

## Confirmation of Notice and Quorum

|                           |  |
|---------------------------|--|
| <b>Agenda Item Number</b> | C-563-1  |
| <b>Purpose</b>            | Secretariat to confirm notice and quorum of the meeting. |

## Confirmation Note – Approval of Agenda

|                           |   |
|---------------------------|---|
| <b>Agenda Item Number</b> | C-563-2   |
| <b>Purpose</b>            | To approve the agenda for the meeting.  |
| <b>Motion</b>             | (simple majority)<br>That:<br>a) The agenda, as presented to the meeting at C-563-2, Appendix A, be approved; and<br>b) The Chair be authorized to suspend the regular order of business. |
| <b>Attachments</b>        | Appendix A – 563 <sup>rd</sup> Council meeting agenda   |

Prepared By: Eric Chor, Research Analyst

C-563-1.2  
 Appendix A

# Agenda

**Kick-off Meeting – 563<sup>rd</sup> Meeting of the Council - Professional Engineers Ontario**

**Friday, May 3, 2024 / 9:00 am – 3:30 pm / Lunch 12:30– 1:15 pm**

**In Person Meeting: PEO Offices, 40 Sheppard Avenue West, 8<sup>th</sup> Floor, Toronto**

**Virtual Option: Zoom details are provided via Outlook calendar invitation and Diligent Boards**

| SUMMARY OF TIMINGS |  |
|--------------------|--|
| 9:00 am            | <b>CALL TO ORDER – Formal Public Meeting Begins – Council Chambers</b> |
| 10:30–10:40 am     | Approximate time of break  |
| 12:30–1:15 pm      | Lunch  |
| 2:00–2:05 pm       | Approximate time of break  |
| 3:30 pm            | <b>Meeting concludes</b>   |

| <u>AGENDA ITEMS</u>  |  | Spokesperson/<br>Moved by | Type         | Time    |
|--|--|---------------------------|--------------|---------|
| PRESIDENT’S OPENING REMARKS AND CALL TO ORDER<br>ACKNOWLEDGEMENT OF ATTENDEES (COUNCIL, STAFF AND GUESTS) AND “HOUSEKEEPING” ITEMS |  |                           |              |         |
| 1.   | CONFIRMATION OF NOTICE AND QUORUM  | Secretariat               | Confirmation | 9:00 am |
| 2.   | APPROVAL OF AGENDA   | Interim Chair             | Decision     |         |
| 3.   | CONFLICTS OF INTEREST: Do any Councillors have a conflict to disclose  | Interim Chair             | Exception    |         |
| 4.   | APPOINTMENT OF COUNCIL MEETING CHAIR <sup>1</sup>  | Interim Chair             | Decision     | 9:10 am |
| 5.   | APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE   | Chair                     | Decision     | 9:30 am |
| 6.   | APPOINTMENT OF VICE PRESIDENT <sup>1</sup>   | Chair                     | Decision     | 9:35 am |
| 7.   | APPOINTMENT OF COUNCILLORS TO GOVERNANCE COMMITTEES FOR 2024-2025 <ul style="list-style-type: none"> <li>• Audit and Finance Committee</li> <li>• Governance and Nominating Committee</li> <li>• Human Resources and Compensation Committee</li> </ul> | Chair                     | Decision     | 9:55 am |

<sup>1</sup> Secret Vote via *ElectionRunner* platform

| <b>AGENDA ITEMS</b>                                 |   | <b>Spokesperson/<br/>Moved by</b> | <b>Type</b> | <b>Time</b> |
|---|---|-----------------------------------|-------------|-------------|
|   | <ul style="list-style-type: none"> <li>Regulatory Policy and Legislation Committee</li> </ul> |                                   |             |             |
| 8.  | APPOINTMENT OF GOVERNANCE COMMITTEE CHAIRS <sup>1</sup>                                       | Chair                             | Decision    | 10:40 am    |
| 9.  | APPOINTMENT(S) TO THE EXECUTIVE COMMITTEE <sup>1</sup>  | Chair                             | Decision    | 11:40 am    |
| LUNCH: 12:30-1:15                                   |   |                                   |             |             |
| 10.   | APPOINTMENT OF ELECTED COUNCILLOR TO THE DISCIPLINE COMMITTEE <sup>1</sup>                    | Chair                             | Decision    | 1:15 pm     |
| 11.   | COUNCILLOR QUESTIONS  | Chair                             | Discussion  | 1:35 pm     |
| 12.   | MOTION TO MOVE IN CAMERA  | Chair                             | Decision    | 2:00 pm     |
| FORMAL PUBLIC MEETING ENDS<br>BREAK: 2:00 – 2:05 pm |   |                                   |             |             |
| 13.   | IN CAMERA WITH STAFF <ul style="list-style-type: none"> <li>Councillor Questions</li> </ul>   | Chair                             | Discussion  | 2:05 pm     |
| 14.   | IN CAMERA WITH CEO/REGISTRAR  | Chair                             | Discussion  | 2:35 pm     |
| 15.   | IN CAMERA WITHOUT CEO/REGISTRAR   | Chair                             | Discussion  | 3:00 pm     |
| 16.   | ADJOURNMENT   |                                   |             | 3:30 pm     |

| <b>UPCOMING EVENTS: Workshop, Council Meetings</b>   |
|--|
| <ul style="list-style-type: none"> <li>May 30-31, 2024 (Council Workshop)</li> <li>June 21, 2024 (Council Meeting)</li> <li>September 27, 2024 (Council Meeting)</li> <li>November 29, 2024 (Council Meeting)</li> <li>February 21, 2025 (Council Meeting)</li> <li>April 4, 2025 (Council Close-off Meeting)</li> </ul> |

## **Councillor Code of Conduct**

PEO expects all volunteers and members of Council to conduct themselves in a manner that honours PEO core values, reputation and in accordance with the applicable laws and regulations.

At all times, PEO volunteers and members of Council are expected to:

- carry out duties and responsibilities in a competent, efficient and safe manner;
- comply with the mandatory training requirements including all training required under legislation;
- adhere to PEO policies, procedures and applicable legislation;
- neither use, nor allow the use of, PEO property, resources, information and/or funds other than for authorized purpose(s);
- maintain confidentiality of any information obtained as a result of volunteering with PEO, during volunteer service and after their volunteer commitment is over;
- observe safety procedures, including, but not limited to, keeping themselves and others safe at all times, notifying PEO about any potential or perceived hazards in the working environment; notifying PEO about any accident, incident or property damage, etc.

