelske  
G. Schjerning  
U. Senaratne  
P. Shankar  
S. Sung  
G. Wowchuk

#### **12550 – DECLARATION OF CONFLICTS OF INTEREST**

There were no conflicts of interest declared.

#### **12551 – SPECIAL RULES OF ORDER**

*Special Rules* are rules that are adopted to modify or supplement an organization's adopted parliamentary authority. Pursuant to By-Law No. 1, the adopted parliamentary authority for the Association of Professional Engineers of Ontario is *Nathan & Goldfarb's Company Meetings, 12<sup>th</sup> Edition*.

Subsection 25(3) of By-Law No. 1 requires that, at the first meeting of Council following the Annual General Meeting (AGM), all *Special Rules* which were in force immediately before the close of business at the AGM are to be presented to Council for adoption and/or amendment if it so wishes. Council was therefore asked to approve amended *Special Rules* for the next Council year.

The proposed *Special Rules* are the same as the Special Rules from 2022-23.

Moved by Councillor Arenja, seconded by President Fraser:

**That the proposed Special Rules of Order, as presented to the meeting at C-557-4, Appendix A, be approved effective immediately and remain in effect until the close of business at the 2024 Annual General Meeting.**

There was a discussion related to section 7 of the Special Rules, *Meeting Details and Agendas*. With respect to section 7.4 which states, "A member of Council may add an item to the meeting agenda by submitting it to the Secretariat not later than two weeks prior to the meeting", matters related to risk, research, and unintended consequences were discussed. It was noted that section 7.4 is not in alignment with section 6.2.2, "Policy: Councillor Submissions to Council Meetings", of the Governance Manual approved by Council on March 31, 2023.

Moved by Councillor Arenja, seconded by Councillor Sung:

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

**That section 7.4 be struck from the Special Rules.**

**AMENDMENT DEFEATED**



**Recorded Vote**

<b><u>For: 10</u></b>	<b><u>Against: 13</u></b>	<b><u>Abstain: 0</u></b>	<b><u>No Vote/Absent: 1</u></b>
A. Arenja	V. Banday		G. Nikolov
L. Cutler	C. Chahine		
A. Dryland	R. Fraser		
V. Hilborn	D. Kiguel		
M. Liu	T. Kirkby		
L. Roberge	N. Lwin		
S. Schelske	S. MacFarlane		
U. Senaratne	P. Mandel		
P. Shankar	D. Montgomery		
S. Sung	L. Notash		
	R. Panesar		
	G. Schjerner		
	G. Wowchuk		

Council then considered a friendly amendment to refer the Special Rules to the Governance and Nominating Committee. The mover and seconder accepted.

The main motion, as amended, was then voted on.

**That the proposed Special Rules of Order, as presented to the meeting at C-557-4, Appendix A, be approved effective immediately, and**

**That the Special Rules be referred to the Governance and Nominating Committee for review, and to report back to Council before the end of 2023.**

**CARRIED**  
**Recorded vote**

<b><u>For: 23</u></b>	<b><u>Against: 0</u></b>	<b><u>Abstain: 0</u></b>	<b><u>No Vote/Absent: 1</u></b>
A. Arenja			G. Nikolov
V. Banday			
C. Chahine			
L. Cutler			
A. Dryland			
R. Fraser			
V. Hilborn			
D. Kiguel			



- T. Kirkby
- M. Liu
- N. Lwin
- S. MacFarlane
- P. Mandel
- D. Montgomery
- L. Notash
- R. Panesar
- L. Roberge
- S. Schelske
- G. Schjerning
- U. Senaratne
- P. Shankar
- S. Sung
- G. Wowchuk

**12552 – APPOINTMENT OF COUNCIL MEETING CHAIR**

Since 2011, Council has had a process for selecting a Council Meeting Chair, a role separate from that of President. The current role of the Chair is described in the Governance Manual approved by Council at its March 2023 meeting. The core responsibility of the Chair is to propose the agenda for, and preside over, Council meetings.

Those wishing to put their name forward for the position of Council Meeting Chair for the 2023-2024 term submitted their names prior to the meeting. At its meeting of April 18, 2023, the Governance and Nominating Committee did not make a recommendation for this position.

It was noted that there were two expressions of interest received, one from Past President Colucci and one from President Fraser. Past President Colucci withdrew his name from consideration. There were no nominations from the floor. Nominations were declared closed. President Fraser indicated his willingness to serve as Council meeting Chair.

