



Professional Engineers  
Ontario

# COUNCILLOR

## Code of Conduct

SEPTEMBER 27, 2024



## Professional Engineers Ontario - Councillor Code of Conduct

### Purpose

1. This Code of Conduct (“**Code**”) sets out:
  - (a) The duties and standards of conduct for members of the Council (“**Councillors**”); and
  - (b) A process for addressing contraventions of the Code.

### Application and Scope

2. The Code applies to:
  - (a) All elected and appointed Councillors.
  - (b) All areas related to Councillor responsibility, including in relation to fiduciary duties, Committee work, representing PEO in the community, and at Chapter events.

### Duties of Councillors

3. In exercising their powers and discharging their obligations to the PEO, Councillors shall adhere to their fiduciary duty to:
  - (a) Act honestly and in good faith with a view to the best interests of PEO; and
  - (b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
4. Councillors shall comply with:
  - (a) The *Professional Engineers Act* (the “**Act**”) and regulations made under it;
  - (b) PEO’s by-laws;
  - (c) This Code; and
  - (d) All policies and procedures applicable to Councillors.
5. In addition to the confidentiality provisions of section 38 of the Act, Councillors shall maintain the confidentiality of any confidential information obtained in the course of their work with PEO, during service and after their service is over.
6. Councillors shall engage with one another and with staff and volunteers in a manner that is civil, courteous, professional, and respectful, including during debate and discussion at Council and Committee meetings.
7. Without restricting the opportunity for Councillors to openly discuss any matter, Councillors shall:

- (a) Uphold and speak respectfully of the decisions of PEO's Council and Committees; and
  - (b) Exercise care when making statements to the public, including to PEO members, to ensure that no personal statements, opinions, or beliefs are attributed to PEO.
8. Councillors shall not contravene any federal, provincial, or territorial law relevant to their suitability to serve on Council.
9. Councillors are expected to regularly attend all Council and Committee meetings. Repeated absences without valid reason may be considered a breach of the Code.

#### **Addressing Contraventions of the Code of Conduct**

10. Any Councillor or member of the Executive Leadership Team may bring a complaint in writing alleging contravention of this Code. To clarify, this provision does not prevent staff from making complaints under policies such as the Anti-Workplace Violence, Harassment and Discrimination Policy or the Safe Disclosure Policy.
11. Councillors shall be disqualified from addressing or evaluating a complaint at any stage of the complaint process where they are the subject of the complaint, the complainant, or are otherwise placed in a conflict by the complaint.
12. Except as provided for in this section, all complaints shall be brought to the President, who shall receive the complaint in the capacity as "Complaints Intake Councillor". The Complaints Intake Councillor will notify the CEO/Registrar or their designate of any complaint received.
- (a) If the President is disqualified from serving as Complaints Intake Councillor, the complaint will be brought to the Past President.
  - (b) If the President and Past President are disqualified from serving as Complaints Intake Councillor, the complaint will be brought to the President-Elect.
  - (c) If the President, Past President, and President-Elect are disqualified from serving as Complaints Intake Councillor, those Governance Committee Chairs who are not conflicted by the complaint will select a Councillor to serve as the Complaints Intake Councillor.
13. If the complaint concerns a matter covered by the Anti-Workplace Violence, Harassment & Discrimination Policy (or any other policy that sets out a separate investigation process), the Complaints Intake Councillor shall proceed with the complaint in accordance with the procedure set out in the applicable policy. In the case of all other complaints, the Complaints Intake Councillor, in consultation with the CEO/Registrar or their designate, shall review the complaint and determine whether the complaint should proceed to an investigation. The Complaints Intake Councillor and CEO/Registrar or their designate may rely on external advice as needed.
14. If the Complaints Intake Councillor, in consultation with the CEO/Registrar or their designate, determines that the complaint does not raise a Code of Conduct issue or is otherwise frivolous or vexatious, the Complaints Intake Councillor may decide that the complaint will not proceed to an investigation and that no further steps will be taken.