At all times, PEO volunteers and members of Council shall not:

- act in a way that may bring PEO into disrepute;
- create any liability for PEO without prior authorization;
- engage in any activity that may cause physical or mental harm to another person including but not limited to, verbal abuse, physical abuse, assault, harassment, bullying, etc.);
- engage in any activity that may damage PEO property;
- provide a false or misleading statement, declaration or claim, falsify or change any documents or records;

PEO volunteers and members of Council should avoid all situations in which their personal interests conflict or might conflict with their duties to the Association. They shall, at the first opportunity, disclose any real or perceived conflict of interest. The nature of this reported conflict must be properly documented in the Association's records.

[s. 3.1.8 of the Governance Manual]

## Exception Note – Conflicts of Interest

|                                   |   |
|-----------------------------------|---|
| <b>Agenda Item Number</b>         | C-563-3   |
| <b>Purpose</b>                    | Councillors are requested to identify any potential conflicts of interest related to the open session Council agenda. |
| <b>Strategic/Regulatory Focus</b> |   |
| <b>Motion</b>                     | <i>None required</i>  |

### Summary

Councillors are to declare and refrain from participating in any Council matters where they might have a real or perceived conflict of interest.

The Council Chair is responsible for ruling on whether a conflict exists if there is a dispute.

The Councillor with a conflict of interest will be required to leave the Council meeting for the duration of the agenda item, including for any respective votes.

## Decision Note – Appointment of Council Meeting Chair

|                                   |   |
|-----------------------------------|---|
| <b>Agenda Item No.</b>            | C-563-4   |
| <b>Purpose</b>                    | To appoint a Council Meeting Chair for the 2024-2025 Council year.  |
| <b>Strategic/Regulatory Focus</b> | Governance  |
| <b>Motion</b>                     | That [name to be inserted at the meeting] be appointed the Council Meeting Chair for the 2024-2025 Council year or until their successor is appointed.<br><br>(simple majority) |
| <b>Attachments</b>                | Appendix A - Section 3.2 of PEO Governance Manual, “President and Chair”<br>Appendix B – Voting Procedures excerpt from <i>Special Rules of Order</i>                           |

### Summary

Council is asked to appoint Council meeting Chair for the 2024-2025 Council term. Those wishing to put their name forward for the position submitted their names before the meeting.

### Public Interest Rationale

Appointing a Chair to fulfil the responsibilities of the role is an essential part of the governance structure that helps PEO achieve its public interest mandate.

### Background

Since 2011, Council has had some form of process for selecting a Council Meeting Chair, a separate role from that of President. The current mandate, powers, responsibilities, processes, and terms of office are described in Section 3.2 of the PEO Governance Manual approved by Council at its March 2023 meeting (Appendix A). The core responsibility of the Chair is to propose the agenda for, and preside over, Council meetings.

### Considerations

Expressions of Interest were received from:

- Vicki Hilborn
- Fred Saghezchi
- Pappur Shankar
- Randy Walker
- Gregory Wowchuk

In addition to the candidates who have expressed interest, there may also be self-nominations from the floor. Voting is by secret ballot, and Appendix B lists voting procedures.

The selection process is described in more detail in the *Special Rules of Order*, Appendix B.

All candidates will have the opportunity to state their reasons for appointment.

### Stakeholder Engagement

N/A

### Recommendation(s)

The Governance and Nominating Committee is not making a recommendation for this position.

**Next Steps**

Immediately following appointment, the new Chair will preside over the remainder of this meeting, and over the 2024-2025 Council year.

**Prepared By:** Eric Chor, Research Analyst



## Section 3.2 of PEO Governance Manual (Approved March 31, 2023)

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### 3.2 President and Chair

The roles and responsibilities of the President and Chair are established by the Regulation and PEO's by-laws and policies.

#### 3.2.1 Mandate

The President is the elected leader of PEO. The Chair, who is typically also the President (but can be a separate person), leads Council in carrying out its governance and fiduciary responsibilities to fulfill PEO's mandate.

#### 3.2.2 Powers

The authority of the President and Chair rests in the powers given to them by Council, as well as by the Regulation, and is subject to any limits set out in the Act and PEO's by-laws.

#### 3.2.3 Responsibilities

*Acting as Chair of Council:*

The Chair provides leadership in guiding Council and coordinating its activities to enhance the effectiveness of PEO's governance, oversees Council operations and processes, and acts as liaison between the Council and the CEO/Registrar.

In addition to the Chair fulfilling the duties and responsibilities of a Councillor, the Chair has other specific responsibilities to:

- Ensure orderly deliberation and decision-making at Council meetings, making use of the approved rules of order and ensuring all voices are heard;
- Ensure that Council meeting votes reflect consensus decisions or clearly decided motions;
- Work in conjunction with the CEO/Registrar to ensure the effectiveness and efficiency of Council meetings;
- Determine, review, and ensure the completeness of membership meeting and Council agendas, minutes and pre-read information in conjunction with the CEO/Registrar, and ensure that the CEO/Registrar provides Council with sufficient and appropriate information enabling Council to fulfill its responsibilities and to make decisions;
- Ensure that Councillors' submissions and new business items are appropriately triaged and managed (including directing to staff and/or committee for further review and action as per the Councillor Submissions Protocol);

- Attend applicable committee meetings, whether as a member or observer, to facilitate the co-ordination of regulatory and governance work across PEO's governing bodies;
- Ensure that Council meeting discussions are focused on regulatory and governance issues of a strategic nature, in keeping with Council's own prescribed role as a governance board;
- Build Council transparency, unity, solidarity, and trust;
- Understand the need for, and utilize, *in camera* meetings appropriately;
- Demonstrate Council's integrity and ethical behaviours including conflict of interest declarations when appropriate;
- Coach Councillors, collectively and individually, to ensure full utilization of individual capabilities and optimum performance of Council;
- Speak on behalf of Council, stating Council's position on issues it has considered or policies that PEO has previously adopted, as per PEO's communication policy;
- In conjunction with the CEO/Registrar, ensure that Councillors are always duly informed on matters of substance which fall within Council's regulatory governance mandate;
- Refer requests from external organizations to the CEO/Registrar for corporate response and inform Councillors of such requests and PEO's response as the President and Chair sees fit;
- Maintain open lines of communication with Councillors between meetings;
- Satisfy, from time to time, such other duties and responsibilities as may be assigned by Council; and
- Lead by example on role modelling PEO's Core Values and Governance Principles and Policies.

*Acting as President of PEO:*

In addition to fulfilling the duties and responsibilities of Council Chair, the President has other specific responsibilities to:

- Preside over member meetings, including PEO's AGM, ensuring an orderly consideration of business;
- Represent PEO to the public, members and staff. The President speaks for Council with all levels of government, universities, industry, and all external stakeholders, except in other specifically authorized instances. The President will coordinate with the CEO/Registrar on external engagement to ensure a consistent message and to avoid overlaps, in alignment with PEO's communication policy;
- Represent PEO at the annual general meeting of Engineers Canada, as a constituent member; and
- Satisfy any additional duties or responsibilities as delegated by Council from time to time.