Moved by Councillor Arenja, seconded by Councillor Notash:

**That Roydon Fraser, P.Eng., be appointed the Council Meeting Chair for the 2023-2024 Council year or until his successor is appointed.**

**CARRIED  
Recorded vote**

<b><u>For: 23</u></b>	<b><u>Against: 0</u></b>	<b><u>Abstain: 0</u></b>	<b><u>No Vote/Absent: 1</u></b>
A. Arenja			G. Nikolov



V. Banday  
C. Chahine  
L. Cutler  
A. Dryland  
R. Fraser  
V. Hilborn  
D. Kiguel  
T. Kirkby  
M. Liu  
N. Lwin  
S. MacFarlane  
P. Mandel  
D. Montgomery  
L. Notash  
R. Panesar  
L. Roberge  
S. Schelske  
G. Schjerning  
U. Senaratne  
P. Shankar  
S. Sung  
G. Wowchuk

Past President Colucci turned the gavel over to President Fraser, the newly elected Council meeting Chair.

### **12553 – APPOINTMENT OF CHAIR TO REGIONAL COUNCILLORS COMMITTEE**

The Regional Councillors Committee (RCC) has been designated as a board committee.

The Terms of Reference for the RCC prescribe that the Committee be composed of the ten elected members from each of the five regions. Because of the composition, its membership and operations are aligned to the Council year. Non-board committees are aligned with the calendar year.

The Terms of Reference also require that the chair is to be elected by and from among members of the RCC for a one-year term. The Committees and Task Forces Policy requires that chairs of committees be ratified by Council.

The RCC historically has met immediately following the AGM for the purpose of appointing a Chair for the ensuing Council year. The appointment is ratified by Council at the first meeting following the AGM prior to the election of the appointed Vice President and appointment of Councillors to committees.



Moved by Councillor Arenja, seconded by Vice President Chahine:

**That Pappur Shankar, P.Eng., be appointed as Chair of the Regional Councillors Committee, effective immediately and to hold office until the close of business at the 2024 Annual General meeting.**

**CARRIED**  
**Recorded vote**

<u>For: 21</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>No Vote/Absent: 3</u>
A. Arenja			D. Montgomery
V. Banday			G. Nikolov
C. Chahine			S. Schelske
N. Colucci			
L. Cutler			
A. Dryland			
V. Hilborn			
D. Kiguel			
T. Kirkby			
M. Liu			
N. Lwin			
S. MacFarlane			
P. Mandel			
L. Notash			
R. Panesar			
L. Roberge			
G. Schjerning			
U. Senaratne			
P. Shankar			
S. Sung			
G. Wowchuk			

P. Shankar introduced himself as RCC Chair and thanked the members of the RCC and PEO Council.

**12554 – APPOINTMENT OF VICE PRESIDENT**

Clause 3(1)2 of Regulation 941 under the Professional Engineers Act requires that Council appoint a Vice President from among the Councillors who are members of the Association - that is either elected by the members under s.3(2)(a) of the Act or appointed by the Lieutenant Governor in Council under s.3(2)(b) of the Act.



Those wishing to be considered for the position of Vice President (appointed) submitted their names prior to the meeting. On April 18, 2023 the Governance and Nominating Committee (GNC) met to consider expressions of interest but made no recommendation.

The Chair proposed the suspension of sections 5.9 and 5.10 of the Special Rules to set the threshold for a successful candidate at a majority of the votes instead of a plurality. There were no objections to the suspension.

The Chair advised that four expressions of interest were received. Councillors Banday and Hilborn removed their names from consideration. Councillors Nikolov and Notash remained on the ballot. The Chair asked for further nominations. None being received, he declared nominations closed.

Councillor Notash spoke to her candidacy. Councillor Nikolov was not present and thus did not speak to his candidacy. The Election Runner platform was then used to conduct the secret vote. After the election was closed, it was announced that the successful candidate is Councillor Notash.

Council voted to ratify the results of the secret vote.

Moved by Councillor Arenja, seconded by Councillor Lwin:

**That Leila Notash, P.Eng., be appointed as Vice President for the 2023-2024 Council year.**

**CARRIED**  
**Recorded vote**

**For: 22**

**Against: 0**

**Abstain: 0**

**No Vote/Absent: 3**

A. Arenja

D. Montgomery

V. Banday

G. Nikolov

C. Chahine

L. Notash

N. Colucci

L. Cutler

A. Dryland

R. Fraser

V. Hilborn

D. Kiguel

T. Kirkby

M. Liu

N. Lwin

S. MacFarlane

P. Mandel

R. Panesar

L. Roberge

S. Schelske

G. Schjerning





- U. Senaratne
- P. Shankar
- S. Sung
- G. Wowchuk

**12555 – APPOINTMENT OF COUNCILLORS TO GOVERNANCE COMMITTEES FOR 2023-2024**

At its meeting on April 30, 2021, Council formally approved the establishment and initial mandates of four (4) new governance committees. The current terms of reference are described in Section 2.3.3.2 of the PEO Governance Manual approved by Council at its March 2023 meeting. Councillors were invited to specify preferences for serving on governance committees.