15. Where the Complaints Intake Councillor decides not to proceed with a complaint, they will:
  - (a) Inform the complainant of the decision not to proceed, the reason why, and that the decision is final and not subject to appeal; and
  - (b) Inform Council, at a meeting with the public excluded, of the fact that a complaint was received and the decision not to proceed. The Complaints Intake Councillor shall not inform Council of the nature of the allegations, the identity of the Councillor, subject of the complaint, or the identity of the complainant.
16. Where the Complaint Intake Councillor determines that a complaint should proceed to an investigation, Council, at the request of the Complaint Intake Councillor, will strike a panel of not less than three non-conflicted Councillors (the "**Panel**") to consider the complaint. An independent external investigator shall be engaged to conduct an investigation as outlined below. The Panel may also be supported by external legal counsel in discharging its responsibilities.
17. The Panel shall ensure that any investigation conducted at its direction or on its behalf accords with the principles of natural justice and procedural fairness, including as follows:
  - (a) All Councillors shall be treated fairly and with respect;
  - (b) The subject Councillor shall be given proper notice;
  - (c) The subject Councillor shall be given the opportunity to respond; and
  - (d) The investigation shall be undertaken with all due haste without impairing the procedural rights of the Councillor who is the subject of the investigation.
18. The Panel shall retain the discretion to direct that any investigations be conducted in accordance with the principles of natural justice and procedural fairness, and any deviation from the provisions of this Code for that purpose shall not invalidate the investigation or otherwise affect its jurisdiction.
19. If the Panel determines that the complaint may be appropriately resolved by informal means, the Panel may engage in an informal resolution process following receipt and consideration of the investigator's report. If informal resolution is deemed inappropriate or cannot be achieved in a reasonable amount of time, the Panel will determine whether there has been a breach of this Code. This provision does not preclude the interested parties from voluntarily engaging in informal resolution at a different stage of the complaint process.
20. If, following its receipt and consideration of the report of investigation, the Panel determines that there has been a breach of this Code, it may recommend to Council one or more of the following outcomes:
  - (a) No further action;
  - (b) Censure of the Councillor verbally or in writing;
  - (c) Suspension or removal of the Councillor from any Committee on which they serve;

- (d) Suspension or removal of the Councillor as a Chair of any Committee on which they serve;
  - (e) Suspension for a period of time of any of the Councillor's rights and privileges, including but not limited to:
    - (i) Exclusion of the Councillor from all or part of the meetings of Council or any Committee;
    - (ii) Restricting access to confidential information by the Councillor;
  - (f) Requiring that the Councillor undergo coaching and/or further training or development at their own expense before any restrictions are lifted;
  - (g) In circumstances where the Panel forms the view that the Councillor has engaged in repeated serious breaches and/or a single very serious breach of the Code, it may recommend the removal of the Councillor from office; or
  - (h) Any other sanction or outcome appropriate to the circumstance.
21. Where the substance of the complaint has already been investigated pursuant to another policy (for example, the Anti-Workplace Violence, Harassment & Discrimination Policy), the Panel shall not conduct a second investigation but will consider recommending to Council one or more of the outcomes listed above, at section 20, based on the completed investigation.
  22. The Panel shall prepare a written report setting out its determination, based on the results of the investigation, and a recommended outcome, together with reasons for why the outcome was recommended. A copy of the Panel's report will be provided to the other Councillors and to the Councillor that is the subject of the complaint. A summary report will be provided to the complainant.
  23. The Council will notify the Councillor who is the subject of the complaint of the date on which the Council will consider the Panel's recommendation and provide the Councillor with an opportunity to make submissions to Council either orally or in writing.
  24. The subject Councillor shall not participate in any vote or decision of Council in respect of the matter.
  25. Council shall consider the Panel's recommendation and any submissions of the subject Councillor and shall make a decision with respect to the outcome, as follows:
    - (a) By resolution approved by no fewer than 2/3 of Councillors present and eligible to vote on the resolution, Council may impose a sanction or outcome other than the removal of the subject Councillor;
    - (b) By resolution approved by no fewer than 3/4 of Councillors present and eligible to vote, and where the Panel has recommended the removal of the subject Councillor from office, Council may:
      - (i) Remove an elected Councillor before the expiry of their term of office; or

- (ii) Request that the Lieutenant Governor in Council remove an appointed Councillor before the expiry of their term of office;
  - (c) Absent a resolution approved by no fewer than 2/3 of Councillors present and eligible to vote, no further action shall be taken.
- 26. Council shall fill any Councillor vacancy caused by removal under this Code pursuant to the Act, regulations, and by-laws.
- 27. The Lieutenant Governor in Council may appoint any qualified individual as a Councillor to fill any appointed Councillor vacancy.
- 28. The Councillor in question will be notified of the decision of Council.
- 29. By direction to the CEO/Registrar or their designate, Council shall determine in what manner the complainant will be informed of the decision of Council.
- 30. Council, in consultation with the CEO/Registrar or their designate, may report publicly on the complaint and outcome once it has been decided but shall maintain confidentiality regarding the individuals involved in the investigation, with the exception of the subject Councillor.

**Approved By:** Council

**Approval Date:** September 27, 2024

**Effective Date:** September 27, 2024

**Review Date:** 2026