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Governance Review and Consultation

Final Report on Round 1: Problem Identification

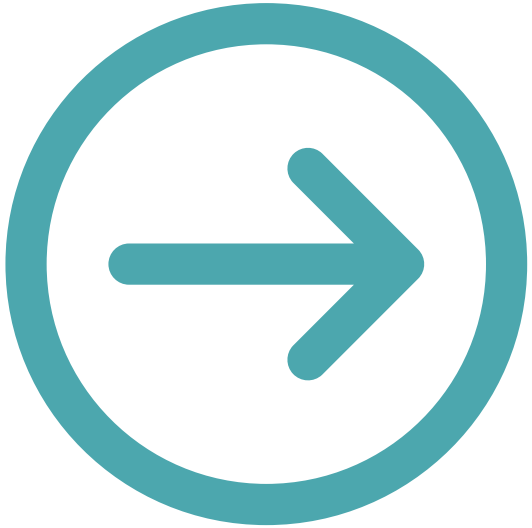
October 2025

Cosgrove&Co.

Purpose of this document

The purpose of this document is to share insights from the governance review currently underway with participants of the October workshop in Ottawa. In brief, the review process is organized into two main stages:

- **Round 1 Problem Identification**: Round 1 was completed in September 2025, engaging many key interest holders from across the country to assist the Cosgrove & Co. review team in understanding Engineers Canada's governance challenges and issues to be resolved. Round 1 concluded with the October workshop and finalization of this Round 1 report.
- **Round 2 Solution Design:** Round 2 will begin this Fall to perform research into, design and later socialize potential solutions to the governance concerns identified in the Round 1 Problem Identification stage. An additional series of consultations with key interest holders will be held over the winter, prior to the Members' meeting in May.



This document is the final deliverable from Round 1 Problem Identification. It outlines themes arising in our interest holder discussions, our own observations and proposes three draft problem statements. These statements were discussed at the October workshop.

This document was presented to the Governance Review Task Force on September 9, with a small number of adjustments made subsequent to that meeting. The document was shared in draft form with all registered participants for the October workshop, to provide transparency of the review process, and to ensure that everyone is working from the same factbase in order to come prepared to the workshop. Readers will note a range of perspectives - some of which are divergent - which provided for an interesting discussion.

It should be noted that a small number of critical consultations took place toward the end of September, which may not be fully reflected in this document. While it is not ideal to have additional 'fieldwork' so close to the workshop, it is our understanding that there was limited scheduling flexibility.

Note to reader: We recognize this is a long and detailed document with many details to digest. To save space and avoid confusion, we have used the word "Member" to mean "Regulator/Member," and Director to mean "Member of the Engineers Canada Board of Directors".

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Executive Summary - Context for this review

Context for this review

Engineers Canada in its most recent form was established in 1936 as the Dominion Council of Professional Engineers, by seven provinces with the goal of harmonizing engineering regulation across Canada. The name was later changed to the Canadian Council of Professional Engineers in 1959, and to Engineers Canada in 2007, by which time the remaining provinces and territories joined the organization.

Its governance reflects a federated model, with Regulator/Members appointing a director to the Engineers Canada board to oversee the affairs of the organization.

In Winter 2025, Engineers Canada launched a public Request for Proposals in which it was noted, "*over the last few years, motions have been introduced by Members to change the voting structure and number of Engineers Canada Board Directors. Given the discontent expressed by some Members, a decision was made to undertake a governance review as part of the 2025-2029 strategic plan.*"

Over the past decade or more, several governance reviews have taken place resulting in detailed reports, varying perspectives, theories and potential solutions.

It is in this context that the review has taken place.

What is a governance review?

A governance review is a formal, independent and objective evaluation of an organization's oversight and accountability structures, policies and procedures. It usually provides recommendations to enhance governance effectiveness and efficiency.

It may also consider governance effectiveness in the context of the organization's *mission and purpose*, in order to assess the goodness of fit, and make recommendations to resolve any observed deficiency.