#### **3.2.4 Processes and Terms of Office**

The President-elect is elected by PEO's members annually. The President-elect serves as a member of Council first, and then serves as President. The President-elect will approve the President's expenses.

The President assumes office effective at Council's first meeting following PEO's AGM.

The President of PEO typically serves as Chair of Council. In situations where the President and Chair are separate people, the powers and responsibilities assigned to each within this Manual apply separately to each person and role.

The President serves for a term of one year. The Chair will also typically serve for one year, coinciding with the President's term of office.

If the Chair is absent from a meeting of Council or is unable to act, the President-elect would act for the President and serve as Chair in their absence.

In the event the office of President becomes vacant, the President-elect will become the President and may be appointed by Council as Chair. If the President-elect is unable to assume office, Council will abide by the process outlined in the Regulation for appointing a new President.

The President and Chair has the right to delegate any of their functions to other Councillors as appropriate, but they are ultimately accountable to Council for the functions delegated.

### **3.2.5 Review of President and Chair Powers and Responsibilities**

The contents of section 3.2 of this Manual will be reviewed by Council every three years.

Excerpt from PEO Special Rules of Order, approved April 5, 2024

## **6. PROCEDURES FOR COUNCIL MEETING CHAIR, VICE PRESIDENT, AND OTHER COUNCIL APPOINTMENTS**

The following procedures are to be used when making Council Meeting Chair, Vice President and other Council appointments, except as otherwise provided in these Special Rules or in the Act, Regulation or By-Laws:

6.1 As soon as possible prior to the meeting at which such appointments are to be made, the Registrar or designate will ask Councillors to express their interest in serving as Council Meeting Chair, Vice President, member of the Executive Committee, and any other position that Council is required to fill from amongst its members.

6.2 At the meeting, the Chair, who for clarity is the person who served as Chair of Council for the meeting immediately prior to this meeting *or* in that person's absence, such other person as the meeting may choose for this purpose, will ask for additional nominations. If none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.

6.3 Each candidate will be asked if they consent to the nomination.

6.4 A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Manager, Secretariat that they consent to the nomination and agree to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of their nomination.

6.5 Each nominee will be afforded an opportunity to make a brief (2 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees, so long as such comments do not exceed 2 minutes when read.

6.6 Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).

6.7 Upon completion of the vote, the results will be presented, and the Chair will declare the nominee(s) with the most votes elected.

6.8 Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected by acclamation.

6.9 Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.

6.10 In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.

6.11 Any ballots cast will be secured by the Secretariat until a motion to destroy the ballots has been passed by Council.

## Decision Note – Appointment of Regional Councillor Committee (RCC) Chair

|                                   |  |
|-----------------------------------|--|
| <b>Agenda Item No.</b>            | C-563-5  |
| <b>Purpose</b>                    | To approve the Chair of the Regional Councillors Committee (RCC) for the 2024-2025 Council year.   |
| <b>Strategic/Regulatory Focus</b> | Governance   |
| <b>Motion</b>                     | That Pappur Shankar, P.Eng., be re-appointed as Chair of the Regional Councillors Committee, effective immediately and to hold office until the close of business at the 2025 Annual General meeting.<br><br>(simple majority) |
| <b>Attachments</b>                | none   |

### Summary

The Regional Councillors Committee (RCC) has various roles assigned to it by Council, including with respect to the oversight of Chapters.

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

The Terms of Reference also require that the chair is to be elected by and from among members of the RCC for a one-year term. Existing Council policies require that this choice be ratified by Council.

### Public Interest Rationale

The approval of the Chair formally constitutes the complete RCC, to achieve PEO's public interest mandate.

### Background

The RCC historically has met immediately following the Annual General Meeting for the purpose of appointing a Chair for the ensuing Council year. The 2024 RCC meeting was not held due to the acclamation of a single candidate.

Council is being asked to ratify the appointment of the Chair of the Regional Councillors Committee.

The selection process is described in more detail in the current Special Rules of Order.

### Considerations

N/A

### Stakeholder Engagement

N/A

### Options

N/A

**Recommendation(s)**

N/A

**Next Steps**

The appointed Chair will preside over the RCC for the 2024-2025 Council year.

**Prepared By:** Eric Chor, Research Analyst

## Decision Note – Appointment of Vice President

|                                   |   |
|-----------------------------------|---|
| <b>Agenda Item No.</b>            | C-563-6   |
| <b>Purpose</b>                    | To appoint a Vice President for the 2024-2025 Council year.   |
| <b>Strategic/Regulatory Focus</b> | Governance  |
| <b>Motion</b>                     | That [name to be inserted at the meeting] be appointed as Vice President for the 2024-2025 Council year.<br><br>(simple majority)   |
| <b>Attachments</b>                | Appendix A – Referenced sections of the <i>Professional Engineers Act</i> and Regulation 941<br>Appendix B – Voting Procedures excerpt from <i>Special Rules of Order</i> |

### Summary

Clause 3(1)2 of Regulation 941 under the *Professional Engineers Act* (Appendix A) 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.

### Public Interest Rationale

The appointment of the Vice President fulfills a mandatory membership of the Executive Committee, to achieve PEO's public interest mandate.

### Background

On April 15, 2024, the Governance and Nominating Committee (GNC) met to review the expressions of interest and made no recommendations for this position.

The final decision on appointments rests with Council. Council will hold a secret vote for the position based on who has expressed interest, including any new self-nominations from the floor.

The proposed procedures are in accordance with the current *Special Rules of Order* at Appendix B.

### Considerations

Those wishing to be considered for the position of Vice President (appointed) submitted their names before the meeting. Expressions of interest were received from:

- Chantal Chiddle
- Nanda Lwin
- Susan MacFarlane
- Luc Roberge
- Pappur Shankar
- Randy Walker

### Stakeholder Engagement

N/A

### Options

N/A



**Recommendation(s)**

The Governance and Nominating Committee (GNC) is making no recommendations for this position.

**Next Steps**

The appointed Vice President will be a member of the Executive Committee for the 2024-2025 Council year.

**Prepared By:** Eric Chor, Research Analyst

3(1)2 of Regulation 941 under the *Professional Engineers Act*

**Additional officers**

3. (1) There shall be the following additional officers of the Association:

2. A vice-president, who shall be appointed annually by Council from among its members elected or appointed under clause 3 (2) (a) or 3 (2) (b) of the Act at a meeting of Council to be held after the close of business and on the day of the annual meeting of Members or within thirty days thereafter.

