



MINUTES

The 562nd MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was a hybrid meeting held at 40 Sheppard Avenue West, Toronto on Friday, April 5, 2024 at 8:30 a.m.

Present:

(In-Person) R. Fraser, P.Eng., President and Council Chair
N. Colucci, P.Eng., Past President
G. Wowchuk, P.Eng., President-elect
C. Chahine, P.Eng., Vice President (Elected)
V. Banday, P.Eng., Councillor-at-Large
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
S. Schelske, P.Eng., Lieutenant Governor-in-Council Appointee
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): L. Notash, P.Eng., Vice President (Appointed) 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
V. Hilborn, P.Eng., Western Region Councillor
D. Kiguel, P.Eng., East Central Region Councillor
M. Liu, P. Eng., Eastern Region Councillor
G. Nikolov, P.Eng., Lieutenant Governor-in-Council Appointee

Regrets: D. Montgomery, P.Eng., Northern Region Councillor

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
A. Viola, P.Eng., VP, Regulatory Operations and Deputy Registrar
A. Kwiatkowski, Director, Digital Transformation and Information Technology (at item 8.1)
D. Smith, Director, External Relations
M. Solakhyan, Director, Governance
M. Feres, Manager, Council Operations (Secretariat)
E. Chor, Research Analyst (Secretariat)
A. Vijayanathan, Council and Committee Coordinator (Secretariat)

Staff

(Virtual): A. Kwiatkowski, Director, Digital Transformation and Information Technology (to item 6.5)
C. Mehta, Director, Finance



K. Praljak, Director, Communications
M. Rusek, Director, Investigations and Prosecutions
N. Brown, Legal Counsel and Manager, Tribunals
J. Max, Manager, Policy
N. Axworthy, Managing Editor, Communications
R. Dmochewicz, Recognition Coordinator

Guests

(In-Person): C. Bellini, P.Eng., PEO Director, Engineers Canada
H. Brown, Brown & Cohen
N. Hill, P.Eng., President, Engineers Canada
L. Lukinuk, Parliamentary Services
S. Perruzza, CEO, OSPE
F. Saghezchi, P.Eng., Incoming President-elect, 2024-2025
R. Walker, P.Eng., Incoming Councillor-at-Large, 2024-2026

Guests

(Virtual): G. Boone, P.Eng., Incoming Vice President, 2024-2025
C. Chiddle, P.Eng., Incoming Eastern Region Councillor, 2024-2026
H. Ehtemam, P.Eng., Incoming East Central Region Councillor, 2024-2026
S. Holka, President and Chair, OSPE
M. Sterling, P.Eng., Director, Engineers Canada
S. Stewart, Partner, Deloitte

Council convened at 8:30 a.m. on Friday, April 5, 2024.

CALL TO ORDER

Notice having been given and a quorum being present, President Fraser called the meeting to order; welcomed Councillors, staff, and guests; and made procedural announcements related to the conduct of the meeting.

12677 – APPROVAL OF AGENDA

Council discussed the following proposed changes to the agenda:

Consent Agenda: Remove items 2.1 (Open Session Minutes – 561 Council Meeting) and 2.4 (Regional Councillors Committee Report) for separate discussion.

Engineers Canada Directors Report: Move from section 10.1 of agenda to section 4, to be presented and discussed before items 4.1 through 4.3.

Councillor Questions/Generative Discussion: Add Notices of Motion not included on the February 23, 2024 meeting agenda.

Sterling Award: Next Steps: Move from in camera to open session.

Annual General Meeting: Add an update on the April 20 event's logistics and planning to date.

[N. Lwin joined the meeting at 8:42 a.m.]

Moved by Councillor Arenja, seconded by Councillor Schelske:



That:

- a) The agenda, as presented to the meeting at C-562-1.2, Appendix A be approved as amended; and
- b) the Chair be authorized to suspend the regular order of business.

CARRIED
Unanimous consent

For: 24

Against: 0

Abstain: 0

Absent: 1

A. Arenja

D. Montgomery

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

G. Nikolov

L. Notash

R. Panesar

L. Roberge

S. Schelske

G. Schjerning

U. Senaratne

P. Shankar

S. Sung

G. Wowchuk

12678 – UPDATE ON ANNUAL GENERAL MEETING

The Chair updated Council on the logistics for the Annual General Meeting (AGM) on April 20. In addition, Council was briefed on plans for additional in-person activities after the AGM concludes, including a keynote speaker, an update and consultation regarding the PEO visioning exercise, and informal opportunities to network.

12679 – DECLARATION OF CONFLICTS OF INTEREST

As current Engineers Canada Directors, Councillors Arenja and Kirkby noted a potential conflict related to the items at 4.1, 4.2, and 4.3. The Chief Legal Officer recommended that the two councillors consider abstaining from voting on 4.3 as this is a financial item.



12680 – CONSENT AGENDA

Moved by Councillor Mandel, seconded by Councillor Roberge:

That the Consent Agenda be approved, consisting of:

2.2 – Changes to 2024 Statutory and Regulatory Committees’ Membership List

- a) Approval of Committee Membership Changes
- b) Committee Membership Changes

2.3 – Consulting Engineer Designation Applications

- a) Approving
- b) Declining

CARRIED
Unanimous consent

<u>For: 24</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>Absent: 1</u>
A. Arenja			D. Montgomery
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			
G. Nikolov			
L. Notash			
R. Panesar			
L. Roberge			
S. Schelske			
G. Schjerning			
U. Senaratne			
P. Shankar			
S. Sung			
G. Wowchuk			

12681 – OPEN SESSION MINUTES OF 561 COUNCIL MEETING

It was noted that at minute 12664, “*Emerging and Emerged Engineering Disciplines Committee*”, the movers and seconders, Councillor Hilborn and Councillor Banday, respectively, were not included. Staff confirmed that the missing information will be added before finalizing and filing the minutes.



