

## Confirmation of Notice and Quorum

<b>Agenda Item Number</b>	C-569-1
<b>Purpose</b>	Secretariat to confirm notice and quorum of the meeting.

## Confirmation Note – Approval of Agenda

<b>Agenda Item Number</b>	C-569-2
<b>Purpose</b>	To approve the agenda for the meeting.
<b>Motion</b>	(simple majority) That: a) The agenda, as presented to the meeting at C-569-2, Appendix A, be approved; and b) The Chair be authorized to suspend the regular order of business.
<b>Attachments</b>	Appendix A – 569 <sup>th</sup> Council meeting agenda

Prepared By: Eric Chor, Research Analyst

C-569-1.2  
Appendix A

# Agenda (For Councillors)

Not for distribution.

Kick-off Meeting – 569<sup>th</sup> Meeting of the Council - Professional Engineers Ontario

Friday, May 2, 2025 / 8:30 am – 3:30 pm / Lunch 12:00– 12:45 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	
7:30 am	Breakfast – 8 <sup>th</sup> Floor Dining Room
8:00 am	Councillor Check-in; Tech Help (if needed)
8:30 am	<b>CALL TO ORDER – Formal Public Meeting Begins – Council Chambers</b>
10:10–10:20 am	Approximate time of break
12:00–12:45 pm	Lunch – 8 <sup>th</sup> Floor Dining Room
1:30–1:35 pm	Approximate time of break
3:30 pm	<b>Meeting concludes</b>

AGENDA ITEMS		Spokesperson/ Moved by	Type	Time
PRESIDENT’S OPENING REMARKS AND CALL TO ORDER ACKNOWLEDGEMENT OF ATTENDEES (COUNCIL, STAFF AND GUESTS) AND “HOUSEKEEPING” ITEMS				
1.	CONFIRMATION OF NOTICE AND QUORUM	Secretariat	Confirmation	8:30 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	8:40 am
5.	APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE	Chair	Decision	9:00 am
6.	APPOINTMENT OF VICE PRESIDENT <sup>1</sup>	Chair	Decision	9:05 am
7.	APPOINTMENT OF COUNCILLORS TO GOVERNANCE COMMITTEES FOR 2025-2026 <ul style="list-style-type: none"> <li>Audit and Finance Committee</li> </ul>	Chair	Decision	9:25 am

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

<b><u>AGENDA ITEMS</u></b>		<b>Spokesperson/ Moved by</b>	<b>Type</b>	<b>Time</b>
	<ul style="list-style-type: none"> <li>• Governance and Nominating Committee</li> <li>• Human Resources and Compensation Committee</li> <li>• Regulatory Policy and Legislation Committee</li> </ul>			
8.	APPOINTMENT OF GOVERNANCE COMMITTEE CHAIRS <sup>1</sup>	Chair	Decision	10:10 am
9.	APPOINTMENT(S) TO THE EXECUTIVE COMMITTEE <sup>1</sup>	Chair	Decision	11:10 am
LUNCH: 12:00-12:45				
10.	APPOINTMENT OF ELECTED COUNCILLOR TO THE DISCIPLINE COMMITTEE <sup>1</sup>	Chair	Decision	12:45 pm
11.	COUNCILLOR QUESTIONS	Chair	Discussion	1:00 pm
12.	MOTION TO MOVE IN CAMERA	Chair	Decision	1:30 pm
FORMAL PUBLIC MEETING ENDS BREAK: 1:30 – 1:35 pm				
13.	ACTION PLAN ITEM: BOARD CULTURE	Chair	Discussion	1:35 pm
14.	IN CAMERA WITH STAFF <ul style="list-style-type: none"> <li>○ Councillor Questions</li> </ul>	Chair	Discussion	2:05 pm
15.	IN CAMERA WITH CEO/REGISTRAR	Chair	Discussion	2:35 pm
16.	IN CAMERA WITHOUT CEO/REGISTRAR	Chair	Discussion	3:00 pm
17.	ADJOURNMENT			3:30 pm