3(2)(a) and (b) of the *Professional Engineers Act*

**Composition of Council**

(2) The Council shall be composed of,

(a) not fewer than fifteen and not more than twenty persons who are members of the Association and who are elected by the members of the Association as provided by the regulations;

(b) not fewer than five and not more than seven persons who are members of the Association and who are appointed by the Lieutenant Governor in Council;

Excerpt from PEO Special Rules of Order, approved April 5, 2024

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6.1 As soon as possible prior to the meeting at which such appointments are to be made, the Registrar or designate will ask Councillors to express their interest in serving as Council Meeting Chair, Vice President, member of the Executive Committee, and any other position that Council is required to fill from amongst its members.

6.2 At the meeting, the Chair, who for clarity is the person who served as Chair of Council for the meeting immediately prior to this meeting *or* in that person's absence, such other person as the meeting may choose for this purpose, will ask for additional nominations. If none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.

6.3 Each candidate will be asked if they consent to the nomination.

6.4 A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Manager, Secretariat that they consent to the nomination and agree to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of their nomination.

6.5 Each nominee will be afforded an opportunity to make a brief (2 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees, so long as such comments do not exceed 2 minutes when read.

6.6 Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).

6.7 Upon completion of the vote, the results will be presented, and the Chair will declare the nominee(s) with the most votes elected.

6.8 Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected by acclamation.

6.9 Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.

6.10 In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.

6.11 Any ballots cast will be secured by the Secretariat until a motion to destroy the ballots has been passed by Council.

## Decision Note – Appointment of Councillors to Governance Committees for 2024-2025

|                                   |  |
|-----------------------------------|--|
| <b>Agenda Item No.</b>            | C-563-7  |
| <b>Purpose</b>                    | To appoint Councillors to governance committees for the 2024-2025 Council year.  |
| <b>Strategic/Regulatory Focus</b> | Governance   |
| <b>Motion</b>                     | <ol style="list-style-type: none"> <li>1. That the Audit and Finance Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2024-2025 Council year.</li> <li>2. That the Governance and Nominating Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2024-2025 Council year.</li> <li>3. That the Human Resources and Compensation Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2024-2025 Council year.</li> <li>4. That the Regulatory Policy and Legislation Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2024-2025 Council year.</li> </ol> <p>(simple majority)</p> |
| <b>Attachments</b>                | Appendix A – Recommendations for appointment<br>Appendix B – Governance committees terms of reference  |

### Summary

As specified in the Charters of each governance committee in section 2.3.3.2 of PEO’s Governance Manual, Council appoints the members for each of the four governance committees. The Governance and Nominating Committee recommendations are presented for Council’s final review and approval.

### Background

All Councillors have been invited to specify preferences for serving on governance committees. On April 15, 2024, the Governance and Nominating Committee (GNC) met to consider expressions of interest and agreed on recommendations to each committee (see Appendix A).

### Considerations

Individual preferences have been accommodated to the extent possible. Efforts have been made to ensure a reasonable (though not precisely even) distribution of Councillors on each committee. Councillors may also revise their preferences before Council finalizes the appointments.

### Stakeholder Engagement

N/A

### Recommendation(s)

See Appendix A.

**Next Steps**

There will be an initial “term kick-off” meeting for each governance committee in early June.

**Prepared By:** Eric Chor, Research Analyst

**GNC RECOMMENDATIONS**

| AFC                | GNC                  | HRCC                 | RPLC                   |
|--------------------|----------------------|----------------------|------------------------|
| Lorne Cutler (1)   | Nanda Lwin (1)       | Andy Dryland (1)     | Guy Boone (1)          |
| Paul Mandel (only) | Susan MacFarlane (1) | Luc Roberge (1)      | Chantal Chiddle (only) |
| George Nikolov (1) | Ravinder Panesar (1) | Uditha Senaratne (1) | S. Hannah Ehtemam (1)  |
| Sherlock Sung (1)  | Glen Schjerning (1)  | Scott Schelske*      | Vicki Hilborn (1)      |
| Randy Walker (1)   |                      | Pappur Shankar (1)   | Michelle Liu (1)       |
|                    |                      |                      | Leila Notash (1)       |

\* No survey response. HRCC member 2021-2022; 2022-2023; and 2023-2024

Following the GNC Meeting on April 15, staff received newly appointed Northern regional Councillor Ahmed Elshaer’s expressions of interest. Those related to the Governance Committees are:

| GNC               | RPLC              |
|-------------------|-------------------|
| Ahmed Elshaer (2) | Ahmed Elshaer (1) |

**Expressions of Interest Received**

**Gold cells indicate Chair interest**

| Name          | 1 <sup>st</sup> Choice | 2 <sup>nd</sup> Choice |
|---------------|------------------------|------------------------|
| G. Boone      | RPLC                   | GNC                    |
| C. Chiddle    | <b>RPLC</b>            | <b>RPLC</b>            |
| L. Cutler     | <b>AFC</b>             | GNC                    |
| A. Dryland    | HRCC                   | AFC                    |
| A. Elshaer    | RPLC                   | GNC                    |
| S. H. Ehtemam | RPLC                   | GNC                    |
| V. Hilborn    | <b>RPLC</b>            | GNC                    |
| M. Liu        | RPLC                   | HRCC                   |
| N. Lwin       | GNC                    | RPLC                   |
| S. MacFarlane | <b>GNC</b>             | AFC                    |
| P. Mandel**   | <b>AFC</b>             | <b>AFC</b>             |
| G. Nikolov    | <b>AFC</b>             | <b>GNC</b>             |
| L. Notash     | <b>RPLC</b>            | <b>GNC</b>             |
| R. Panesar    | GNC                    | AFC                    |
| L. Roberge    | <b>HRCC</b>            | AFC                    |
| S. Schelske   | No response            | No response            |
| G. Schjerning | GNC                    | HRCC                   |
| U. Senaratne  | HRCC                   | RPLC                   |
| P. Shankar    | HRCC                   | AFC                    |
| S. Sung       | AFC                    | RPLC                   |
| R. Walker     | <b>AFC</b>             | HRCC                   |



## Audit & Finance Committee

### Mandate

The mandate of the Audit & Finance Committee (the "Committee") is to assist Council in fulfilling its oversight responsibilities by:

- Gaining reasonable assurance regarding the integrity of PEO's financial reporting and financial management, including audits and controls.
- Reviewing the financial information which will be provided to stakeholders.
- Having principal oversight responsibility with respect to financial matters that are material to PEO's activities, furthering and aligning with PEO's strategic plan and priorities.

### Composition

- The Committee is a standing committee of the Council.
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six.
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion.
- The President, President-elect, and Past President are ex-officio voting members of the Committee.
- Committee members may be removed by Council.
- Council shall also annually designate a Committee Chair.
- To the extent feasible, members shall be financially literate or undertake to reach a strong level of financial literacy within a year of being appointed to the Committee. "Financially literate" means having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by PEO's financial statements.
- To the extent feasible, at least one member will be a financial expert. This typically means they will have an accounting designation.