On April 18, 2023 the Governance and Nominating Committee (GNC) met to consider expressions of interest and agreed on recommendations to each committee. Individual preferences were accommodated to the extent possible and efforts were made to ensure a reasonable (though not precisely even) distribution of Councillors on each committee. Councillors were provided with the opportunity to revise their preferences before Council finalized the appointments.

There was discussion regarding the possibility of Councillors serving on more than one committee. Without objection, the Chair noted that Council will address this matter on a case by case basis as situations arise during the process of making appointments to the four governance committees.

Audit and Finance Committee (AFC)

Councillor Shankar requested that his name be withdrawn from the roster for the Audit and Finance Committee and be added to the list for the Human Resources and Compensation Committee.

Moved by Councillor Arenja, seconded by Councillor Mandel:

**That the Audit and Finance Committee be composed of Council members Lorne Cutler, P.Eng., Tim Kirkby, P.Eng., Paul Mandel, George Nikolov, P.Eng., Ravinder Panesar, P.Eng., and Sherlock Sung, appointed for the 2023-2024 Council year.**

**CARRIED  
Recorded vote**

<u>For: 22</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>No Vote/Absent: 2</u>
A. Arenja			D. Montgomery
V. Banday			G. Nikolov
C. Chahine			
N. Colucci			
L. Cutler			
A. Dryland			
V. Hilborn			
D. Kiguel			



- T. Kirkby
- M. Liu
- N. Lwin
- S. MacFarlane
- P. Mandel
- L. Notash
- R. Panesar
- L. Roberge
- S. Schelske
- G. Schjernerjng
- U. Senaratne
- P. Shankar
- S. Sung
- G. Wowchuk

Governance and Nominating Committee (GNC)

Councillor Kiguel indicated self-nomination for appointment to the GNC. Council discussed its options to conduct a vote which includes the six (6) recommended names plus the self-nomination; or to split the decision into two votes – one for the six (6) recommended names and another to appoint the self-nominated candidate to the GNC.

Moved by Vice President Notash, seconded by Councillor MacFarlane:

**That Council conduct two separate votes in which the first includes the six (6) recommended names only, and the second considers the appointment of the self-nominated candidate to the GNC.**

**CARRIED  
Without objection**

Council then proceeded to conduct the first vote.

Moved by Councillor Arenja, seconded by Councillor Mandel:

**That the Governance and Nominating Committee be composed of Council members Arjan Arenja, P.Eng., Vajahat Banday, P.Eng., Christopher Chahine, P.Eng., Nanda Lwin, P.Eng., Susan MacFarlane, P.Eng., and Glen Schjernerjng, P.Eng., appointed for the 2023-2024 Council year.**

**CARRIED  
Recorded vote**

<u>For: 22</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>No Vote/Absent: 2</u>
A. Arenja			D. Montgomery
V. Banday			G. Nikolov
C. Chahine			



- N. Colucci
- L. Cutler
- A. Dryland
- V. Hilborn
- D. Kiguel
- T. Kirkby
- M. Liu
- N. Lwin
- S. MacFarlane
- P. Mandel
- L. Notash
- R. Panesar
- L. Roberge
- S. Schelske
- G. Schjernerjng
- U. Senaratne
- P. Shankar
- S. Sung
- G. Wowchuk

Council then discussed the matter of Councillor Kiguel’s self-nomination for appointment to the GNC. It was noted that the composition outlined in the governance committee Charters encourages Councillors to serve on at least one governance committee, however there is no prohibition on membership in more than one committee if that is the will of Council.