Executive Summary – Context for this review

About this review

Cosgrove & Co. was selected in Spring 2025 by Engineers Canada ("EC") in a national, competitive process to obtain an independent, third-party assistance to perform a governance review and consultation process.

The review's objectives, as outlined in 2024 Backgrounder document prepared by EC prior to the commencement of this review process, outlines as a key objective 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."*

The review reports directly to, and is overseen by, a Governance Review Task Force ("the Task Force" or "GRTF"), established by the Engineers Canada Board in 2024. The Task Force reports to, and is accountable, to the EC Board of Directors. It is composed of representatives of the Board of Directors and key interest holders[1,2].

Our approach and review activities

Cosgrove & Co. uses a proprietary conceptual framework to assess the governance effectiveness and efficiency of an organization's current model and practices. The framework used in this review describes the six (6) core elements of governance effectiveness.

EC's governance capabilities were assessed against best practices attributes in each of these elements.

Specific scope items

While all elements of our governance framework are in scope and we will report on any issues of effectiveness or efficiency observed, we have been asked to pay particular attention to:

- **Overall effectiveness of EC's current structures and practices**
- **Board composition,** *including board size, director competencies and representation*
- **The roles, operation and reporting of EC's standing committees and direct reports***, including CEAB and CEQB*
- **Voting procedures at Members' and Board Meetings**
- **Observers' rights**

Given the context, we also must consider two broader questions: ***Why are these governance concerns so persistent? What is contributing to the ongoing discontent of some Members on these topics?***

We have organized our observations compared to best practices, primarily around the scope items of greatest concern to EC.

1 For the GRTF Terms of Reference, see Section 6.16 of the Engineers Canada Board Policy manual). Information on the review's project governance structure, can be found in Appendix A of this document.
2 More information can be found on Engineers Canada's current governance model and key practices in Appendix A.

