**2025 Governance Review BACKGROUNDER**

Contents

[1. Introduction 2](#_Toc187204064)

[2. About Engineers Canada 3](#_Toc187204065)

[What we do 3](#_Toc187204066)

[Our governance 3](#_Toc187204067)

[Past governance reviews 4](#_Toc187204068)

[3. 2025 governance review 4](#_Toc187204069)

[Board composition and competencies 4](#_Toc187204070)

[Director competencies & demographics 5](#_Toc187204071)

[Board Recruitment 6](#_Toc187204072)

[Roles, operation and reporting of standing committees and direct reports 6](#_Toc187204073)

[CEAB 6](#_Toc187204074)

[CEQB 7](#_Toc187204075)

[Voting procedures at the Board and Members’ meetings 8](#_Toc187204076)

[Observers’ rights at Board meetings 9](#_Toc187204077)

[4. Conclusion 10](#_Toc187204078)

# Introduction

The Engineers Canada Board and Members included a governance review as part of the 2025-2029 strategic plan. The purpose of the review is to take stock of the current governance system, learn from leading governance practices and identify ways to enhance our governance framework and processes so that they are efficient and responsive to contemporary issues.

This report has been prepared for Engineers Canada Directors, Regulators and interest holders. It is organized by areas for exploration in the governance review, as articulated in the 2025-2029 strategic plan. For each area identified for review the report provides background and context for Engineers Canada’s current governance system.

Questions about the report may be sent to [boardsupport@engineerscanada.ca](mailto:boardsupport@engineerscanada.ca).

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\*\*Executive Summary\*\*

|  |
| --- |
| 1. Board composition and competencies   The total number of Directors is 23, consisting of representatives from each Member province. Currently, each Member nominates a Director without requiring Engineers Canada to conduct any competency based evaluation of board nominations. |
| 1. Roles, operation and reporting of standing committees and direct reports   The Engineers Canada Board has four Direct Reports: the Chief Executive Officer; the Secretary, the Canadian Engineering Accreditation Board (CEAB); and the Canadian Engineering Qualifications Board (CEQB).  The governance review will determine if another reporting structure should be adopted and if CEAB’s policy-making functions should be separated from its operational activities. |
| 1. Voting procedures at the Board and Members’ meetings   Each jurisdiction has one seat at the Members’ table; however, voting is weighted such that all motions require approval from at least two-thirds of the Members and a minimum of sixty per cent of Registrants. |
| 1. Observers’ rights at Board meetings   The Engineers Canada Board has asked that the role of observers and their participation be reviewed. |

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

# About Engineers Canada

## What we do

Engineers Canada is the national organization that works on behalf of provincial and territorial regulators, that regulate engineering practice and license the country’s 300,000 members of the engineering profession. We are a medium-size organization, with approximately 50 staff who provide services and tools to the engineering regulators (Regulators), Higher Education Institutions (HEIs), foreign-trained and domestic-trained applicants, engineers and their organizations, and the public. In 2024, we achieved platinum-level certification from Excellence Canada for our operations and have been a top employer of the National Capital Region since 2017.

The purpose of Engineers Canada is to serve the collective interests of the Regulators, to promote and maintain the interests, honour and integrity of the Canadian engineering profession, and to do all such lawful things as are incidental or conducive to the attainment of the foregoing, including to serve the regulators and strengthen the profession. This role as nation-wide facilitator and convener is captured in Engineers Canada’s vision statement, adopted in 2021:

Advance Canadian engineering through national collaboration

This statement represents how we collectively support the engineering Regulators, as well as engineers, their business entities, and applicants coming from abroad.

More information about Engineers Canada can be found on our [website](https://engineerscanada.ca/about/about-engineers-canada).

## Our governance

Engineers Canada is a federal not-for-profit organization created by and exists to serve the engineering regulators (the “Regulators”). Each Regulator is listed as a Member in the Engineers Canada bylaw. Members are responsible for the Bylaw, which, amongst other things, sets the Member and Board voting requirements, the structure of the Engineers Canada Board, and the process to determine the per capita assessment fees (the annual fee to be paid by each Member as determined by its number of Registrants). Members typically meet once a year, at the Annual Meeting of Members (AMM).

Engineers Canada’s Board is accountable for the organization and acts on behalf of the Regulators as a whole. The Board is responsible for the overall governance of the organization. It sets organizational direction and governance policy; and provides oversight to ensure that organizational objectives are met.

## Past governance reviews

Two governance reviews have been undertaken in the past 16 years, referred to herein as “Governance 1.0”, and “Governance 2.0”:

Governance 1.0 was conducted from 2008-2010 andconsidered:

* The composition of the Board of Directors,
* Assembly of Constituent Associations (now known as the Annual Meeting of Members),
* Board voting and approval protocols.

Governance 2.0 was conducted from 2017-2018 and considered Board and committee:

* Size,
* Work plans and deliverables,
* Membership,
* Performance management,
* Adoption of best practice in nominations (i.e. skills, experience & attributes matrix), and
* Independence and diversity.