Moved by Councillor Kiguel, seconded by Councillor Notash:

**That David Kiguel, P.Eng., be added to the approved Governance and Nominating Committee roster.**

**CARRIED**  
**Recorded vote**

<b><u>For: 13</u></b>	<b><u>Against: 9</u></b>	<b><u>Abstain: 0</u></b>	<b><u>No Vote/Absent: 2</u></b>
V. Banday	A. Arenja		D. Montgomery
C. Chahine	A. Dryland		G. Nikolov
N. Colucci	V. Hilborn		
L. Cutler	M. Liu		
D. Kiguel	S. MacFarlane		
T. Kirkby	P. Mandel		



N. Lwin	G. Schjerning
L. Notash	U. Senaratne
R. Panesar	S. Sung
L. Roberge	
S. Schelske	
P. Shankar	
G. Wowchuk	

Human Resources and Compensation Committee (HRCC)

Moved by Councillor Arenja, seconded by Councillor Mandel:

**That the Human Resources and Compensation Committee be composed of Council members Andy Dryland, Dana Montgomery, P.Eng., Luc Roberge, P.Eng., Scott Schelske, P.Eng., and Pappur Shankar, P.Eng., appointed for the 2023-2024 Council year.**

**CARRIED**  
**Recorded vote**

<b><u>For: 22</u></b>	<b><u>Against: 0</u></b>	<b><u>Abstain: 0</u></b>	<b><u>No Vote/Absent: 2</u></b>
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A. Arenja  
V. Banday  
C. Chahine  
N. Colucci  
L. Cutler  
A. Dryland  
V. Hilborn  
D. Kiguel  
T. Kirkby  
M. Liu  
N. Lwin  
S. MacFarlane  
P. Mandel  
L. Notash  
R. Panesar  
L. Roberge  
S. Schelske  
G. Schjerning

D. Montgomery  
G. Nikolov



- U. Senaratne
- P. Shankar
- S. Sung
- G. Wowchuk

Regulatory Policy and Legislation Committee (RPLC)

Moved by Councillor Arenja, seconded by Councillor Mandel:

**That the Regulatory Policy and Legislation Committee be composed of Council members Vicki Hilborn, P.Eng., David Kiguel, P.Eng., Michelle Liu, P.Eng., Leila Notash, P.Eng., and Uditha Senaratne, P.Eng., appointed for the 2023-2024 Council year.**

**CARRIED**  
**Recorded vote**

**For: 22                      Against: 0                      Abstain: 0                      No Vote/Absent: 2**

- |  |   |
|--|---|
| <ul style="list-style-type: none"> <li>A. Arenja</li> <li>V. Banday</li> <li>C. Chahine</li> <li>N. Colucci</li> <li>L. Cutler</li> <li>A. Dryland</li> <li>V. Hilborn</li> <li>D. Kiguel</li> <li>T. Kirkby</li> <li>M. Liu</li> <li>N. Lwin</li> <li>S. MacFarlane</li> <li>P. Mandel</li> <li>L. Notash</li> <li>R. Panesar</li> <li>L. Roberge</li> <li>S. Schelske</li> <li>G. Schjerning</li> <li>U. Senaratne</li> <li>P. Shankar</li> <li>S. Sung</li> <li>G. Wowchuk</li> </ul> | <ul style="list-style-type: none"> <li>D. Montgomery</li> <li>G. Nikolov</li> </ul> |
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## 12556 – APPOINTMENT OF GOVERNANCE COMMITTEE CHAIRS

As set out in each committee's Charter, Council appoints the Chairs for each of the four governance committees. On April 18, 2023 the Governance and Nominating Committee (GNC) met to discuss expressions of interest received and made no recommendations.

The Chair proposed the suspension of sections 5.9 and 5.10 of the Special Rules to set the threshold for a successful candidate at a majority of the votes instead of a plurality. There were no objections to the suspension.

### AFC Chair

Councillors Cutler, Kirkby, Mandel, and Shankar had submitted their names for consideration. Councillor Shankar's name was removed from consideration since he is not a member of the AFC. The Chair asked if there were any self-nominations from the floor for the position of AFC Chair. Councillor Sung expressed his interest and his name was added to the list of candidates. Nominations were declared closed. Councillors Cutler and Mandel withdrew their names from consideration. Councillors Kirkby and Sung spoke to their candidacies.

The Election Runner platform was then used to conduct the secret vote. After the close of the election, Tim Kirkby was declared the successful candidate with 57% of the votes.

The Chair noted that ratification of this election will occur after all elections have concluded for governance committee chairs, and after the appointments to the Executive Committee and the Discipline Committee have been determined.

### GNC Chair

Councillors Bandy, MacFarlane, and Notash had submitted their names for consideration. Councillor Notash's name was removed from consideration since she is not a member of the GNC. The Chair asked if there were any self-nominations from the floor for the position of GNC Chair. No further expressions of interest were received. Nominations were declared closed. Councillor Bandy withdrew his name from the list.

Councillor MacFarlane was acclaimed as GNC Chair. She thanked Council and made remarks related to building on the committee's successes to date and working in collaboration with the members of the GNC and staff.