Moved by Councillor Senaratne, seconded by Past President Colucci:

That the minutes of the 561st meeting of Council, held February 23, 2024, as amended at C-562-2.1, Appendix A, accurately reflect the business transacted at that meeting.

CARRIED
Unanimous consent

<u>For: 24</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>Absent: 1</u>
A. Arenja			D. Montgomery
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			
G. Nikolov			
L. Notash			
R. Panesar			
L. Roberge			
S. Schelske			
G. Schjerning			
U. Senaratne			
P. Shankar			
S. Sung			
G. Wowchuk			

12682 – REGIONAL COUNCILLORS COMMITTEE (RCC) REPORT

It was noted that the discussion the RCC had at its most recent meeting regarding Continuing Professional Development (CPD) hours is not part of the report. Staff clarified that due to the proximity of the March 22 RCC meeting to this Council meeting, the minutes have not yet been completed; and that the summary of discussion regarding CPD will be included in the minutes of the RCC meeting.

12683 – PRESIDENT’S REPORT

President Fraser thanked members of Council for the privilege of serving as Chair for the 2023-2024 term and remarked upon the Visioning exercise that was launched, noting his optimism for continued work in this area in the upcoming term.

President Fraser informed Council that Councillor Arenja has submitted his resignation from Council to the Attorney General, effective April 8, 2024 and noted his committee contributions since 2019. A copy of Councillor



Arenja's Certificate of Appreciation was displayed and on behalf of Council. President Fraser expressed his gratitude and appreciation.

12684 – CEO/REGISTRAR REPORT

CEO/Registrar Quaglietta provided highlights of the CEO/Registrar's Report. A summary is provided below.

- PEO's strategic plan accomplishments including a status report on the goals to improve licensing processes; optimize organizational performance; and implement a governance improvement program. Recent successes in the Inventory Management Project and updates to the Competency-Based Assessment guides were highlighted.
- Key metrics for the mandatory continuing professional development (CPD), also known as mandatory PEAK (Practice Evaluation and Knowledge Program) and the continued support provided to licence holders regarding their annual PEAK requirement.
- Other updates were provided in the areas of the Complaints and Investigations statistics; financial summary of revenues and expenses, and assets and liabilities; remissions and resignations; customer service; and staff's completion of the first phase of the 2024 Annual Performance and Development Review.

There were comments, questions, and discussion related to gender-neutral language, CPD requirements, communications, and year one statistics; remissions and resignations data; and positive anecdotal feedback received regarding recent improvements in customer service.

12685 – ENGINEERS CANADA DIRECTORS REPORT

N. Hill presented background information to supplement and contextualize upcoming agenda items that relate to Engineers Canada (EC) initiatives. The presentation provided a summary of the actions and decisions to be taken by Members at the Engineers Canada Annual Meeting of Member in May 2024. The topics covered are summarized below.

Engineers Canada 2025-2029 Strategic Plan: Realizing Tomorrows

An overview of the development process was presented along with a summary of the five strategic "Realizing" themes and their associated pillars and outcomes, including:

- A stronger federation;
- Accreditation and academic assessments;
- EC's role in sustainability;
- An inclusive profession; and
- A fuller awareness of engineers

Engineers Canada National Statement of Collaboration

There was an overview of the development process resulting in the National Statement of Collaboration, developed in response to one of EC's 2022-2024 strategic priorities that called for strengthening the commitment to collaboration and harmonization. It is a non-binding declaration of regulators and EC's willingness to work together; provides context around opportunities for regulatory collaboration and harmonization; and clarifies roles and responsibilities. It is anticipated that a signing event will be held on May 23, 2024.



Engineers Canada 2026 Per Capita Assessment Fee

There was an overview of the per capita assessment fee (PCAF) in relation to other sources of revenue for EC; the previous and current financial situations of EC leading to proposed increase to \$10 in 2026 from \$8 in 2024 and 2025; and PCAF for comparable organizations across Canada. Further, the presentation outlined the value propositions that EC brings to its member regulators, including:

- Accreditation;
- Regulator relationships advocacy, promotion and outreach;
- Canadian Engineering Qualifications Board;
- National affinity programs;
- International mobility; and
- Equity, diversity, and inclusion

Following the presentation, Engineers Canada directors responded to questions. The discussion points are summarized in the individual items considered by Council at minutes 12686 through 12688.

12686 – ENGINEERS CANADA 2025-2029 STRATEGIC PLAN

President-elect Wowchuk assumed the role of the Chair.

Council considered Engineers Canada (EC) proposed 2025-2026 Strategic Plan – “Realizing Tomorrows”. The content was developed collaboratively with all 12 Regulator Presidents and Chief Executive Officers, and Engineering Deans Canada. The plan carries forward some of the accreditation, inclusivity and promotion work EC has been doing as part of the current 2022-2024 strategic plan, and adds a few new emerging issues of focus, which are governance and sustainability.

A summary of the discussion is provided below.