### Duties and Responsibilities Summarized

1. Responsibilities related to Financial Reporting: The Committee will:
  - Recommend approval to the Council of PEO's annual audited financial statements, after reviewing these with management and the external auditors to gain reasonable assurance that the statements are accurate, complete, and represent fairly PEO's financial position;
  - Review PEO's quarterly financial statements with management to monitor significant material variances from PEO's approved budget and strategic plan;





- Gain reasonable assurance regarding the integrity of PEO's financial statements and financial reporting process and PEO's systems of internal accounting and financial controls;
  - Gain reasonable assurance that the Corporation complies with all applicable laws, regulations, rules, policies and other requirements of governments, and regulatory agencies relating to financial reporting and disclosure;
2. Responsibilities related to Accounting Policies: The Committee will:
- Review with management and external auditors the appropriateness of PEO's accounting policies, reserves, key estimates and judgments, including changes or variations thereto and obtain reasonable assurance that they are presented fairly in accordance with generally accepted accounting principles and report thereon to the Council.
3. Responsibilities related to Controls: The Committee will:
- Gain reasonable assurance as to the effectiveness of internal controls as these relate to financial reporting and integrity.
  - Review the plans of the external auditors to gain reasonable assurance that the combined evaluation and testing of controls is comprehensive, coordinated and cost-effective.
  - Receive regular reports from management, the external auditors and its legal department on all significant indications/detection of fraud and the corrective activity undertaken in respect thereto.
4. Responsibilities related to Relationship with External Auditors: The Committee will:
- Recommend to the Council the nomination of the external auditors;
  - Approve the remuneration and the terms of engagement of the external auditors;
  - Review any unresolved significant issues between management and the external auditor that could affect the financial reporting or internal controls of the Corporation;
  - Oversee the work of the external auditors and the resolution of disagreements between management and the external auditors with respect to financial reporting; and
5. Responsibilities related to the Internal Audit function:
- On an annual basis, the Committee will satisfy itself that there are adequate internal controls in place and audits or tests of their effectiveness, and that a reasonable process is in place to review or audit processes on a periodic basis.
  - Annually, the committee will discuss with PEO's senior financial officer and the external auditor about the adequacy of PEO's internal audit plans and ascertain whether additional resources are required to fulfill the necessary internal audit functions.



- Consult with other Governance Committees on their needs to draw on internal audit resources each year, review and prioritize these, and ensure priority areas are integrated into the internal audit plan.

6. Responsibilities related to Risk Oversight:

- The committee will gain reasonable assurance that financial risk is being effectively managed. “Financial” risks include those that materially affect financial reporting and financial health of PEO, including litigation and pension plan risks.
- The committee will gain reasonable assurance that information technology and cybersecurity and the steps taken by PEO to mitigate those risks are being effectively managed.
- The committee shall oversee PEO’s Enterprise Risk Management policy for the organization as a whole. The corporate risk register will be presented and discussed annually at a meeting of the Audit and Finance Committee and annually at the meeting of the whole Council.

7. Responsibilities related to Finance & Investments:

- Annually, review PEO’s budget to gain reasonable confidence that there is sufficient funding to resource PEO’s expected outputs, and that resource allocation aligns with agreed strategic priorities and goals, recommending the budget to Council for approval
- Oversee PEO’s investments, including real estate, gaining reasonable assurance that risk tolerances and policies are reasonable, consistent with PEO’s strategic plan, and being followed, confirming or reviewing appointments of investment managers for PEO based on staff’s evaluations of performance against objectives
- Oversee PEO’s pension fund to gain reasonable assurance that the pension promise will be kept to beneficiaries on a sustainable basis

The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and propose changes to the Governance & Nominating Committee for their review and onward recommendation to Council for approval.

## Governance and Nominating Committee Mandate

### Mandate

The mandate of the Governance and Nominating Committee (the "Committee") is to assist the Council in fulfilling its oversight responsibilities and gaining reasonable assurance as to the effectiveness of corporate governance, Council, committee and Council member effectiveness, Council renewal, nominations and elections and both Governance and Regulatory Committee appointments.

### Composition

- The Committee is a standing committee of Council
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion
- The President, President-elect, and Past President are ex-officio voting members of the committee
- Committee members may be removed by Council
- Council shall also designate a Committee Chair
- Members shall have, to the extent feasible, backgrounds and/or experience in Governance or work towards these competencies after appointment.
- Where practical, at least one member will have specific expertise in governance.

### Duties and Responsibilities Summarized

1. Responsibilities related to Governance. The Committee will:
  - Gain reasonable assurance regarding corporate governance processes, policies and principles of Council to assist Council in delivering effective governance practices.
  - Co-ordinate and oversee Council-level policy development, including the maintenance of the Governance Manual, evaluate the effectiveness of, and monitor compliance with Council-level policies not otherwise assigned to another Committee (including the Code of Conduct, Conflict of Interest Policy, Anti-Workplace Violence, Harassment and Discrimination Policy, Safe Disclosure Policy)
  - Oversee the effective implementation and use of a Safe Disclosure ("Whistleblower") Protocol for staff members and others to safely report potential breaches of conduct of senior management to designated trusted third parties, protecting the anonymity of disclosers.



- Review at least annually the Charters of the Council and Council Committees, and recommend to the Council any amendments (e.g., to duties, responsibilities, reporting) deemed necessary or advisable.
- Review of Terms of Reference for all PEO committees, from time to time, as requested.
- Evaluate and report at least annually to the Council on the overall performance of the Council, its committees, and its members, and the performance of the Council Chair and Committee Chairs responsible for each committee.
- Oversee the development and implementation of an orientation plan specific to PEO for new Council and Committee members, and ongoing training/education plan for Council and Committee members.

2. Responsibilities related to Nominations: The Committee will:

- Implement a Council-approved process that is structured, transparent, and objective for actively recruiting, evaluating, and selecting qualified, diverse candidates for appointment to Committees.
- Independently recruit, vet and recommend nominees to the Regulatory Committees, driven by needed competencies and attributes.
- Recommend to the Council candidates for appointment or re-appointment to Governance and any other applicable Committees.
- Review the nomination processes on a regular basis and recommend improvements to the Council.

3. Responsibilities related to Elections: The Committee will:

- On a transitional basis, coordinate and steward the work of the CESC and the RESC
- Support Council in the selection of the Chief Elections Officer.

4. Responsibilities related to Risk Management: The Committee will:

- Review and monitor PEO's risks related to governance, the nomination and election process and the steps taken by management to mitigate those risks.
- Undertake continuous quality improvement to monitor and scan the environment for notable impacts and consequences of committee or Council decisions related to governance, nominations, and election process.

