



Professional Engineers
Ontario

Module 2:

What is Council & What Does It Do?

Professional Engineers Ontario
Orientation Course

September 2025

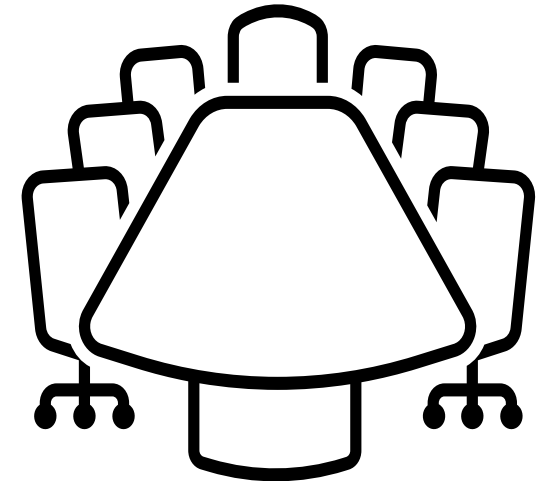
Learning Objectives

Upon completion of this module, you should have an understanding of:

- The distinction between governance and operations at PEO, including the respective roles of Council and staff.
- Council's key responsibilities, including setting strategy, approving regulations, and overseeing financial and organizational performance.
- The composition of PEO Council.
- How Council fulfills its mandate through committee work.
- The structure and mandates of PEO's governance and key statutory committees.
- The roles of President, Chair, and CEO/Registrar.
- The relationship between Council, the CEO/Registrar, and staff.

Governance vs. Operations

- “Governance” describes the framework for how an organization is directed and controlled. “Operations” refers to the processes by which an organization performs its day-to-day activities and delivers its services.
- PEO uses a "direction and control" governance model:
 - Council provides strategic direction and oversight.
 - Staff, led by the CEO/Registrar, implement Council’s decisions and manage day-to-day operations.

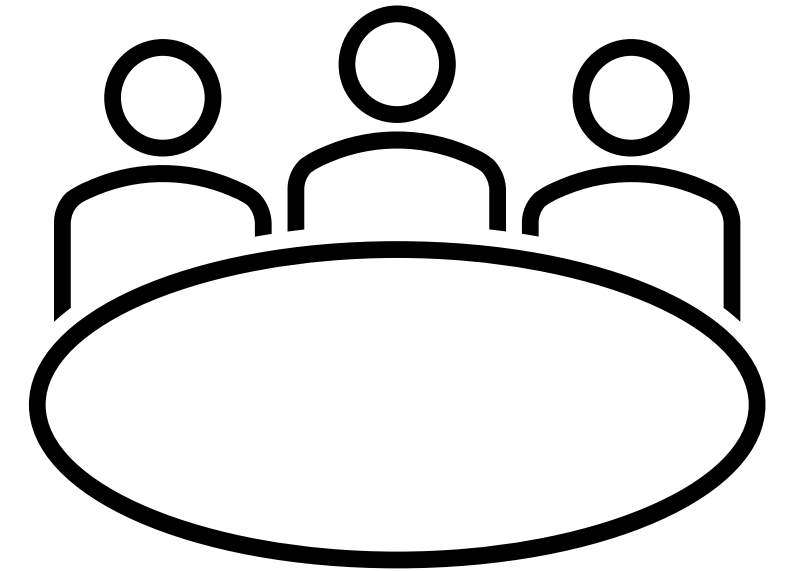


Council's Role & Responsibilities

- As PEO's board of directors and governing body, Council:
 - is responsible for fulfilling PEO's statutory mandate and protecting the public interest;
 - sets strategic priorities and ensures financial oversight;
 - monitors performance and risk;
 - delegates responsibility for daily operations to the CEO/Registrar;
 - oversees and evaluates the CEO/Registrar; and
 - approves regulations and bylaws and evaluates their impact.

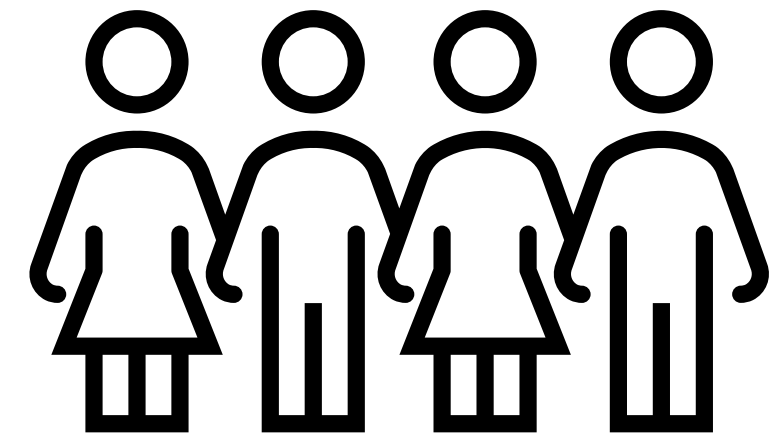
Composition of Council and Terms of Office

- Council is composed of both elected and publicly-appointed members.
- A majority of Councillors are professional engineers.
- Lay members of the public also sit on Council.
- Elected and appointed Councillors have equal duties and rights.