- With respect to the goal of increasing the percentage of newly licensed engineers who are women to 30% by 2030, there was a discussion regarding the importance of accelerating initiatives amidst concerns that, for various reasons, the 30x30 goal is proving difficult to attain; and positive signs in the business environment, including that some professions and organizations have reached their inclusivity targets and that increasing numbers of female internationally-trained engineers will assist in reaching the 30x30 target.
- With respect to the strategic theme of an inclusive profession, there was a discussion regarding the need to increase the representation of the non-binary and gender non-conforming cohort of individuals in the profession.
- It was noted that the strategic plan does not adequately address efforts to increase licensure in emerging disciplines. It was noted that this is an ongoing operational matter for EC and that they are currently seeking feedback on a guideline for emerging disciplines.
- There appears to be a misalignment of the use and meaning of the term “consistent” in the document. In response, it was noted that use of “consistent” may be a matter of interpretation and that each regulator has the flexibility to apply it to suit their own processes and procedures.
- Importance of considering the strategic plan as a broad, high-level document from a national facilitator working on behalf of all regulators who will make their own decisions on how to achieve the goals.



Moved by Past President Colucci, seconded by Councillor Mandel:

That Council endorses the 2025-2029 Strategic Plan – Realizing Tomorrows proposed by Engineers Canada and presented to C-562-4.1 at Appendix C in EN and Appendix D in FR; and

That Council directs PEO’s Member Representative, or their proxy, to vote in favour of the motion proposed by Engineers Canada at its Annual Meeting of Members scheduled for May 25, 2024.

CARRIED
Recorded vote

<u>For: 16</u>	<u>Against: 3</u>	<u>Abstain: 5</u>	<u>Absent: 1</u>
A. Arenja	V. Banday	T. Kirkby	D. Montgomery
N. Colucci	C. Chahine	G. Nikolov	
L. Cutler	R. Fraser	L. Notash	
A. Dryland		R. Panesar	
V. Hilborn		G. Wowchuk	
D. Kiguel			
M. Liu			
N. Lwin			
S. MacFarlane			
P. Mandel			
L. Roberge			
S. Schelske			
G. Schjerning			
U. Senaratne			
P. Shankar			
S. Sung			

12687 – ENGINEERS CANADA NATIONAL STATEMENT OF COLLABORATION

Council was asked to review and consider endorsing the draft National Statement of Collaboration created by the Collaboration Task Force of Engineers Canada (EC). The statement aims to increase national collaboration and regulatory harmonization among Engineers Canada and the twelve engineering regulators.

There was a discussion related to mobility of engineers and aspiring licence holders who seek more favourable registration requirements in jurisdictions away from their home province or territory, and whether harmonization of admissions is contemplated in the National Statement of Collaboration. In response it was noted that the statement recognizes that jurisdictions do not operate identically and that when changes and updates occur the intention is that they are done in a way that moves toward harmonization to the extent possible, considering the different legislative requirements and statutes that govern regulators across Canada.

There was also discussion of the term “equitable”, noting that it is included in the preamble of the statement and for balance and consistency it should be included further on in the definition of “harmonization” along with the terms “same” and “similar”. EC directors noted that the definition was developed by the Collaboration Task Force after extensive consultation with regulator stakeholders, including PEO, over the past two years. Further, the definition was agreed upon before the statement itself was developed. It was also highlighted that the document



does not bind regulators and instead is intended to demonstrate a spirit of collaboration among regulators to move in the direction of harmonization.

Moved by President Fraser, seconded by Councillor Schelske:

That the definition of “harmonization” should include the concept of “equitable” as in the main document.

DEFEATED
Recorded vote

<u>For: 2</u>	<u>Against: 16</u>	<u>Abstain: 6</u>	<u>Absent: 1</u>
R. Fraser	A. Arenja	V. Banday	D. Montgomery
S. Schelske	C. Chahine	D. Kiguel	
	N. Colucci	T. Kirkby	
	L. Cutler	M. Liu	
	A. Dryland	L. Notash	
	V. Hilborn	G. Wowchuk	
	N. Lwin		
	S. MacFarlane		
	P. Mandel		
	G. Nikolov		
	R. Panesar		
	L. Roberge		
	G. Schjerning		
	U. Senaratne		
	P. Shankar		
	S. Sung		

Council proceeded to discussion of the original motion.

There was a question about when and how the definition of harmonization could be revisited. In response, it was reiterated that the definition was developed by the Collaboration Task Force after extensive consultation with regulator stakeholders, including PEO, over the past two years. Further, the definition was a starting point and a basis for discussions for the development of the statement itself. Thus, revisiting the definition would be more appropriate for a future process to revise the National Statement of Collaboration.

Moved by Past President Colucci, seconded by Councillor Chahine:

That Council endorses the National Statement of Collaboration proposed by Engineers Canada and presented to C-562-9.2 at Appendix A in EN and Appendix D in FR; and

That Council directs PEO’s Member Representative, or their proxy, to vote in favour of the motion proposed by Engineers Canada at its Annual Meeting of Members scheduled for May 25, 2024.

CARRIED
Recorded vote

<u>For: 18</u>	<u>Against: 4</u>	<u>Abstain: 2</u>	<u>Absent: 1</u>
A. Arenja	V. Banday	T. Kirkby	D. Montgomery
C. Chahine	R. Fraser	G. Wowchuk	



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

12688 – ENGINEERS CANADA 2026 PER CAPITA ASSESSMENT FEE

President Fraser resumed the role of meeting Chair.