The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and recommend changes to Council for approval.



## Human Resources and Compensation Committee Mandate

### Mandate

The mandate of the Human Resources and Compensation Committee is to assist Council in fulfilling its oversight responsibilities by providing effective oversight on behalf of Council on PEO's relationship with the CEO/Registrar, human resources policies and plans, including its compensation, benefits plans and making recommendations to Council.

### Composition

- The Committee is a standing committee of Council.
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six.
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion.
- The President, President-elect, and Past President are ex-officio voting members of the committee.
- Committee members may be removed by Council.
- Council shall also designate a Committee Chair.
- Members shall have, to the extent feasible, backgrounds and experience in human resources or work towards these competencies after appointment.
- To the extent feasible, at least one member shall be an expert in human resources.

### Duties and Responsibilities

1. Responsibilities related to the CEO/Registrar's employment relationship: The Committee will:
  - Develop a *CEO/Registrar Performance Review Process* for Council's approval.
  - Annually and on a continuing basis, review the *CEO/Registrar Performance Review Process* and, if needed, recommend changes to Council.
  - Annually review and recommend to Council for approval PEO's goals and objectives relevant to the performance and compensation of the CEO/Registrar
  - Annually evaluate the performance of the CEO/Registrar in light of those goals and objectives.
  - Annually review and recommend to Council for approval the remuneration, benefits and perquisites for the CEO/Registrar.
  - Annually and on a continuing basis, review and recommend to Council: terms of reference, development and succession plans for the CEO/Registrar.



2. Responsibilities related to Human Resources beyond the CEO/Registrar: The Committee will, while respecting the CEO/Registrar's accountability solely to manage PEO's human resources:
  - In conjunction with the CEO/Registrar and the Chief People Officer, review, report and recommend to the Council: policies for employee compensation, benefits and perquisites, significant human resource issues and ethics codes.
  
3. Responsibilities related to Risk Management: The Committee will:
  - Review and monitor PEO's major human resource risks and the steps taken by management to mitigate those risks.

The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and propose changes to the Governance & Nominating Committee for their review and onward recommendation to Council for approval.

## Regulatory Policy & Legislation Committee Mandate

### Mandate

The mandate of the Regulatory Policy & Legislation Committee (the "Committee") is to assist the Council in fulfilling its oversight responsibilities and gaining reasonable assurance as to:

1. The development, review and revisions of legislative changes, regulations, standards, guidelines, bylaws and policies related to PEO's regulatory mandate and protecting and serving the public
2. The identification of regulatory issues for addressing, monitoring and reviewing policy proposals and providing regulatory impact analysis, providing policy coordination with the Attorney General as per Council's approved intents, and reviewing draft legislation for alignment between policy intent and legislative provisions

The Committee's overarching role is to coordinate and enable effective regulatory policy and legislation, by working with Council, staff and other committees in accordance with the policy development framework that was approved by Council in June 2023.

The Committee ensures that PEO policy development is guided by the following principles:

1. Proportionality
2. Evidence-informed decision-making
3. Participation and engagement
4. Equity and inclusion
5. Transparency and accountability

### Composition

- The Committee is a standing committee of Council.
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six.
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion.
- The President, President-elect, and Past President are ex-officio voting members of the committee.
- Committee members may be removed by Council.
- Council shall also designate a Committee Chair.
- Members shall have, to the extent feasible, backgrounds and experience in regulatory policy and/or legislation or work towards these competencies after appointment.
- To the extent feasible, at least one member shall be expert in regulatory policy.



## Duties and Responsibilities

1. Responsibilities related to Legislation and Regulatory Policy: The Committee will:
  - Provide governance to PEO in the area of regulatory policy and legislation, including reviewing and recommending to Council any amendments, revisions or changes to regulatory policy, related bylaws, standards, guidelines, regulations or legislation to enhance effective regulation of the profession and protection of the public.
  - Monitor and evaluate applicable regulatory policy, relevant bylaws, standards, guidelines, regulations and legislation to gain reasonable assurance that PEO is complying, and to identify opportunities to enhance the effectiveness of regulatory policy.
  - Oversee and co-ordinate the stewardship of regulatory policy throughout PEO, including regulatory policy work of other committees, with a view to transitioning this work to this committee when practical.
  - Act as a custodian for PEO Legislation, identifying PEO policies, rules and operational issues which touch on or affect PEO Legislation and will provide guidance as to which of these should be put into legislation.
  - Inform Council of relevant external Legislative initiatives and changes which may affect PEO Legislation.
  - Review all referred policy proposals that involve authority from the Act, Regulations or By-laws and provide regulatory impact analysis and recommendations to Council.
  - Review Ontario legislation that conflicts with the authority or provisions of the Professional Engineers Act or its Regulations and make recommendations for corrective actions.
  - Ensure adequate stakeholder engagement.
2. Responsibilities related to Risk Management: The Committee will:
  - Review and monitor PEO's risks related to regulatory policy and legislation and the steps taken by management to mitigate those risks.
3. Responsibilities related to Compliance: The Committee will:
  - Review PEO's regulatory policy and legislative procedures and policies to gain reasonable assurance of compliance with all legal and regulatory requirements and to investigate any non-adherence to those procedures and policies.

The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and propose changes to the Governance & Nominating Committee for their review and onward recommendation to Council for approval.



## Decision Note – Appointment of Governance Committee Chairs

|                                   |  |
|-----------------------------------|--|
| <b>Agenda Item No.</b>            | C-563-8  |
| <b>Purpose</b>                    | To appoint Chairs for each of the four governance committees for the 2024-2025 Council year.   |
| <b>Strategic/Regulatory Focus</b> | Governance   |
| <b>Motion</b>                     | <ol style="list-style-type: none"> <li>1. That [name to be inserted at the meeting] be appointed Chair of the Audit and Finance Committee for the 2024-2025 Council year or until their successor is appointed.</li> <li>2. That [name to be inserted at the meeting] be appointed Chair of the Governance and Nominating Committee for the 2024-2025 Council year or until their successor is appointed.</li> <li>3. That [name to be inserted at the meeting] be appointed Chair of the Human Resources and Compensation Committee for the 2024-2025 Council year or until their successor is appointed.</li> <li>4. That [name to be inserted at the meeting] be appointed Chair of the Regulatory Policy and Legislation Committee for the 2024-2025 Council year or until their successor is appointed.</li> </ol> <p>(simple majority)</p> |
| <b>Attachments</b>                | Appendix A – Voting procedures excerpt from <i>Special Rules of Order</i>  |

### Summary

As specified in the Charters of each governance committee in section 2.3.3.2 of PEO’s Governance Manual, Council appoints the Chairs for each of the four governance committees. These appointments happen at the inaugural meeting of Council. The Governance and Nominating Committee recommendations are presented for Council’s final review and approval.