The Chair noted that ratification of this election will occur after all elections have concluded for governance committee chairs, and after the appointments to the Executive Committee and the Discipline Committee have been determined.

### HRCC Chair

Councillors Roberge and Senaratne were noted as having expressed interest in the position of HRCC Chair. Councillor Senaratne advised that his name was included in error and thus it was removed from consideration. The Chair asked if there were any self-nominations from the floor for the position of HRCC Chair. No further expressions of interest were received.

Councillor Roberge was acclaimed as HRCC Chair. He thanked Council and made remarks related to building on the committee's successes to date and working in collaboration with the members of the HRCC and staff.



The Chair noted that ratification of this election will occur after all elections have concluded for governance committee chairs, and after the appointments to the Executive Committee and the Discipline Committee have been determined.

#### RPLC Chair

Vice President Notash and Councillors Hilborn and Senaratne were noted as having expressed interest in the position of RPLC Chair. Councillor Senaratne advised that his name was included in error and thus it was removed from consideration. Vice President Notash also removed her name from consideration. The Chair asked if there were any self-nominations from the floor for the position of RPLC Chair. No further expressions of interest were received. Nominations were declared closed.

Councillor Hilborn was acclaimed as RPLC Chair. She thanked Council and made remarks related to building on the committee's successes to date and working in collaboration with the members of the RPLC and staff.

The Chair noted that ratification of this election will occur after all elections have concluded for governance committee chairs, and after the appointments to the Executive Committee and the Discipline Committee have been determined.

#### **12557 – APPOINTMENTS TO THE EXECUTIVE COMMITTEE**

The Executive Committee is required by sections 10 and 11 of the *Professional Engineers Act*. It has the powers and duties set out in section 11 of the Act and section 29 of Regulation 941 under the Act.

The composition of the Executive Committee is set out in section 28 of the Act. It includes the president, the president-elect, the immediate past-president, the two vice-presidents and one or more members of Council which Council appoints from time to time. Pursuant to s.28(1.1), if only one additional member of Executive Committee is appointed, that person must be a member of Council appointed by the Lieutenant Governor in Council (LGA). That person may be either a member or a non-member of the Association. If more than one member is to be appointed, at least one must be an LGA.

The Chair proposed the suspension of sections 5.9 and 5.10 of the Special Rules to set the threshold for a successful candidate at a majority of the votes instead of a plurality. There were no objections to the suspension.

Council discussed its options to appoint only one (1) additional member in order to satisfy the legal requirement, or to appoint more than the minimum required.

Moved by Past President Colucci, seconded by Councillor Senaratne:

**That the number of Executive positions to be appointed from amongst the members of Council under s.28(1)(e) of Regulation 941 be more than (1), and in this circumstance, at least one position must be filled by a member of Council appointed by the Lieutenant Governor in Council.**

**CARRIED  
Without objection**

Council then discussed the appointments in two phases.

It was noted that the first phase will relate to satisfying the requirement that one appointment must be a Lieutenant Governor in Council (LGA) appointee. Council was advised that, of the expressions of interest received, four (4) are LGA's and are thus eligible candidates. These are: Councillor Cutler, Councillor Mandel, Councillor Nikolov, and Councillor Schelske.



The Chair asked if there were any self-nominations from the floor for the LGA appointment to the Executive Committee. No further expressions of interest were received. Councillor Mandel withdrew his name from consideration. Nominations were declared closed. Councillors Schelske and Cutler spoke to their candidacies. Councillor Nikolov was absent and thus did not speak to his candidacy.

The Election Runner platform was then used to conduct the secret vote. After the close of the election, Lorne Cutler was declared the successful candidate with 57% of the votes.

The Chair noted that ratification of this election will occur after all elections have concluded for determining appointments to the Executive Committee and the Discipline Committee.

The second phase of the discussion related to Council's decision to make one additional appointment over the minimum requirement. Council was advised of the remaining eligible candidates. These are: Councillor Hilborn, Councillor Kiguel, Councillor Liu, Councillor Nikolov, Vice President Notash, Councillor Panesar, Councillor Schjerning, Councillor Shankar, and Councillor Schelske.

The Chair asked if there were any self-nominations from the floor for the additional appointment to the Executive Committee. No further expressions of interest were received. Nominations were declared closed. Vice President Notash and Councillors Hilborn, Schjerning, and Shankar withdrew their names from consideration. Councillors Kiguel, Liu, Panesar, and Schelske spoke to their candidacies. Councillor Nikolov was not present and thus did not speak to his candidacy.