Council reviewed the Engineers Canada Board decision to recommend to the provincial and territorial Members that the 2026 Per Capita Assessment Fee be set at \$10 per registrant. This recommendation will be going to the Members for their approval and Engineers Canada has asked its Members to consult with their respective Councils to obtain voting instructions in respect of this matter, prior to the May 25, 2024 Annual Meeting of Members (AMM).

A summary of Council's discussion is provided below.

- It was noted that the unrestricted reserve fund that existed for Engineers Canada as a source of revenue, mainly due to PEO's non-participation in the national affinity program, ceased in 2023 and this has impacted their decision to propose increasing the PCAF from \$8 in 2024 and 2025 to \$10 in 2026.
- In response to a question, it was noted that the overall impact of the proposed increase on the PEO budget is roughly \$180k, roughly 0.5% of the overall budget; and this is offset by the affinity program revenue PEO began receiving in 2023 – roughly \$1.1 m in the first year and projected to be roughly \$1.9m in 2024.
- In response to a question, EC directors explained the calculation used to determine that the services EC provides to its regulators amounts to roughly \$48.60 per registrant. It was noted that sources of revenue other than the PCAF fund the difference.
- The proposed PCAF increase to \$10 per registrant is roughly 3% of PEO's membership fee and, by itself, does not require an increase in the membership fee. Notwithstanding, it is one of many factors Council will need to consider in any future discussions about changes to licence holder fees.

Moved by Past President Colucci, seconded by Councillor Roberge:



That Councils direct PEO’s Member Representative at the 2024 Engineers Canada Annual Meeting of Members to vote in favour regarding the approval of the 2026 Per Capita Assessment Fee increase, as outlined in C-562-4.3, Appendix A and approved by the Engineers Canada Board on December 4, 2023.

**CARRIED
Recorded Vote**

<u>For: 21</u>	<u>Against: 1</u>	<u>Abstain: 2</u>	<u>Absent: 1</u>
C. Chahine	V. Banday	A. Arenja	D. Montgomery
N. Colucci		T. Kirkby	
L. Cutler			
A. Dryland			
R. Fraser			
V. Hilborn			
D. Kiguel			
M. Liu			
N. Lwin			
S. MacFarlane			
P. Mandel			
G. Nikolov			
L. Notash			
R. Panesar			
L. Roberge			
S. Schelske			
G. Schjerning			
U. Senaratne			
P. Shankar			
S. Sung			
G. Wowchuk			

[S. Stewart joined the meeting at 10:45 a.m.]

12689 – AFC SUMMARY REPORT

In response to a question about the ethical nature of PEO’s investments, Councillor Kirkby noted information found in the AFC Summary Report which summarizes aspects of the AFC’s March 22, 2024 meeting, including the Pension Fund Investment Update and the Operational Fund Investment Update. Both investment updates confirmed that each have robust Environmental, Social and Governance (ESG) criteria and protocols in place for screening investment decisions and neither of PEO’s portfolios have investments that directly support any current military conflicts.

In addition, an update was provided regarding expenditures for external consultants. The AFC Chair reported that each decision to engage with a consultant is made carefully after considering many factors. Various controls are in place to ensure effective stewardship from a budgetary standpoint.



12690 – 2023 AUDITED FINANCIAL STATEMENTS

PEO’s governing legislation and its By-laws require that Council approve the audited financial statements of the Association for presentation to members at PEO’s Annual General Meeting and that these statements be published on PEO’s website for access to all members.

AFC Chair, Councillor Kirkby, reported that the AFC met on March 22, 2024 to meet with the auditor to review Deloitte’s findings on the 2023 year-end audit and to review the 2023 audited financial statements.

It was noted that the auditor reported no material issues or concerns. In summary, the statements show revenues of \$37.6m, operating expenses of \$29.4m and a spend of \$3.9m on Council special and Strategic plan projects, resulting in a surplus of \$4.3m.

Questions and discussion took place regarding the presentation, including the areas of investment income and rates of return, criteria for the use of external advisors, and staff professional development.

Moved by Councillor Kiguel, seconded by Councillor Roberge:

That Council:

a) approve the audited financial statements for the year ended December 31, 2023, and the auditor’s report thereon, as presented to the meeting in Appendix A; and

b) authorize the President and President-elect to sign the audited financial statements on Council’s behalf.

CARRIED
Unanimous consent

- | | | | |
|-----------------------|--------------------------|--------------------------|-------------------------|
| <u>For: 24</u> | <u>Against: 0</u> | <u>Abstain: 0</u> | <u>Absent: 1</u> |
| A. Arenja | | | D. Montgomery |
| 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 | | | |
| G. Nikolov | | | |
| L. Notash | | | |
| R. Panesar | | | |
| L. Roberge | | | |
| S. Schelske | | | |
| G. Schjerning | | | |
| U. Senaratne | | | |



P. Shankar
S. Sung
G. Wowchuk

12691 – RECOMMENDATION OF THE APPOINTMENT OF AUDITOR FOR 2024

It is necessary for Council to recommend the appointment of an auditor for 2024 to the members, for their approval at the upcoming Annual General Meeting.

Section 52 of By-Law 1 states:

The members of each annual meeting shall appoint one or more auditors who shall be chartered accountants to hold office until the next annual meeting and if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

Council was advised that Deloitte LLP was chosen through a competitive bidding process and that a multi-year contract was signed. There was discussion regarding the Request for Proposal process and cycle, and PEO’s working relationship with the current audit provider.