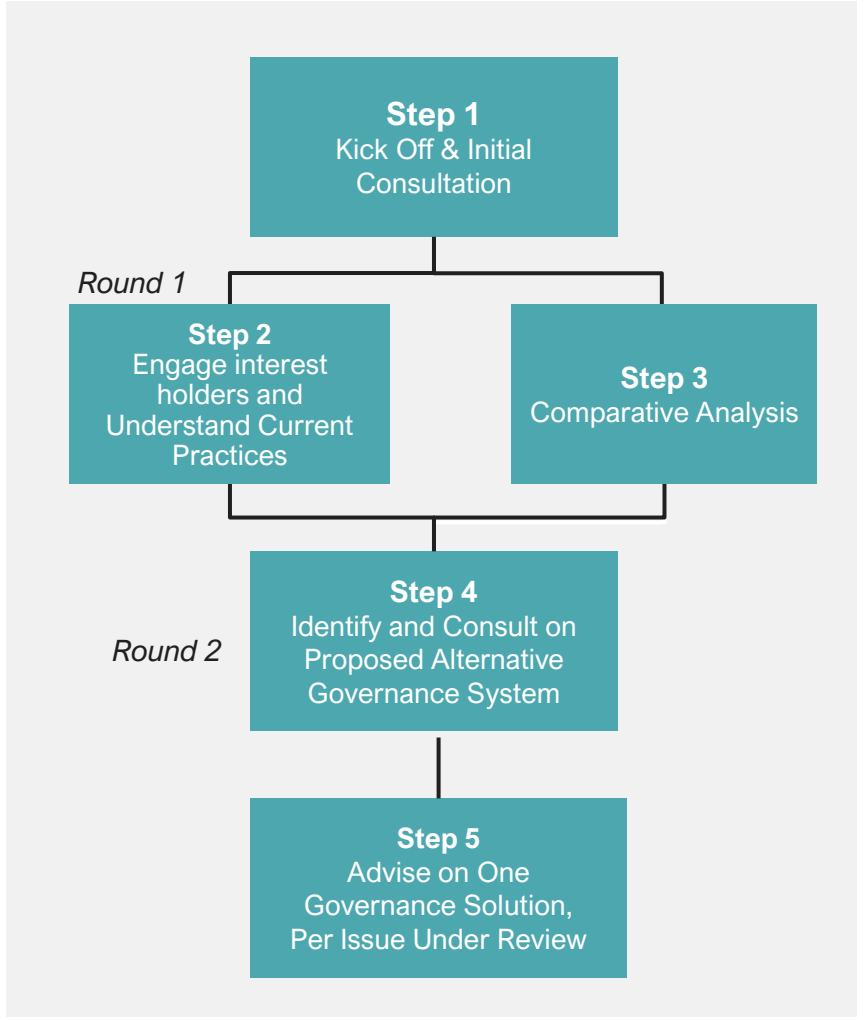
Executive Summary – Key activities

Key review activities

In summary, the review team engaged directly with provincial and territorial engineering regulatory authorities to obtain input to the review process. The project has been organized into two “rounds” of consultation:

- Round 1 interest holder engagement involved a survey of EC Directors; a group consultation with the EC Board; virtual 90-minute meetings with each Member, confidential interviews with CEAB and CEQB Chairs and key EC staff, as well as group consultations with each board; and document review to assess the current EC governance model.
- We also initiated a comparative analysis and selected four (4) organizations to assist in identifying challenges or areas of improvement to current governance model and board practices. This process will continue into Round 2 to assist with assessing potential solutions.
- The conclusion of the Round 1 phase of work will include the development of Draft Problem Statements and a presentation of our interim report to key interest holders at a workshop in October 2025.
- **Round 2** will begin after the October workshop, and will generate the proposed resolution(s) to any governance issues identified. A draft report will be generated including a presentation of the review team’s recommended improvements, which may include changes to the structures and practices of the Engineers Canada board of directors. This presentation is expected to occur in February 2026, prior to the next Annual Members’ Meeting.

The review team will issue its final report in April 2026 to the Engineers Canada Board. We will provide specific advice to the EC Board which will include practical, actionable recommendations on the recommended resolution(s) to the observed governance challenges, and feedback from interest holders.



Executive Summary - What's working well

What's working well

Our analysis and observation shows that there are many areas in which Engineers Canada's governance performance is effective and aligned with good governance practices.

Throughout the Problem Definition phase of this review, we have observed a number of strong governance practices and processes which need to be highlighted.

These are outlined in the box to the right.

Summary of observations of effectiveness

Dedicated, professional staffing assigned to support governance operations

Collegial and productive board relationships, with generally engaged and active directors; engaged and responsive Members

Detailed, well-organized minutes and other governance documentation; Extensive policy library; use of a good quality board management software product to distribute and record board information

Development of a competency profile for EC director nominations; robust director onboarding processes, with particular strength around training related to fiduciary duty

Continuous improvement mindset evidenced by recent board evaluations; Openness to alternative governance models and approaches

Reasonably strong director response to the EC board survey (78%).

Executive Summary - What's not working well

What's not working well

It is the nature of a governance review to seek out and focus on deficiencies and point out specific opportunities to improve. While there is no intent to criticize, by its nature, a governance review can be challenging for board, staff and interest holders to undergo.

We commend Engineers Canada for once again undertaking a third-party governance review and inviting an external, independent perspective to identify how the current structures and practices could better deliver value to the organization, and its key interest holders – the Members which it exists to serve.

To that end, we describe in this document a number of observations which indicates that EC governance is less effective than expected for an organization of its size, eminence, and maturity.

Several symptoms of governance ineffectiveness are shown in the box on the right and on the next page.

Our detailed observations can be found in the next chapter.

Summary of key observations of ineffectiveness

Long-standing, unresolved tensions on board size, failed motions, member representation, and unbalanced voting structures

No unified voice of the Regulator/Member in the current governance and consultative processes. Current governance structures are unnecessarily complex and cumbersome.