The Election Runner platform was then used to conduct the secret vote. After the close of the election, the results showed that no candidate received a majority of the votes. It was declared that a run-off election will be required in this circumstance. Having received the lowest number of votes in the primary election, Councillor Nikolov was removed from the run-off ballot.

The Election Runner platform was then used to conduct the secret vote for the run-off election. After the close of the run-off election, the results showed that no candidate received a majority of the votes. It was declared that a second run-off election will be required in this circumstance. Having received the lowest number of votes in the run-off election, Councillor Panesar was removed from the ballot for the second run-off election.

The Election Runner platform was then used to conduct the secret vote for the second run-off election. After the close of the second run-off election, the results showed that no candidate received a majority of the votes. Further, the results showed that there was a tie for the lowest percentage of votes between David Kiguel and Scott Schelske, each with 26%. It was announced that a run-off will be required between these two candidates to determine whose name will be removed from the ballot for the third run-off election. David Kiguel removed his name from consideration for the last place run-off. Accordingly, it was declared that a third run-off election will be conducted between the two remaining candidates, Michelle Liu and Scott Schelske.

The Election Runner platform was then used to conduct the secret vote for the third run-off election. After the close of the third run-off election, Michelle Liu was declared the successful candidate with 57% of the votes.

The Chair noted that ratification of this election will occur after the election has concluded for the appointment to the Discipline Committee.

## **12558 – APPOINTMENT OF ELECTED COUNCILLOR TO THE DISCIPLINE COMMITTEE**





The Discipline Committee exercises a core regulatory function defined under the *Professional Engineers Act* and must do so in accordance with the Act, the *Statutory Powers and Procedures Act* and the general requirements of administrative law. Its required membership is set out in the *Professional Engineers Act*. Council is responsible for appointing members of the committee in some categories, subject to the approval of the Attorney General.

The requirement for Council to appoint an elected Councillor to the Discipline Committee to comply with s.27(1)1 of the Act is the sole exception to Council's 2021 direction that, as of the 2022 AGM, Councillors would no longer serve on non-governance committees.

As previously communicated, Council will be mindful of the role played by DIC as an adjudicative body and the specific skills required of those who serve on this committee. These include, in particular:

- An aptitude for adjudication and optimally some previous adjudicative experience
- A good understanding of fundamental principles of administrative law as well as the specific requirements of the *Professional Engineers Act* and Regulations
- Availability and willingness to serve on discipline hearings that could take up significant amounts of time, including extensive pre- and post-hearing review of complex legal and evidentiary materials, as well as attendance at hearings that may become protracted and involve multiple sitting days

On April 18, 2023 the Governance and Nominating Committee (GNC) met to discuss expressions of interest from elected councillors and made no recommendation.

The Chair turned the gavel to President-elect Wowchuk to chair this item.

Councillor Banday, Past President Colucci, President Fraser, Councillor Kirkby, Councillor Liu, Vice President Notash, and Councillor Schjerning submitted their names for consideration. The Chair asked if there were any self-nominations from the floor. There were none and nominations were declared closed. Councillor Banday, Councillor Kirkby, Councillor Liu, Vice President Notash, and Councillor Schjerning removed their names from consideration.

Past President Colucci and President Fraser spoke to their candidacies. The Election Runner platform was then used to conduct the secret vote.

After the close of the election, President Fraser was declared the successful candidate with 75% of the votes.

Council then voted to ratify the appointments made in relation to Governance Committee Chairs, the Executive Committee, and the Discipline Committee.

Moved by Councillor Arenja, seconded by Councillor Shankar:

**That Tim Kirkby, P.Eng., be appointed Chair of the Audit and Finance Committee for the 2023-2024 Council year or until his successor is appointed.**

**That Susan MacFarlane, P.Eng., be appointed Chair of the Governance and Nominating Committee for the 2023-2024 Council year or until her successor is appointed.**

**That Luc Roberge, P.Eng., be appointed Chair of the Human Resources and Compensation Committee for the 2023-2024 Council year or until his successor is appointed.**



**That Vicki Hilborn, P.Eng., be appointed Chair of the Regulatory Policy and Legislation Committee for the 2023-2024 Council year or until her successor is appointed.**

**That Lieutenant Governor Appointee Lorne Cutler, P.Eng., and Michelle Liu, P.Eng., be appointed as members of the Executive Committee for the 2023-2024 Council year, in accordance with ss.28(1)(e) and 28(1.1) of Regulation 941.**