### Public Interest Rationale

The appointments of the Chairs complete the constitution of the 2024-2025 Governance Committees, to achieve PEO’s public interest mandate.

### Background

On April 15, 2024, the Governance and Nominating Committee (GNC) met to discuss expressions of interest and made no recommendations.

### Considerations

Those wishing to put their name forward for the Committee Chair positions for the 2024-2025 term have indicated their interest. This information is shown below.

| <b>AFC</b>   | <b>GNC</b>       | <b>HRCC</b> | <b>RPLC</b>     |
|--------------|------------------|-------------|-----------------|
| Lorne Cutler | Susan MacFarlane | Luc Roberge | Chantal Chiddle |
| Paul Mandel  | Leila Notash     |             | Vicki Hilborn   |
| Randy Walker |                  |             | Leila Notash    |

The final decision on appointments rests with Council. On May 3, Council will hold secret votes for each position, based on those who have expressed interest and any new self-nominations from the floor. Only those appointed to serve on a particular committee are eligible to be appointed as its Chair.

Voting for the Committee Chair will be done in accordance with the current *Special Rules of Order*, Appendix A.

**Stakeholder Engagement**

N/A

**Options**

N/A

**Recommendation(s)**

The GNC is not making recommendations for these positions.

**Next Steps**

The appointed Chairs will preside over the Governance Committees for the 2024-2025 Council year.

**Prepared By:** Eric Chor, Research Analyst

Excerpt from PEO Special Rules of Order, approved April 5, 2024

## **6. PROCEDURES FOR COUNCIL MEETING CHAIR, VICE PRESIDENT, AND OTHER COUNCIL APPOINTMENTS**

The following procedures are to be used when making Council Meeting Chair, Vice President and other Council appointments, except as otherwise provided in these Special Rules or in the Act, Regulation or By-Laws:

6.1 As soon as possible prior to the meeting at which such appointments are to be made, the Registrar or designate will ask Councillors to express their interest in serving as Council Meeting Chair, Vice President, member of the Executive Committee, and any other position that Council is required to fill from amongst its members.

6.2 At the meeting, the Chair, who for clarity is the person who served as Chair of Council for the meeting immediately prior to this meeting *or* in that person's absence, such other person as the meeting may choose for this purpose, will ask for additional nominations. If none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.

6.3 Each candidate will be asked if they consent to the nomination.

6.4 A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Manager, Secretariat that they consent to the nomination and agree to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of their nomination.

6.5 Each nominee will be afforded an opportunity to make a brief (2 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees, so long as such comments do not exceed 2 minutes when read.

6.6 Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).

6.7 Upon completion of the vote, the results will be presented, and the Chair will declare the nominee(s) with the most votes elected.

6.8 Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected by acclamation.

6.9 Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.

6.10 In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.

6.11 Any ballots cast will be secured by the Secretariat until a motion to destroy the ballots has been passed by Council.

## Decision Note – Appointment of Councillors to Executive Committee

|                                   |  |
|-----------------------------------|--|
| <b>Agenda Item No.</b>            | C-563-9  |
| <b>Purpose</b>                    | To determine the size of the Executive Committee and appoint a member or members to serve.   |
| <b>Strategic/Regulatory Focus</b> | Governance   |
| <b>Motion</b>                     | <ol style="list-style-type: none"> <li>1. That the number of Executive positions to be appointed from amongst the members of Council under s.28(1)(e) of Regulation 941 be:               <ol style="list-style-type: none"> <li>a) fixed at one (1), who for greater clarity must be a member of Council appointed by the Lieutenant Governor in Council;</li> <li><b>OR</b></li> <li>b) 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;</li> </ol> </li> <li>2. That {insert name(s)} be appointed as (a) member(s) of the Executive Committee for the 2024-2025 Council year, in accordance with ss.28(1)(e) and 28(1.1) of Regulation 941.</li> </ol> <p>(simple majority)</p> |
| <b>Attachments</b>                | Appendix A – Regulation 941 under the <i>Professional Engineers Act</i> , section 28<br>Appendix B – Voting procedures excerpt from <i>Special Rules of Order</i>  |

### Summary

Council will hold secret votes for one or more positions on the 2024-2025 Executive Committee. If only one position is available, only LGAs are eligible for appointment. If Council chooses to fill more than one position, at least one position must be held by an LGA.

### Public Interest Rationale

The appointment of Councillor(s) completes the constitution of the 2024-2025 Executive Committee, to achieve PEO’s public interest mandate.

### Background

Based on the governance decisions made in April 2021, matters previously assigned to the Executive Committee are now transferred to one or more of the four new governance committees. For 2021-22 and 2022-23 Council agreed to limit the size of the Executive Committee to the minimum legislated requirement, which is one additional member, who must be an LGA.

Council did not assign any matters to the Executive Committee in 2021-22 or 2022-23. In 2023-2024, the Executive Committee met five (5) times.

### Considerations

#### (a) Size of Executive Committee

Council is asked to decide if only one (1) additional member be appointed to the Executive Committee to satisfy the legal requirement; or if more than one additional will be appointed.

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. In

essence, the Executive performs those duties which Council assigns. If no duties are assigned, the Executive will not need to meet, apart from in cases of urgency when Council itself is unable to meet.

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.

*(b) Appointment to Executive Committee*

Appointment(s) to the Executive Committee will be made in accordance with the process set out in the *Special Rules of Order*, Appendix B.

Those wishing to put their name forward to serve on the Executive Committee for 2024-2025 submitted their names prior to the meeting. This information is shown in the chart below.

|                        |
|------------------------|
| Chantal Chiddle        |
| Lorne Cutler – LGA     |
| Ahmed Elshaer          |
| Vicki Hilborn          |
| Nanda Lwin             |
| Susan MacFarlane       |
| Leila Notash           |
| Ravinder Panesar       |
| Luc Roberge            |
| Glen Schjerning        |
| Uditha Senaratne – LGA |
| Pappur Shankar         |
| Randy Walker           |

|                           |
|---------------------------|
| G. Boone (ex officio)     |
| R. Fraser (ex officio)    |
| F. Saghezchi (ex officio) |
| G. Wowchuk (ex officio)   |

**Stakeholder Engagement**

N/A

**Options**

N/A

**Recommendation(s)**

On April 15, 2024, the Governance and Nominating Committee (GNC) met to consider expressions of interest and made no recommendations.

**Next Steps**

The appointed Councillor(s) will be member(s) of the Executive Committee for the 2024-2025 Council year.

**Prepared By:** Eric Chor, Research Analyst

S28 of Regulation 941 under the *Professional Engineers Act*

**Executive Committee — composition**

28. (1) The Executive Committee shall consist of,

- (a) the president;
- (b) the president-elect;
- (c) the immediate past-president;
- (d) the two vice-presidents; and
- (e) one or more other members of the Council from time to time appointed by the Council. R.R.O. 1990, Reg. 941, s. 28 (1).