Large board size, and many external observers at meetings which may contribute to constrained board discussion and longer than usual in cameras

Inability for Engineers Canada to independently select directors best suited to its needs, or to influence director appointment by Members in support of assembling an optimal mix of skills and competencies

Executive Summary – Other reflections

Other reflections

We have led numerous discussions in which robust feedback was provided, and great ideas shared.

A number of discussions surfaced the previous governance reviews, failed motions, and past attempts to reduce board size, often offering reasons or theories as to why they were not successful.

We also heard complaints about the current voting practices and "unfairness" of the current representational structures.

It was important to interest holders to note that working relationships between EC and Members are strong – the concern is with the structure, not the individual people.

Regardless, these matters have taken up time and energy over many years. We agree that they are a significant detractor from EC's governance effectiveness.

Summary of key observations of ineffectiveness (continued)

Varying interest holder views about the value of weighted voting, and Member ability to provide effective direction to Engineers Canada. Smaller jurisdictions struggle to have their priorities and needs actioned.

CEAB and CEQB provide critical products and services to Engineers Canada and Members; however their role is not closely linked to governance

Much of EC's critical work and core value to Members is currently performed through CEAB and CEQB: outside of EC operations, without direct CEO control, and with unclear accountability and performance measures

Varying level of awareness of EC governance within its interest holder groups, leading to confusion and occasionally mistrust, as well as the need to consult widely to gain alignment

Executive Summary – Other reflections

Other reflections (continued)

For that reason, we sought to understand *why* the board size and director representation issues were so challenging and persistent for EC.

As part of our analysis, we prepared a detailed timeline of the key events and board size adjustments over the past two decades.

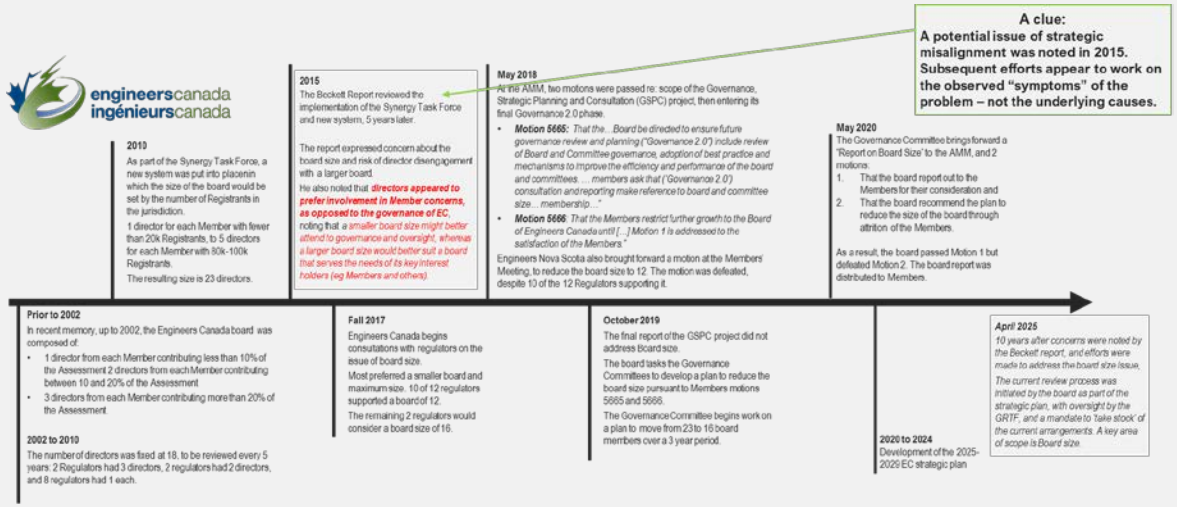
This timeline demonstrates to us that the issues related to voting and board size have persisted across dozens of directors, over two decades – both of which would naturally resolve many matters.

It should be noted that we consider many of the observations made in this review to be relatively minor – they could be easily resolved, given the commitment of EC and the board of directors to continuous governance improvement.