**UPCOMING EVENTS: Workshop, Council Meetings**

- **May 30, 2025 (Council Workshop)**
- **June 20, 2025 (Council Meeting)**
- **September 26, 2025 (Council Meeting)**
- **November 28, 2025 (Council Meeting)**
- **February 20, 2026 (Council Meeting)**
- **March 27, 2026 (Council Close-off Meeting)**

## Exception Note – Conflicts of Interest

<b>Agenda Item Number</b>	C-569-3
<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-569-4
<b>Purpose</b>	To appoint a Council Meeting Chair for the 2025-2026 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 2025-2026 Council year or until their successor is appointed.  (simple majority)
<b>Attachments</b>	Appendix A - Section 3.2 of PEO Governance Manual, “President and Chair”

### Summary

Those wishing to put their name forward for the position of Council Meeting Chair for the 2025-2026 term submitted their names before the meeting. Expressions of Interest were received from:

- C. Chiddle
- V. Hilborn
- N. Lwin
- L. Notash
- L. Roberge
- F. Saghezchi
- R. Walker
- G. Wowchuk

The Governance and Nominating Committee is not making a recommendation for this position. In addition to the candidates who have expressed interest, there may also be self-nominations from the floor. Voting is by secret ballot.

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

### Public Interest Rationale

Fully populated committees help to achieve PEO’s 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 (Appendix A). The core responsibility of the Chair is to propose the agenda for, and preside over, Council meetings.

### Considerations

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

### Stakeholder Engagement

N/A

**Options**

N/A

**Recommendation(s)**

N/A

**Next Steps**

Immediately following appointment, the new Chair will preside over the remainder of this meeting, and over the 2025-2026 Council year.

**Prepared By:** Secretariat

## Section 3.2 of PEO Governance Manual (approved April 2025)

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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

Where the Chair of Council and President are not the same person, they should consult with each other as appropriate.

##### *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 PEO's annual general meeting and Council agendas and 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 coordination 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 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, governance principles and policies.

*Acting as President of PEO:*

The President has specific responsibilities to:

- Preside over licence holder meetings, including PEO's AGM, ensuring an orderly consideration of business;
- Represent PEO to the public, licence holders and staff. The President represents PEO 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 licence holders 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 Chair's designate would 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 have the right to delegate any of their functions to other Councillors as appropriate (provided such delegation is consistent with the Act, Regulations, and by-laws), 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.

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

<b>Agenda Item No.</b>	C-569-5
<b>Purpose</b>	To approve the Chair of the Regional Councillors Committee (RCC) for the 2025-2026 Council year.
<b>Strategic/Regulatory Focus</b>	Governance
<b>Motion</b>	That [insert name here] be appointed as Chair of the Regional Councillors Committee, effective immediately and to hold office until the close of business at the 2026 Annual General meeting.  (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 met immediately following the Annual General Meeting for the purpose of appointing a Chair for the ensuing Council year.

Council is being asked to ratify the appointment of the 2025 Chair of the Regional Councillors Committee, scheduled to be nominated at their meeting on April 30<sup>th</sup>.

The selection process is described in more detail in the 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 2025-2026 Council year.

**Prepared By:** Secretariat

## Decision Note – Appointment of Vice President

<b>Agenda Item No.</b>	C-569-6
<b>Purpose</b>	To appoint a Vice President for the 2025-2026 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 2025-2026 Council year.  (simple majority)
<b>Attachments</b>	Appendix A – Referenced sections of the <i>Professional Engineers Act</i> and Regulation 941

### 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.

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

- C. Chiddle
- S. H. Ehtemam
- A. Elshaer
- N. Lwin
- L. Roberge
- S. Shi
- R. Walker

### 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, 2025, 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 *Special Rules of Order*.