# 2025 governance review

## Board composition and competencies

|  |  |
| --- | --- |
| Under Governance 1.0, it was established that each Member would appoint one director to the Board, with an additional director for every 20,000 assessed engineers. As a result, the Board’s size and representation from certain provinces would grow in proportion to the increase in registrants.  At the 2018 AMM, the Regulators considered a motion to reduce the Board size to twelve. According to the bylaw, such a motion requires approval by at least two-thirds of the Members voting, representing a minimum of sixty percent of the Registrants. While nine of the twelve Regulators supported the motion, the two largest Regulators voted against it, failing to meet the second part of the bylaw requirement. Consequently, the motion was defeated.  At the May 2019 AMM, the Members agreed to fix the number of Directors on the Board at 23, as shown on Figure 1. | *Figure 1: Number of Engineers Canada Board Directors by Jurisdiction* |

Over the last few years, three recent motions by Members on changing the composition of the Board led to the adoption of a governance review as part of the [2025-2029 strategic plan](https://engineerscanada.ca/about/governance/realizing-tomorrows).

One of the three motions called for Members to approve a structure proposed by Engineers Canada Board’s Governance Committee in 2020, which set the Board size to 16. Under this structure, each Regulator would have one Director, with an additional Director allocated for every 15% of membership total interval step function[[1]](#endnote-2) (see the table below).

|  |  |
| --- | --- |
| For those regulators representing: | Number of directors is: |
| Less than 15% of all licences reported to Engineers Canada | 1 |
| 15-30% of all licences reported to Engineers Canada | 2 |
| More than 30% of licences reported to Engineers Canada | 3 |

*Figure 2: 2020 Governance Committee Proposal for Revised Number of Directors by Jurisdictions*

### Director competencies & demographics

Engineers Canada maintains a [*Board composition profile* (Board policy 4.8)](https://engineerscanada.ca/sites/default/files/2022-02/Board-Policy-Manual-Combined-e.pdf) that describes Director competencies, demographics and behavioural skills that are desired to serve the interests of Engineers Canada and the Regulators it serves.[[2]](#endnote-3) No single Director is expected to have all competencies contained in the profile, but rather the Board as a collective should have sufficient experience in all competencies. Likewise, Engineers Canada aims to recruit a Board that reflects the Canadian population and has committed to the Government of Canada’s [*50-30 Challenge*](https://ised-isde.canada.ca/site/ised/en/50-30-challenge-your-diversity-advantage).

*Figure 3: Desired Competencies and Demographic Goals set by Engineers Canada Board*

### Board Recruitment

In the annual call for nominees to the Board, the Members (Regulators) are advised of preferred competencies, demographics and behaviours the Board is seeking based on Board policy 4.8. *Board composition profile*[[3]](#endnote-4). Each Member is then asked to deliver a list of nominees, who are engineers in good standing, to the Engineers Canada Secretary for consideration at the Annual Meeting of Members.[[4]](#endnote-5)

Members are free to nominate whomever they feel is most appropriate for the position. While typically Members only put one name forward, in 2024 one jurisdiction proposed multiple qualified nominees, allowing for the HR Committee to propose a final nomination so that the slate of nominees offered complementary competencies and demographics on the Engineers Canada Board.

## Roles, operation and reporting of standing committees and direct reports

The Engineers Canada Board has four Direct Reports: a) the Chief Executive Officer; b) the Secretary (who may also be the CEO); c) the Canadian Engineering Accreditation Board (CEAB); and d) the Canadian Engineering Qualifications Board (CEQB). The Engineers Canada Board Policy Manual[[5]](#endnote-6) defines the roles, responsibilities and oversight mechanism for the CEO, CEAB and CEQB.

The CEAB and CEQB are standing committees known as sub-boards that report to the Engineers Canada Board via their chairs. As part of the 2025-2029 strategic plan, the Engineers Canada Board will look into the reporting structure of the CEAB and the CEQB.

### CEAB

The CEAB was created in 1965 to accredit Canadian engineering programs on behalf of engineering regulators. Applicants who graduated from a CEAB program do not have to pass entry-to-practice exams.

The CEAB assists the Engineers Canada Board by recommending accreditation criteria, providing advice and recognition services to Washington Accord members and quality engineering education in Canada and the World. CEAB membership is approved by the Engineers Canada Board and two directors are appointed to the CEAB as Engineers Canada Board representatives. To support its operations and services, CEAB is currently supported by four committees:

*Figure 4: Structure of the Canadian Engineering Accreditation Board*

In response to the Futures of Engineering Accreditation [Path Forward Report](https://engineerscanada.ca/system/files/Board-meeting-files/FEA%20Path%20Forward%20Report.pdf), the Engineers Canada Board has directed the Governance Review Task Force to study the separation of the CEAB’s policy-making functions from operational activities, per the Report’s recommendation #15 (motion #2024-12-4D).