Only board size and voting structure persist.

In reviewing the observations in the next chapter, we encourage readers to reflect on *why* these issues continue to arise. We consider them to be symptomatic of a greater issue.

A 20+ year timeline of governance and board size challenges



See the full-sized chart here.

Executive Summary – Draft Problem Statements

Draft Problem Statements

As an initial finding and speculation, we suspect much of the focus on board size, weighted voting, and Member representation are simply symptoms of three core issues or problem statements, shown in the diagram to the right.

Our work in this review is to define the issues, then make recommendations to adjust or redesign governance structures that best enable EC's mission, as part of Round 2.

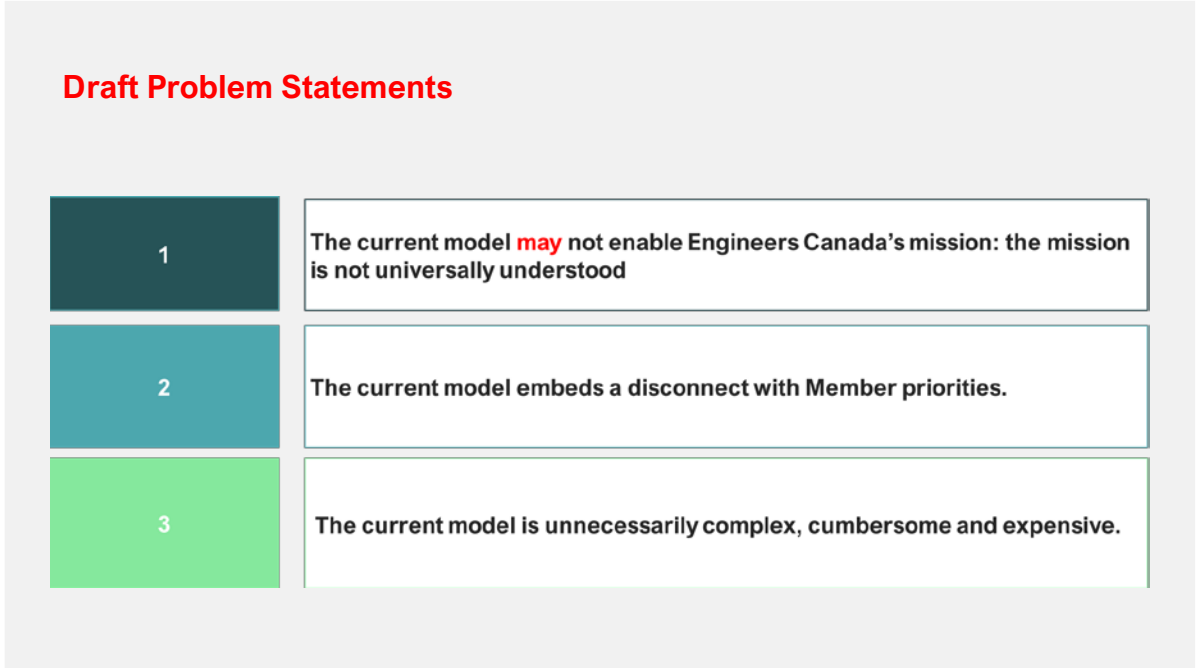
In summary:

1. **The current model may not enable Engineers Canada's mission, which is not universally understood.**

   Our Round 1 consultations suggest differing views on board size, board composition and weighted voting are closely related to the interpretation of what Engineers Canada's role and responsibilities are to Members.

   It is evident that there are differing views and understanding of what Engineers Canada's mission and purposes really are.

   To some, "*EC exists as an **alliance of regulators** - to provide a **national** perspective on the profession, and serve the **common needs** of Regulators*". Others perceive EC as a ***service provider***, noting "*Regulators contribute varying amounts to obtain important benefits or services from EC – those that contribute more, should get more -- or at least have a greater say in its priorities."*



Executive Summary – Draft Problem Statements

For those aligned with the national alliance perspective, agreement on the national view, common needs and shared priorities ought to take precedence which could imply a certain style of governance and board composition. For those more aligned with the service provider perspective, a very different approach may be implied.