Moved by Councillor Mandel, seconded by Councillor Panesar:

That Council recommend to members at the April 2024 Annual General Meeting that Deloitte LLP be appointed as PEO’s auditor for 2024 and hold office until the next annual general meeting or until a successor is appointed.

CARRIED
Recorded vote

<u>For: 23</u>	<u>Against: 1</u>	<u>Abstain: 0</u>	<u>Absent: 1</u>
A. Arenja	V. Banday		D. Montgomery
C. Chahine			
N. Colucci			
L. Cutler			
A. Dryland			
R. Fraser			
V. Hilborn			
D. Kiguel			
T. Kirkby			
M. Liu			
N. Lwin			
S. MacFarlane			
P. Mandel			
G. Nikolov			
L. Notash			
R. Panesar			
L. Roberge			
S. Schelske			
G. Schjerning			
U. Senaratne			



S. Sung
G. Wowchuk

[S. Stewart left the meeting at 11:15 a.m.]

12692 – PAYMENT OF LEGAL EXPENSES

PEO has statutory authority to indemnify individuals from costs arising out of legal actions they attract in performing functions under the *Professional Engineers Act* (the Act). Currently, decisions regarding the discretionary payment of legal expenses by PEO outside of what is covered by insurance would be made on a case-by-case basis.

There was discussion regarding potential significant liabilities including legal expenses as well as reputational risk; enhanced clarity and predictability regarding the organization’s use of funds if a framework existed; and prioritization considerations as it relates to GNC’s work plan for 2024-2025 or later.

Staff answered questions regarding the current process of decision-making on a case-by-case basis, including existing indemnity provisions and the need to bring any issues of this nature to Council for a decision.

Moved by Past President Colucci, seconded by Councillor Senaratne:

That Council directs the GNC to oversee the development of a legal expenses framework with respect to individuals performing functions under the *Professional Engineers Act*.

CARRIED
Recorded Vote

<u>For: 13</u>	<u>Against: 11</u>	<u>Abstain: 0</u>	<u>Absent: 1</u>
V. Bandy	A. Arenja		D. Montgomery
C. Chahine	V. Hilborn		
N. Colucci	S. MacFarlane		
L. Cutler	P. Mandel		
A. Dryland	G. Nikolov		
R. Fraser	L. Roberge		
D. Kiguel	S. Schelske		
T. Kirkby	G. Schjerning		
M. Liu	U. Senaratne		
N. Lwin	P. Shankar		
L. Notash	S. Sung		
R. Panesar			
G. Wowchuk			

12693 – APPOINTMENT OF NORTHERN REGION COUNCILLOR

No one has been nominated for the office of Northern Region Councillor in the 2024 election. Section 15.1 of Regulation 941 requires Council to appoint a licence holder residing in the Northern Region to fill that office. By-Law No. 1 sets out the process for filling a Councillor vacancy at section 29.1. At its February 2024 meeting, Council decided to select a licence holder residing in the Northern Region for the office of Northern Region Councillor, to be appointed by Council at its April 2024 meeting.



Moved by Councillor Banday, seconded by Past President Colucci:

That Council appoint Ahmed Elshaer as the Northern Region Councillor for the 2024-2026 Council terms, in accordance with the “Filling a Councillor Vacancy” process set out at section 29.1 of By-Law No 1.

CARRIED
Unanimous consent

<u>For: 24</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>Absent: 1</u>
A. Arenja			D. Montgomery
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			
G. Nikolov			
L. Notash			
R. Panesar			
L. Roberge			
S. Schelske			
G. Schjerning			
U. Senaratne			
P. Shankar			
S. Sung			
G. Wowchuk			

12694 – REVISIONS TO GOVERNANCE COMMITTEES’ CHARTERS

Council reviewed and considered proposed changes to the Charters of the four governance committees.

Moved by Past President Colucci, seconded by Councillor Roberge:

That Council approves the revised Charters of the Audit and Finance Committee, Governance and Nominating Committee, Human Resources and Compensation Committee, and Regulatory Policy and Legislation Committee, as presented to the meeting at C-562-6.2, Appendices A to D.

CARRIED
Unanimous consent

<u>For: 24</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>Absent: 1</u>
A. Arenja			D. Montgomery
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
- G. Nikolov
- L. Notash
- R. Panesar
- L. Roberge
- S. Schelske
- G. Schjerning
- U. Senaratne
- P. Shankar
- S. Sung
- G. Wowchuk

[R. Dmochewicz joined the meeting at 11:35 a.m.]

12695 – ORDER OF HONOUR SELECTION COMMITTEE TERMS OF REFERENCE

Council reviewed a proposed updated Terms of Reference for the Order of Honour Selection Committee (OSC), as recommended by the Order of Honour Selection Committee (OSC). The activities performed by OSC were reviewed during PEO Governance Roadmap, Phase 4 review and changes were made to their Terms of Reference, to reflect the changes previously approved by Council in 2023. With the revisions, the committee’s responsibilities are to promote and raise awareness of the Order of Honour (OOH), review and assess eligible nominations for the program, and make recommendations for potential recipients, for approval by PEO Council.

Staff noted a request for follow up with past nominators to highlight the changes which should result in a process that is easier to navigate.

Moved by Councillor Panesar, seconded by Councillor Senaratne:

That Council approve the reviewed and updated Terms of Reference for the Order of Honour Selection Committee (OSC), as recommended by OSC, and as presented at C-562-6.3, Appendix A.