**That Roydon Fraser, P.Eng., be appointed as a member of the Discipline Committee for the 2023-2024 Council year, in accordance with s.27(1)1 of the *Professional Engineers Act*.**

**CARRIED**  
**Recorded vote**

**For: 24**

**Against: 0**

**Abstain: 0**

**No Vote/Absent: 1**

A. Arenja

G. Nikolov

V. Banday

C. Chahine

N. Colucci

L. Cutler

A. Dryland

R. Fraser

V. Hilborn

D. Kiguel

T. Kirkby

M. Liu

N. Lwin

S. MacFarlane

P. Mandel

D. Montgomery

L. Notash

R. Panesar

L. Roberge

S. Schelske

G. Schjerning

U. Senaratne

P. Shankar

S. Sung

G. Wowchuk



President-elect Wowchuk returned the gavel to President Fraser.

### **12559 – CEO/REGISTRAR’S GOALS FOR 2023-2024**

Under the Professional Engineers Act, Council has one, critical employee, the Registrar (or CEO/Registrar). Particularly at this most senior staff level, human capital is a vital component in the successful transformation of PEO as it strives to become a more modern regulator. Setting and monitoring goals and objectives for the CEO/Registrar is an important component of Council’s role in moving the organization forward. Any goals that are assigned are expected to reflect an overall vision which corresponds to the enhancements required within the organization.

CEO/Registrar Quaglietta reviewed the proposed CEO/Registrar’s performance goals and 16 associated objectives for 2023-2024 on which performance will be evaluated, noting that they are a sampling of the projects from the strategic and operational plans. It was noted that the goals and the associated projects and objectives therein align with PEO’s strategic priorities. Further, they are “SMART” (Specific, Measurable, Achievable, Realistic, Timely) performance goals which further define timelines, what is to be accomplished, and how each is to be measured.

The proposed goals are:

1. Create a fair, transparent, accessible, and efficient application process as it relates to FARPACTA by Q1 2024.
2. Modernize PEO’s regulatory processes, including feedback from stakeholders by Q4 2023.
3. Ensure adequate planning for Information Technology and Information Management by Q1 2024.
4. Build organizational capacity and capabilities by continuing to foster a positive work culture and strive to be a high-functioning organization by engaging employees, demonstrating values, and enabling performance throughout 2023.
5. Build Executive Leadership Team (ELT) success, including restoring and reenergizing teams.
6. Continue to develop governance skillsets for both staff and council.
7. Ensure governance performance and oversight.

CEO/Registrar Quaglietta outlined her commitment to achieving a successful outcome for the goals and objectives, which will be evaluated by way of a performance review. Meetings will take place as required with the HRCC.

CEO/Registrar Quaglietta responded to questions and discussion regarding the proposed goals and objectives. It was noted that where timelines are not currently shown, updates will be provided by Q3 through the dashboard metrics to support monitoring of operations.

Moved by Councillor Roberge, seconded by Councillor Arenja:

**That Council approve the CEO/Registrar goals as presented at C-557-12, Appendix A (“CEO/Registrar 2023-2024 Goals Review Form”).**

**CARRIED  
Recorded vote**



**For: 22**

A. Arenja  
C. Chahine  
N. Colucci  
L. Cutler  
A. Dryland  
R. Fraser  
D. Kiguel  
T. Kirkby  
M. Liu  
N. Lwin  
S. MacFarlane  
P. Mandel  
D. Montgomery  
L. Notash  
R. Panesar  
L. Roberge  
S. Schelske  
G. Schjerning  
U. Senaratne  
P. Shankar  
S. Sung  
G. Wowchuk

**Against: 0**

**Abstain: 0**

**No Vote/Absent: 3**

V. Banday  
V. Hilborn  
G. Nikolov

**12560 – COUNCILLOR QUESTIONS**

There were responses and discussion related to Councillors' questions, including the following areas:

**Councillor Training**

There was a reminder provided regarding the 2023 budget allocation for individual Councillor governance training. There was also a suggestion regarding the potential for the Council to receive governance training as a group, including an overview of parliamentary procedure. Staff noted this as business arising and will follow up accordingly.

**Audio Recordings of Council Meetings**

These used to be available on the PEO website but are no longer posted. When will this practice resume?



In response, staff made a commitment to updating Council on this matter at the June meeting and noted that PEO is committed to the resumption of posting Council meeting recordings as soon as possible.