### Considerations

N/A

**Stakeholder Engagement**

N/A

**Options**

N/A

**Recommendation(s)**

N/A

**Next Steps**

The appointed Vice President will be a member of the Executive Committee for the 2025-2026 Council year.

**Prepared By:** Secretariat

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;

## Decision Note – Appointment of Councillors to Governance Committees for 2025-2026

<b>Agenda Item No.</b>	C-569-7
<b>Purpose</b>	To appoint Councillors to governance committees for the 2025-2026 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 2025-2026 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 2025-2026 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 2025-2026 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 2025-2026 Council year.</li> </ol> <p>(simple majority)</p>
<b>Attachments</b>	Appendix A – Recommendations for appointment

### Summary

The Governance and Nominating Committee (GNC) will consider expressions of interest and make recommendations for appointments to the four governance committees; and consider whether to make recommendations for appointments to other Board committees and positions.

### Public Interest Rationale

Fully constituted committees and board positions facilitate PEO’s work to fulfil its legislated mandate to regulate the engineering profession in the public interest.

### Background

Council has four governance committees: Audit and Finance (AFC); Governance and Nominating (GNC); Human Resources and Compensation (HRCC); and Regulatory Policy and Legislation (RPLC). The points below highlight the relevant sections of each committee’s terms of reference.

- 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.
- Council shall also designate a Committee Chair.

Each Councillor is expected to serve on one such committee.

During the period March 18 to April 3, 2025, Councillors were invited to respond to an Expressions of Interest Survey to specify preferences for serving on governance committees, Executive Committee (EXE), Discipline Committee (DIC), and to indicate interest in appointment to other positions for the 2025-2026 term. They received the four Governance Committee Charters and information regarding criteria for the other positions. Respondents were given opportunities to review their answers prior to completion, and to change their answers following completion before the survey deadline.

On April 15, 2025 the GNC met to consider expressions of interest and make recommendations for appointments.

All appointments made by Council at its May 2, 2025 meeting will be in accordance with the *Special Rules of Order*.

### **Considerations**

- Risks
  - Vacant positions may inhibit PEO's work to fulfil its legislated mandate to regulate the engineering profession in the public interest
- Equity
  - Current and incoming Councillors had the same amount of time and opportunity to express interest in committees or positions.

### **Stakeholder Engagement**

N/A

### **Options**

N/A

### **Recommendation(s)**

On April 15, 2025, the Governance and Nominating Committee (GNC) met to consider expressions of interest and agreed on recommendations to each committee (see Appendix A).

### **Next Steps**

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

**Prepared By:** Secretariat

## GNC RECOMMENDATIONS

### (INITIAL POPULATION FOR DISCUSSION)

AFC	GNC	HRCC	RPLC
L. Cutler	S. Decloux	A. Dryland	C. Chiddle
P. Mandel <sup>1</sup>	P. Klink	L. Roberge	A. Elshaer
S. Sung	N. Lwin	S. Schelske	H. Ehtemam
R. Walker	S. MacFarlane	U. Senaratne	V. Hilborn
	R. Panesar	P. Shankar	A. Khan
	R. Prudhomme	S. Shi	
<b>+ 3 ex officios = 7 members</b>	<b>+ 3 ex officios = 9 members</b>	<b>+ 3 ex officios = 9 members</b>	<b>+ 3 ex officios = 8 members</b>

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<sup>1</sup> For the past 3 years, P. Mandel has indicated interest in and served on the AFC; therefore it is a reasonable assumption to make that this is his preferred committee.

## Decision Note – Appointment of Governance Committee Chairs

<b>Agenda Item No.</b>	C-569-8
<b>Purpose</b>	To appoint Chairs for each of the four governance committees for the 2025-2026 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 2025-2026 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 2025-2026 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 2025-2026 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 2025-2026 Council year or until their successor is appointed.</li> </ol> <p>(simple majority)</p>
<b>Attachments</b>	none

### Summary

As set out in each committee’s mandate, and as specified in the governance directions approved by Council in March 2021, Council appoints the Chairs for each of the four governance committees.