**CARRIED
Unanimous consent**

<u>For: 24</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>Absent: 1</u>
A. Arenja			D. Montgomery
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
G. Nikolov
L. Notash
R. Panesar
L. Roberge
S. Schelske
G. Schjerning
U. Senaratne
P. Shankar
S. Sung
G. Wowchuk

12696 – UPDATES TO ORDER OF HONOUR NOMINATION PROCESS

Council considered a proposal to further streamline the process for Order of Honour (OOH) nominators to improve their experience and to make the evaluation process less cumbersome for the selection committee.

In summary, the following three improvements are recommended:

1. Replacing letters of support with a specific rationale and examples that nominators will provide directly in their online nomination.
2. Nominations can be submitted only after the PEO's call for nominations is distributed, and before the deadline.
3. Nominations and upgrades are submitted online, and previously used nomination and upgrade forms have been discontinued.

There was discussion related to the OOH selection criteria "*Justice, Equity, Diversity, and Inclusion Activities Related to Engineering Profession and Societal Impact*" and it was noted that there may be an inequitable advantage to those who live in large communities relative to the overall Ontario population.

There was also discussion about the need to examine the appropriateness of the contexts in which PEO uses the term "stakeholder" in consideration of evolving business, cultural, and societal norms.

[G. Nikolov left the meeting at 11:45 a.m.]

Moved by Councillor Banday, seconded by Councillor Lwin:



That, effective immediately, Council approves the improvements to the nomination process for the Order of Honour, as proposed by staff and OSC and as presented at C-562-6.4, Appendix A.

CARRIED
Unanimous consent

For: 23

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

Against: 0

Abstain: 0

Absent: 2

D. Montgomery
G. Nikolov

[R. Dmochewicz left the meeting at 11:47 a.m.]

12697 – SPECIAL RULES REVIEW AND COUNCILLOR SUBMISSIONS

Councillor Schjerning assumed the role of Chair for this item.

The Governance and Nominating Committee (GNC) has been reviewing the Special Rules of Order per Council's direction in 2023. Staff presented a 3-part GNC-recommended proposal for Council's consideration, outlined as follows:

Part 1 Overview

Amend By-Law No. 1 so that the Special Rules no longer require annual adoption.

Part 2 Overview

Amend the Special Rules as presented at Appendix D to incorporate minor changes that reflect current practice, the substantive addition of voting thresholds and circumstances for special resolutions, and a supplemented Special Rules provision dealing with Councillor submissions (to be supported by a Councillor Submissions Mechanism and a Council Registry of Activities and Open Issues).



Part 3 Overview

- i) Institute the Councillor Submissions Mechanism, allowing for the different channels for Councillor submissions to work **in parallel** to facilitate the open exchange of ideas at PEO as well as ensure that emerging issues can be dealt with in an agile way.

The four channels are:

- o Informal channels (via conversations and enquiries)
- o Councillor questions and propositions (via standing agenda items at Council meetings)
- o Items submitted by Councillors for the meeting agenda of an appropriate governance committee (per Special Rules)
- o Emergency or exception items submitted by Councillors for either the next Council meeting or the next meeting of one of the governance committees (per Special Rules)
- ii) Require that the Special Rules provisions dealing with Councillor submissions, along with the Councillor Submissions Mechanism, be reviewed by GNC in April 2025 with a view to improvement.

Council discussed each part of the proposal separately.

Part 1 Discussion and Decision

A summary of Council’s discussion and the motion are presented below:

- o PEO members should have to opportunity to provide feedback when amendments to the By-law are being considered.
- o There should be minimal restrictions on Councillors to bring forward motions and the By-law should reflect flexibility and nimbleness in this regard.
- o Proposal under consideration to amend the By-law is appropriately in the sole purview of Council, using the information at hand which has been developed over many months with discussion at the committee and Council tables are various points.
- o It was noted that Council will retain its authority to review the Special Rules at any time, notwithstanding the proposal that annual adoption is not a requirement.

[N. Brown joined the meeting at 11:56 a.m.]

Moved by Councillor MacFarlane, seconded by Councillor Senaratne:

That the proposed amendments to By-Law No. 1 set out in Appendix A be approved by Council.

CARRIED
Recorded vote (2/3 majority)

<u>For: 17</u>	<u>Against: 4</u>	<u>Abstain: 2</u>	<u>Absent: 2</u>
A. Arenja	V. Bandy	R. Panesar	D. Montgomery
C. Chahine	R. Fraser	G. Wowchuk	G. Nikolov
L. Cutler	L. Notash		
N. Colucci	L. Roberge		
A. Dryland			
V. Hilborn			
D. Kiguel			



- T. Kirkby
- M. Liu
- N. Lwin
- S. MacFarlane
- P. Mandel
- S. Schelske
- G. Schjerning
- U. Senaratne
- P. Shankar
- S. Sung

Part 2 Discussion and Decision

A summary of Council’s discussion and the motion are presented below:

- Considering the annual change in Council members, the point at which the submission mechanisms/pathways are reviewed in the proposed revised Special Rules should be based on the number of motions brought forward and not after the limited time of one year.
- Council would benefit from using the framework outlined in the proposal and bear in mind that it has been developed over many months with feedback from Councillors taken into consideration.

Moved by Councillor Schelske, seconded by Councillor Lwin:

That the Special Rules of Order that are currently in effect be rescinded and that the Special Rules of Order set out in Appendix D be enacted by Council to replace them.