### CEQB

The CEQB was created in 1987 to create tools to assess individuals that had obtained their degrees outside a Canadian accredited engineering program[[6]](#endnote-7). Over time, CEQB also started tackling various issues beyond academic assessments, and now produces and reviews papers, guidelines on admission, continuing competence, engineer-in-training and practice as well as syllabi on basic, complementary and discipline-specific studies. CEQB membership is approved by the Engineers Canada Board and two directors are appointed to the CEAB as Engineers Canada Board representatives. To support its operations and services, CEQB is currently supported by eight committees:

*Figure 5: Structure of the Canadian Engineering Qualifications Board*

Over time, the academic requirement for graduates with and without a CEQB degrees started to diverge. As part of the 2022-2024 strategic plan[[7]](#endnote-8), Members and the Engineers Canada Board decided to examine Investigate and validate the purpose and scope of accreditation as well as establish a repeatable, valid, defensible and applicable to all pathways to licensure.

## Voting procedures at the Board and Members’ meetings

The current voting structure for Members was establish as part of Governance 1.0. While each jurisdiction has one seat at the Members’ table, voting is weighted, with each vote adjusted based on the number of Registrants per Regulator (see Figure 6 below).

Figure 6: Example of Weighted Voting at Annual Meeting of Members, approximate represented Registrants in 2024.

All motions at Members meetings require a minimum of two-thirds of the Members voting, representing a minimum of sixty percent of the Registrants.

As per the Engineers Canada bylaw, each Director has one vote at Board meetings. Certain Board decisions require support from a minimum of two-thirds of the directors voting for approval. The governance system review will analyze whether reducing the number of Engineers Canada Board Directors is desirable.

|  |  |  |
| --- | --- | --- |
|  | **Members** | **Engineers Canada Board** |
| **Number** | 12 | 23 |
| **Nominated by** | Typically elected by Registrants to represent Regulators | Nominated by Regulators, competencies and profiles suggested by the Engineers Canada Board’s Human Resources Committee, approved by Members |
| **Approvals** | **2/3-60% Majority**  *All motions submitted to the members, including approval of*:   * Strategic Plan * Per Capita Assessment Amount * Special National Initiatives | **Two-thirds Majority**  *Recommendations* to Members on:   * Strategic Plan * Per Capita Assessment Amount * Special National Initiatives   Other Board motions are:   * Budget * Board policies or procedures p * Standards; * Litigious/potentially litigious matters |
| **Number of motions Defeated Requiring Two-Thirds Majority (since 2015)** | * Per capita assessment fee (1 motion) * Governance structure and voting (2 motions) | * Board policies on inner workings of the Board (7 motions) * Governance structure and voting (7 motions) * Accreditation and CEAB (2 motions) * Per capita assessment fee and revenue redistribution (2 motions) |

Figure 7: Decision-Making Structure of the Members and the Engineers Canada Board

## Observers’ rights at Board meetings

All Board meetings are open to Members, Advisors, and invited observers in accordance with the Bylaw. The Engineers Canada Board has requested (motion 2023-05-7D) that the role of observers and their participation and attendance at Board meetings be considered as part of the governance review.

# Conclusion

This report provided an overview of the scope of the governance review and the evolution of the elements of Engineers Canada’s governance system that are under review. It is expected that the content will inform the governance review that will be undertaken as part of the 2025-2029 strategic plan.

1. Engineers Canada, 2020 May Engineers Canada Board meeting agenda book, p.284, online: <https://engineerscanada.ca/sites/default/files/board_microsite/meeting_documents/0-Board-agenda-book-2020-05-22-EN-Final.pdf> [↑](#endnote-ref-2)
2. Engineers Canada Board Policy Manual, p. 27, online: <https://engineerscanada.ca/about/governance/policies-documents-and-resources/board-policy-manual> [↑](#endnote-ref-3)
3. Engineers Canada Board Policy Manual, p. 27, online: <https://engineerscanada.ca/about/governance/policies-documents-and-resources/board-policy-manual> [↑](#endnote-ref-4)
4. Article 4.1(1), Engineers Canada Board Policy Bylaw, online, <https://engineerscanada.ca/sites/default/files/2022-06/Engineers%20Canada%20Bylaw.pdf> [↑](#endnote-ref-5)
5. Engineers Canada Board Policy Manual, p. 50, online: <https://engineerscanada.ca/about/governance/policies-documents-and-resources/board-policy-manual> [↑](#endnote-ref-6)
6. Engineers Canada, Examination Syllabi, online, https://engineerscanada.ca/regulatory-excellence/examination-syllabi [↑](#endnote-ref-7)
7. Engineers Canada, Realizing tomorrows: Engineers Canada 2025-2029 strategic plan, online, <https://engineerscanada.ca/about/governance/realizing-tomorrows> [↑](#endnote-ref-8)