### **Licence Holder Submissions to Annual General Meeting (AGM)**

There were comments and questions regarding the 2023 submission guidelines, including:

- The suggestion that the guidelines be reviewed and submitted for Council approval ahead of the 2023 AGM;
- The suggestion that future deadlines could accommodate the actual end of the day instead of the close of the traditional business day used in 2023, and that such a change need not be in contravention of the “Right to Disconnect” policy; and
- A question regarding the difference in voting process by licence holders at the AGM between 2022 and 2023.

In response, it was noted that it will be proposed that the GNC’s work plan for 2023-2024 include a review of the member submissions process as a vehicle for meaningful stakeholder engagement.

Regarding the voting process on the sole submission received this year, it was noted that Council approved the current submission guidelines in early 2020 in time for that year’s AGM; and that the process followed in 2023 is as outlined in the submission guidelines and followed in 2020 and 2021. The process followed in 2022 to provide a de facto approval of all 12 submissions was a deviation from the norm in recognition of the unusually high number of submissions received that year.

### **“Right to Disconnect” Policy**

There was a question regarding Council and Committee meetings which take place outside of the traditional workday hours and how PEO plans to apply the “Right to Disconnect” policy in this regard.

CEO/Registrar Quaglietta noted that this is an operational matter which is being addressed in the context of business commitments and reasonable expectations as it relates to the availability of both staff and volunteers.

### **In Person Council Meeting Protocol**

There was a question regarding Council’s approval in May 2022 of various safety measures in support of the resumption of in-person Council meetings at PEO’s premises at 40 Sheppard Avenue West, Toronto and if there is a need for Council to consider rescinding this motion.

In response, staff noted that the Council motion was linked to a staff policy which was rescinded on May 1, 2023 and replaced by the *Communicable and Infectious Disease Prevention* policy, communicated by email to Council on April 5, 2023, and thus no further Council action is required.

### **Governance Committee Information on Website**

It was noted that there is limited information on the PEO website and that documents such as the Charters, meeting minutes, and committee membership are not currently posted.

In response, it was noted this matter will be reviewed with an aim to publicly providing the appropriate level of governance committee information, including the finalized Governance Manual which includes information about the governance committees.

### **High-level Overview of Governance Committees**



A request was made for information in this regard. In response, Councillors were advised to review the *Governance Manual* approved at its March 2023 meeting. Further, it was noted that in the next few weeks there will be a kick-off meeting for the term for each committee, at which additional information will be provided. At that time, Councillors may raise questions and/or request additional support if knowledge gaps exist.

**Governance Committee Chairs**

In response to a question, it was noted that staff will be contacting the four governance committee chairs ahead of setting the schedule of meetings for the term.

**12561 – MOTION TO MOVE IN CAMERA**

Moved by Councillor Arenja, seconded by Vice President Chahine:

**That Council move in camera at 1:40 p.m.**

**CARRIED**  
**Recorded vote**

**For: 23**

**Against: 0**

**Abstain: 0**

**No Vote/Absent: 1**

A. Arenja

G. Nikolov

V. Banday

C. Chahine

N. Colucci

L. Cutler

A. Dryland

V. Hilborn

D. Kiguel

T. Kirkby

M. Liu

N. Lwin

S. MacFarlane

P. Mandel

D. Montgomery

L. Notash

R. Panesar

L. Roberge

S. Schelske

G. Schjerning

U. Senaratne

P. Shankar



S. Sung  
G. Wowchuk

**12562 – APPOINTMENT OF INTERIM DEPUTY REGISTRAR**

Moved by Past President Colucci, seconded by Councillor Mandel:

**That Council makes public the in camera decision to appoint Arun Dixit, P.Eng. as Interim Deputy Registrar, effective May 5, 2023, until such time as Council appoints a permanent Deputy Registrar.**

**CARRIED  
Recorded vote**

**For: 23                      Against: 0                      Abstain: 0                      No Vote/Absent: 1**

- A. Arenja
  - V. Banday
  - C. Chahine
  - N. Colucci
  - L. Cutler
  - A. Dryland
  - V. Hilborn
  - D. Kiguel
  - T. Kirkby
  - M. Liu
  - N. Lwin
  - S. MacFarlane
  - P. Mandel
  - D. Montgomery
  - L. Notash
  - R. Panesar
  - L. Roberge
  - S. Schelske
  - G. Schjernerjng
  - U. Senaratne
  - P. Shankar
  - S. Sung
  - G. Wowchuk
- G. Nikolov



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These minutes consist of 24 pages and minutes 12549 to 12562 inclusive.

**“Roydon Fraser”**

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R. Fraser, P.Eng., Chair

**“Marina Solakhyan”**

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M. Solakhyan, Director, Governance