Under the Act and Regulation 941, Council consists of:

- 15 elected professional engineers:
 - 1 President-elect (one year term)
 - 1 Vice President (one year term)
 - 3 Councillors-at-Large (two year term)
 - 10 Regional Councillors (two per region, two year term)
- Up to 12 public appointees:
 - 5-7 professional engineers; 3-5 lay members
- Two additional members of Council:
 - President (one year term)
 - Past President (one year term)



Committees

- Committees play a key role in delivering on PEO's mandate.
- The governance model established by Council distinguishes between “governance” committees and “regulatory” committees.
- Governance committees relate to the governance, oversight and direction of PEO as an organization. Regulatory committees relate to core functions of PEO's mandate as the licensing and regulating body for professional engineering.

Governance Committees

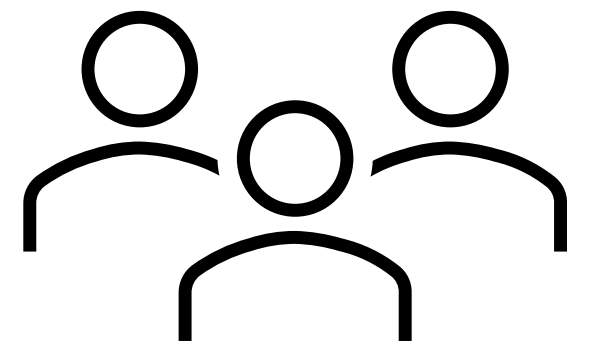
- While Council is the ultimate decision-maker for all governance matters, it has established four governance committees through by-laws to focus on key elements of PEO governance.
- Governance committees have no independent decision-making authority.
- These governance committees comprise solely of members of Council.
- Council may direct governance committees or staff to consider certain issues.
- Items of Council business are generally reviewed and considered by the governance committees first before going to Council for decision.

There are four governance committees:

- **Governance and Nominating Committee (GNC)**
 - GNC assists Council in ensuring effective corporate governance, including Council, committee, and Councillor effectiveness. Elections and committee appointments fall within the scope of the GNC.
- **Regulatory Policy and Legislation Committee (RPLC)**
 - RPLC assists Council in the development, review and revision of legislative changes, regulations, standards, and other policies related to PEO's regulatory mandate and in identifying regulatory issues to address or monitor and reviewing policy proposals.

- **Human Resources and Compensation Committee (HRCC)**
 - HRCC assists Council in providing effective oversight of the CEO/Registrar through recruitment, performance management, and compensation review.

- **Audit and Finance Committee (AFC)**
 - AFC assists Council in gaining reasonable assurances regarding the integrity of PEO's financial reporting and financial management, including audits and controls.



Regulatory Committees

- PEO has committees that are required by statute to perform core functions of PEO's mandate.
- Some examples of these regulatory (or statutory) committees include:
 - **Registration Committee**
 - This committee holds hearings where an applicant faces a licensure refusal, suspension of revocation related to the requirements for registration.

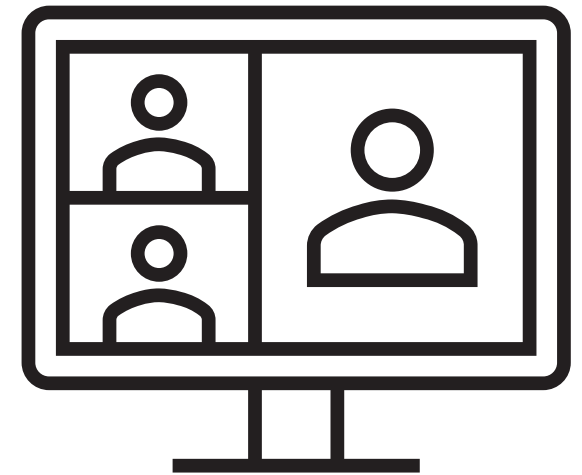
Regulatory Committees

- **Complaints Committee**

- A screening committee that considers and investigates complaints made by members of the public or licence holders regarding the conduct or actions of a holder of a licence and/or certificate of authorization.

- **Discipline Committee**

- This committee hears and determines allegations of professional misconduct or incompetence.



- **Academic Requirements Committee**

- This committee is tasked with assessing the academic qualifications of some applicants, determining whether they meet the academic requirements prescribed by the regulation, and specifying the academic requirements to be met if the committee determines the applicant does not meet the academic requirements.

- **Experience Requirements Committee**

- This committee is tasked with assessing the experience qualifications of some applicants, determining whether they meet the experience requirements prescribed by the regulation, and specifying the experience requirements to be met if the committee determines the applicant does not meet the experience requirements.

To learn more about PEO's committees, please [click here](#).

The Role of the President, Chair & CEO/Registrar

- **President**

- Elected by licence holders.
- Presides over licence holder meetings such as the AGM, and represents PEO to the public, licence holders, staff, and external stakeholders like Engineers Canada.

- **Chair**

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

- **CEO/Registrar**

- The CEO is the only employee of Council.
- Manages all operational matters, supports Council decision-making, and represents PEO to government and stakeholders.

The Relationship Between Council, the CEO/Registrar, and Staff

- Councillors and staff members have separate but complementary roles in carrying out PEO's mandate, and they share the duty to serve the public interest.
- Effective collaboration and communication between Council and PEO management/staff is necessary to achieve good governance.
- At the same time, it is important for both Councillors and staff members to recognize each other's distinct roles and powers. Both contribute significantly to PEO's success.
- Council directs the CEO/Registrar, and only the CEO/Registrar or their delegates can instruct staff to perform work.
- A dedicated Secretariat provides operational support to Council.



Congratulations!

You completed Module 2.

Please continue to Module 3.