CARRIED
Recorded vote (2/3 majority)

<u>For: 16</u>	<u>Against: 4</u>	<u>Abstain: 3</u>	<u>Absent: 2</u>
A. Arenja	V. Banday	L. Cutler	D. Montgomery
C. Chahine	R. Fraser	L. Notash	G. Nikolov
N. Colucci	T. Kirkby	R. Panesar	
A. Dryland	G. Wowchuk		
V. Hilborn			
D. Kiguel			
M. Liu			
N. Lwin			
S. MacFarlane			
P. Mandel			
L. Roberge			
S. Schelske			
G. Schjerning			
U. Senaratne			
P. Shankar			
S. Sung			



Part 3 Discussion and Decision

A summary of Council’s discussion is presented below:

- There is an issue of misalignment between the annual trial basis for the Councillor Submission Mechanism and the decision to remove the requirement for annual adoption of the Special Rules.
- Requirement to choose only one pathway based on the listed criteria is not sufficiently agile and thus there may be unanticipated consequences and confusion when there is a need to move among or between them. Staff noted that the pathway for “exception items” is intended to provide the necessary agility in specific circumstances.
- Proposal is beneficial because it allows for a trial period to experience the process in practice, collect data, assess impact, and propose ways to improve.
- Proposal is beneficial because it builds in risk mitigation by providing a mechanism wherein agenda items and associated material can be appropriately vetted.
- Proposal is beneficial because it promotes a coherent and organized framework in which to consider inputs from Councillors.

Moved by Past President Colucci, seconded by Councillor Sung:

That the Special Rules of Order provisions dealing with Councillor submissions and the Councillor Submissions Mechanism be reviewed by GNC in April 2025 in order to make recommendations to Council for improvement.

CARRIED
Recorded vote

<u>For: 18</u>	<u>Against: 2</u>	<u>Abstain: 3</u>	<u>Absent: 2</u>
A. Arenja	R. Fraser	V. Banday	D. Montgomery
C. Chahine	T. Kirkby	R. Panesar	G. Nikolov
N. Colucci		G. Wowchuk	
L. Cutler			
A. Dryland			
V. Hilborn			
D. Kiguel			
M. Liu			
N. Lwin			
S. MacFarlane			
P. Mandel			
L. Notash			
L. Roberge			
S. Schelske			
G. Schjerning			
U. Senaratne			
P. Shankar			
S. Sung			

[V. Banday left the meeting at 12:55 p.m.]



12698 – RPLC REPORT TO COUNCIL

President Fraser resumed the role of Chair.

Council received a summary report of the RPLC’s March 8, 2024 meeting. No discussion of this item took place.

12699 – FUTURE OF ENGINEERING INTERN (EIT) PROGRAM - UPDATE

RPLC Chair, Councillor Hilborn, proposed deferral of this item to a future Council meeting or plenary.

In response to a question regarding the status of activities to date, Councillor Hilborn noted that a survey of key stakeholders has been completed, and two recommendations are currently with staff in the analysis stage for the development of policy options which will be reviewed and discussed by Council.

During discussion it was noted that among key stakeholders the future of the EIT program is viewed as one that is urgent to finalize, thus the matter should be addressed as soon as possible.

[G. Nikolov returned to the meeting at 1:30 p.m.]

Moved by Vice President Chahine, seconded by Past President Colucci:

That Item 8.2 be made a topic of a future Plenary session, or of a future Council meeting, to be decided by the President, or by the Chair of Council, as appropriate.

CARRIED
Unanimous consent

<u>For: 23</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>Absent: 2</u>
A. Arenja			V. Banday
C. Chahine			D. Montgomery
N. Colucci			
L. Cutler			
A. Dryland			
R. Fraser			
V. Hilborn			
D. Kiguel			
T. Kirkby			
M. Liu			
N. Lwin			
S. MacFarlane			
P. Mandel			
G. Nikolov			
L. Notash			
R. Panesar			
L. Roberge			
S. Schelske			
G. Schjerning			
U. Senaratne			
P. Shankar			



S. Sung
G. Wowchuk

12700 – TRIBUNAL ACTIVITY REPORT

Council received an update about the activities of the Tribunals Office and related Committees (Discipline – DIC and Registration-REC). No discussion of this item took place.

12701 – STERLING AWARD: NEXT STEPS

The G. Gordon M. Sterling Engineering Intern (EIT) Award (“Sterling Award”) was suspended in June 2023 for one year, pending further review. Council considered the final recommendation to discontinue the Sterling Award.

Staff reported that after a diligent consultation process and review exploring possible options, this item is being brought back to Council for making the final decision. It was noted that the risks involved as well as equity, key strategic issues, costs, and financial impacts have already been discussed by Council in 2023. In addition, following the Sterling Award suspension in June 2023, a further review was performed, resulting from the changes to PEO licensing application process made to comply with the amendments to the Fair Access to Regulated Professions and Compulsory Trades Act (FARACTA) that came into effect over the course of 2023. Another notable factor is that the Sterling Award was offered to EITs, and PEO’s EIT program has been suspended. It was noted that Sterling Award Subcommittee was kept apprised of activities during the review and consultation.

[R. Dmochewicz re-joined the meeting at 1:40 p.m.]