(1.1) The Council shall ensure that at least one member appointed to the Council by the Lieutenant Governor in Council is appointed under clause (1) (e) at any given time. O. Reg. 205/09, s. 1.

(2) Three members of the Executive Committee, at least one of whom shall be a person named in clause (1) (a), (b) or (c), constitute a quorum. R.R.O. 1990, Reg. 941, s. 28 (2).



Excerpt from PEO Special Rules of Order, approved April 5, 2024

## **6. PROCEDURES FOR COUNCIL MEETING CHAIR, VICE PRESIDENT, AND OTHER COUNCIL APPOINTMENTS**

The following procedures are to be used when making Council Meeting Chair, Vice President and other Council appointments, except as otherwise provided in these Special Rules or in the Act, Regulation or By-Laws:

6.1 As soon as possible prior to the meeting at which such appointments are to be made, the Registrar or designate will ask Councillors to express their interest in serving as Council Meeting Chair, Vice President, member of the Executive Committee, and any other position that Council is required to fill from amongst its members.

6.2 At the meeting, the Chair, who for clarity is the person who served as Chair of Council for the meeting immediately prior to this meeting *or* in that person's absence, such other person as the meeting may choose for this purpose, will ask for additional nominations. If none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.

6.3 Each candidate will be asked if they consent to the nomination.

6.4 A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Manager, Secretariat that they consent to the nomination and agree to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of their nomination.

6.5 Each nominee will be afforded an opportunity to make a brief (2 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees, so long as such comments do not exceed 2 minutes when read.

6.6 Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).

6.7 Upon completion of the vote, the results will be presented, and the Chair will declare the nominee(s) with the most votes elected.

6.8 Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected by acclamation.

6.9 Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.

6.10 In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.

6.11 Any ballots cast will be secured by the Secretariat until a motion to destroy the ballots has been passed by Council.

## Decision Note – Appointment of Elected Councillor to Discipline Committee

|                                   |   |
|-----------------------------------|---|
| <b>Agenda Item No.</b>            | C-563-10  |
| <b>Purpose</b>                    | To appoint an elected member of Council to serve on the Discipline Committee for 2024-2025.   |
| <b>Strategic/Regulatory Focus</b> | Governance  |
| <b>Motion</b>                     | That {insert name} be appointed as a member of the Discipline Committee for the 2024-2025 Council year, in accordance with s.27(1)1 of the <i>Professional Engineers Act</i> .<br><br>(simple majority) |
| <b>Attachments</b>                | Appendix A – s.27(1) of the <i>Professional Engineers Act</i><br>Appendix B – Voting Procedures excerpt from <i>Special Rules of Order</i>  |

### Summary

Council will hold a secret vote for a position on the Discipline Committee according to those who have expressed interest to date, as well as any changes or new nominations from the floor.

### Public Interest Rationale

The appointment of a Councillor completes the constitution of the 2024-2025 Discipline Committee, to achieve PEO's public interest mandate.

### Background

As a result of PEO's 2022 elections, and as of the 2022 AGM, the Discipline Committee would no longer be fully comprised of non-Council members. This is because s.27(1)1 of the *Professional Engineers Act* requires that the committee include, among others, "[a]t least one elected member of the Council."

The requirement for Council to appoint an elected Councillor to the Discipline Committee to comply with 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.

### Considerations

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.

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

The requirement that an elected Councillor be a member of the Discipline Committee does not oblige the Chair of the Discipline Committee to appoint that person to any hearing panel. The quorum requirements for individual panels, which are set out in the Act, can be met without the elected Councillor. It is only the committee itself which requires Council representation.

Those wishing to put their name forward to serve on the Discipline Committee for 2024-2025 submitted their names prior to the meeting. Expressions of interest were received from:

- Roydon Fraser
- Luc Roberge

### **Stakeholder Engagement**

N/A

### **Options**

N/A

### **Recommendation(s)**

On April 15, 2024, the Governance and Nominating Committee (GNC) met to discuss expressions of interest from elected Councillors and made no recommendations for this position.

The final decision on appointments rests with Council.

### **Next Steps**

The appointed Councillor will be a member of the Discipline Committee for the 2024-2025 Council year.

**Prepared By:** Eric Chor, Research Analyst

s.27(1)1 of the *Professional Engineers Act*

**Discipline Committee**

**27** (1) The Discipline Committee is continued and shall be composed of the following persons appointed by the Council:

1. At least one elected member of the Council.

Excerpt from PEO Special Rules of Order, approved April 5, 2024

## **6. PROCEDURES FOR COUNCIL MEETING CHAIR, VICE PRESIDENT, AND OTHER COUNCIL APPOINTMENTS**

The following procedures are to be used when making Council Meeting Chair, Vice President and other Council appointments, except as otherwise provided in these Special Rules or in the Act, Regulation or By-Laws:

6.1 As soon as possible prior to the meeting at which such appointments are to be made, the Registrar or designate will ask Councillors to express their interest in serving as Council Meeting Chair, Vice President, member of the Executive Committee, and any other position that Council is required to fill from amongst its members.

6.2 At the meeting, the Chair, who for clarity is the person who served as Chair of Council for the meeting immediately prior to this meeting *or* in that person's absence, such other person as the meeting may choose for this purpose, will ask for additional nominations. If none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.

6.3 Each candidate will be asked if they consent to the nomination.

6.4 A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Manager, Secretariat that they consent to the nomination and agree to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of their nomination.

6.5 Each nominee will be afforded an opportunity to make a brief (2 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees, so long as such comments do not exceed 2 minutes when read.

6.6 Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).

6.7 Upon completion of the vote, the results will be presented, and the Chair will declare the nominee(s) with the most votes elected.

6.8 Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected by acclamation.

6.9 Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.

6.10 In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.

6.11 Any ballots cast will be secured by the Secretariat until a motion to destroy the ballots has been passed by Council.

## Discussion Note – Councillor Questions

|                                   |   |
|-----------------------------------|---|
| <b>Agenda Item Number</b>         | C-563-11  |
| <b>Purpose</b>                    | To field questions from Council at the end of the Open session. |
| <b>Strategic/Regulatory Focus</b> |   |
| <b>Motion</b>                     | None required   |
| <b>Attachments</b>                |   |



## Discussion Note – In-Camera Councillor Questions

|                                   |   |
|-----------------------------------|---|
| <b>Agenda Item Number</b>         | C-563-13  |
| <b>Purpose</b>                    | To field questions from Council during the In-Camera session. |
| <b>Strategic/Regulatory Focus</b> |   |
| <b>Motion</b>                     | None required   |