Those wishing to put their name forward for the Committee Chair positions for the 2025-2026 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
Luc Roberge	Uditha Senaratne		Vicki Hilborn
Randy Walker			

On April 15, 2025, the Governance and Nominating Committee (GNC) met to discuss expressions of interest, and made no recommendations.

The final decision on appointments rests with Council. On May 2, 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 *Special Rules of Order*.

**Public Interest Rationale**

The appointments of the Chairs complete the constitution of the 2025-2026 Governance Committees, to achieve PEO's public interest mandate.

**Background**

At its meeting on April 30, 2021, Council formally approved the establishment and initial mandates of four (4) new governance committees: Audit and Finance (AFC); Governance and Nominating (GNC); Human Resources and Compensation (HRCC); and Regulatory Policy and Legislation (RPLC).

**Considerations**

N/A

**Stakeholder Engagement**

N/A

**Options**

N/A

**Recommendation(s)**

N/A

**Next Steps**

The appointed Chairs will preside over the Governance Committees for the 2025-2026 Council year.

**Prepared By:** Secretariat

## Decision Note – Appointment of Councillors to Executive Committee

<b>Agenda Item No.</b>	C-569-9
<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 2025-2026 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

### Summary

#### *(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 2023-24 *Special Rules of Order*.

Those wishing to put their name forward to serve on the Executive Committee for 2025-2026 submitted their names prior to the meeting. This information is shown in the chart below.

L. Cutler – P.Eng. LGA
S. H. Ehtemam
A. Elshaer
V. Hilborn
N. Lwin
S. MacFarlane
R. Panesar
R. Prudhomme – P.Eng. LGA
L. Roberge
S. Schelske – P.Eng. LGA
U. Senaratne – P.Eng. LGA
P. Shankar
R. Walker
S. A. Khan (ex-officio - Vice President (elected))
L. Notash (ex-officio - President-Elect)
F. Saghezchi (ex-officio - President)
G. Wowchuk (ex-officio - Past President)

On April 15, 2025, the Governance and Nominating Committee (GNC) met to consider expressions of interest and made no recommendations.

Council will hold secret votes for one or more positions on 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 2025-2026 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, and in 2024-2025, the Committee met three (3) times.

### **Considerations**

N/A

### **Stakeholder Engagement**

N/A

**Options**

N/A

**Recommendation(s)**

N/A

**Next Steps**

The appointed Councillor(s) will be member(s) of the Executive Committee for the 2025-2026 Council year.

**Prepared By:** Secretariat

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).

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

<b>Agenda Item No.</b>	C-569-10
<b>Purpose</b>	To appoint an elected member of Council to serve on the Discipline Committee.
<b>Strategic/Regulatory Focus</b>	Governance
<b>Motion</b>	That {insert name} be appointed as a member of the Discipline Committee for the 2025-2026 Council year, in accordance with s.27(1)1 of the <i>Professional Engineers Act</i> .  (simple majority)
<b>Attachments</b>	Appendix A – s.27(1) of the <i>Professional Engineers Act</i>

### Summary

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 2025-2026 submitted their names prior to the meeting. Expressions of interest were received from:

- S. A. Khan
- P. Klink
- L. Notash
- L. Roberge
- P. Shankar

On April 15, 2025, 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. On May 2, Council will hold a secret vote for the position 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 2025-2026 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 constituted. 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**

N/A

### **Stakeholder Engagement**

N/A

### **Options**

N/A

### **Recommendation(s)**

N/A

### **Next Steps**

The appointed Councillor(s) will be member(s) of the Executive Committee for the 2025-2026 Council year.

**Prepared By:** Secretariat

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.

## Discussion Note – Councillor Questions

<b>Agenda Item Number</b>	C-569-11
<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>	