A summary of Council’s discussion is presented below:

- In response to a question, it was noted that this program is not an endowment scholarship and there are no donations to consider. The monetary value of the award is \$3500, and up to the time of the award’s suspension it was charged to PEO’s operational budget.
- In response to a question, staff noted that organizations who were consulted reviewed the matter and ultimately decided against transfer of the award from PEO.

Moved by Councillor Roberge, seconded by Councillor Senaratne:

That:

a) Effective immediately, Council approves to discontinue the G. Gordon M. Sterling Engineering Intern Award Program.

b) Effective immediately, the Sterling Award Subcommittee be stood down with thanks to all current and previous members.

CARRIED
Recorded vote

<u>For: 18</u>	<u>Against: 3</u>	<u>Abstain: 2</u>	<u>Absent: 2</u>
A. Arenja	N. Colucci	N. Lwin	V. Banday
C. Chahine	R. Fraser	R. Panesar	D. Montgomery
L. Cutler	M. Liu		
A. Dryland			
V. Hilborn			



- D. Kiguel
- T. Kirkby
- S. MacFarlane
- P. Mandel
- G. Nikolov
- L. Notash
- L. Roberge
- S. Schelske
- G. Schjerning
- U. Senaratne
- P. Shankar
- S. Sung
- G. Wowchuk

[R. Dmochewicz left the meeting at 2:00 p.m.]

12702 – PREVIOUS NOTICES OF MOTION

Council considered that matter of Notices of Motion that were omitted in error from the February 23, 2024 meeting agenda. Throughout discussion and in response to questions, it was noted that the purpose of the Council Registry of Activities and Open Issues is not exclusively for past motions and can include other matters Council may choose to address at a future date.

Moved by Past President Colucci, seconded by Councillor Senaratne:

That the below suggestions be placed on the Councillor Issues Registry:

- 1. That Council create a Past Presidents Advisory Group (PPAG) that meets at least 2x. per year chaired by the immediate past president.**
- 2. Staff to review the costs relating to offering a virtual learning platform that will be available to all PEO license holders in order to maintain their mandatory CPD requirements and bring forward for consideration in future budgets.**
- 3. That staff look at partnering with OSPE to combine future AGM’s with an Engineering Conference (Symposium) to assist PEO members to obtain their CPD hours.**
- 4. That staff provide an update on the consultants used in 2022 and 2023 including a summary of Company Name, Type of Work, Amount Budgeted, Budget Line, Actual Amount Spent, Reason for use of consultant, Steps being taken to complete this work in house.**

CARRIED
Unanimous consent

<u>For: 23</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>Absent: 2</u>
A. Arenja			V. Banday
C. Chahine			D. Montgomery
N. Colucci			
L. Cutler			
A. Dryland			



R. Fraser
V. Hilborn
D. Kiguel
T. Kirkby
M. Liu
N. Lwin
S. MacFarlane
P. Mandel
G. Nikolov
L. Notash
R. Panesar
L. Roberge
S. Schelske
G. Schjerning
U. Senaratne
P. Shankar
S. Sung
G. Wowchuk

12703 – PEO DEFINITION OF “PUBLIC INTEREST”

Council considered the matter of defining the term “public interest” in the context of PEO’s mandate, “to serve and protect the public interest.”

A summary of Council’s discussion is presented below:

- “Public interest” definition is not within the Professional Engineers Act or Regulation 941 but is used in both legislative documents.
- Examples were provided to show how the public interest is dynamic, evolving and changing depending on social and technological contexts.
- A specific and detailed definition of the public interest is challenging in isolation and this topic may be well-suited for further exploration in the context of the ongoing Visioning exercise.
- PEO’s licensing process and compliance with the amendments to the Fair Access to Regulated Professions and Compulsory Trades Act (FARPACTA) as well as the issue of cultural diversity are key elements of the conversation.
- A definition in this area would benefit from alignment with other professional regulators and the legislative documents that provide PEO with its authority.

[V. Banday re-joined the meeting at 2:27 p.m.]

Moved by Vice President Chahine, seconded by Councillor Lwin:

That Council approves the addition of the discussion of the definition of “public interest” to the *Council Registry of Activities and Open Issues*.



CARRIED
Unanimous consent

<u>For: 24</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>Absent: 1</u>
A. Arenja			D. Montgomery
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			
G. Nikolov			
L. Notash			
R. Panesar			
L. Roberge			
S. Schelske			
G. Schjerning			
U. Senaratne			
P. Shankar			
S. Sung			
G. Wowchuk			

12704 – MOTION TO MOVE IN CAMERA

Moved by Vice President Chahine, seconded by Councillor Schelske:

That Council move in camera at 2:30 p.m.

CARRIED
Unanimous consent

<u>For: 24</u>	<u>Against: 0</u>	<u>Abstain: 0</u>	<u>Absent: 1</u>
A. Arenja			D. Montgomery
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
G. Nikolov
L. Notash
R. Panesar
L. Roberge
S. Schelske
G. Schjerner
U. Senaratne
P. Shankar
S. Sung
G. Wowchuk

[All staff and guests left the meeting at 2:30 p.m. except for J. Quaglietta, D. Abrahams, A. Dixit, A. Kwiatkowski, M. Solakhyan, M. Feres, E. Chor, A. Vijayanathan, and L. Luginuk.]

The meeting concluded on April 5, 2024 at approximately 4:45 p.m.

These open session minutes consist of 27 pages and minutes 12677 to 12704 inclusive.

“Roydon Fraser”

R. Fraser, P.Eng., Chair