The opportunity for a national perspective on common issues does not preclude the opportunity for EC to deliver value to Members in the form of services. However, the issue of weighted voting is a long-standing irritant to Members, and closely linked to how Members interpret EC's core mission.

These are two fundamentally different and incongruent perspectives that require strategic discussions to align and agree on which will prevail.

We feel this incongruence in what EC is meant to do and be, are core issues in why the board size, composition and weighted voting issues persist and have diametrically opposing views, why there is lack of agreement on how to resolve them – or even if they are issues that need to be resolved.

2. **The current model embeds a disconnect with Member needs and priorities.**

   EC's governance and consultative structures have evolved over many years to the current model. Interest holders universally describe the current model as "complex".

   We observe web-like systems in which EC receives and solicits feedback, input, perspectives and direction on behalf of Members through multiple informal and formal channels, and which may be perceived as speaking on behalf of "the Regulator."

   It is also our understanding that multiple groups (e.g. CEAB, CEQB, CEOs Group, Presidents' Group, deans, others from time to time) engage directly with the EC board, often with their representatives attending and/or delivering reports at board meetings.

The mission is an organization's concise declaration of why it exists, and who it serves.

It should provide clarity and guidance to board, staff and interest holders and help the organization make good strategic choices.

"Engineers Canada upholds the honour, integrity, and interests of the engineering profession by supporting consistent high standards in the regulation of engineering, encouraging the growth of the profession in Canada, and inspiring public confidence."

Executive Summary – Draft Problem Statements

While engagement is valued and important, on a practical level, engaging with such a large number of voices adds unnecessary complexity and confusion to the system. Without a *unified perspective* on what is needed or required from the Members' perspective, it is likely that EC's governance effectiveness is undermined.

3. **The current model is complex, cumbersome, and expensive.**

   As previously described, EC's current model involves many voices in a highly inter-connected system of governance andconsultation. But *who is truly speaking on behalf of Members? Which group or role gives direction to EC on what topics, and when? What if EC receives perspectives that are not aligned?* In addition to these questions of effectiveness, we observe challenges related to:

   - *Board size.* The current 23-member board, composed of varying number of directors nominated by Members, is unusually large. While directors indicate that the board is collegial and effective in making decisions, there is a practical issue of time limitations and the opportunity to hear from individual directors. We also believe that the varying number of Member-nominated directors on the board may not enable EC's mission.
   - *Board Oversight and Structures Related to Core EC Work.* EC's work related to accreditation of engineering programs in Canada is critically important to EC's Members and to the regulatory framework for the Canadian engineering profession. It was repeatedly described to us as being perhaps the most important function of EC. Without it, many Regulators would question the value of being a Member of EC.

     CEQB may be less well-understood at the board level, perhaps as a result of how it engages and solicits feedback from regulators through other channels (e.g. Officials' Groups). Nonetheless, it creates a range of tools used by regulators to support licensure and plays an important role in the Canadian regulatory framework.

     In the current model, these activities are being performed by standing committees of the board. There does not appear to be a governing role played by either CEAB or CEQB, however these two committees report directly to the EC Board of Directors and operate outside the oversight of the CEO. This is an unusual structure, which we believe diminishes the board's ability to provide oversight at the appropriate level, and adds 'clunkiness' to the way that decisions are made, priorities are set, and the work of these committees unfolds.

Executive Summary – Concluding thoughts

- *EC Meeting Duration and Focus.* From a cost efficiency perspective, we must also comment on the meeting format and duration of EC meetings that are understood to take place several times per year. It is our understanding that EC tends to host multi-day meetings for large numbers of key interest holders, and that participants tend to engage in each others' activities to gain insight and understanding of EC's work and the issues facing the profession.

  We repeatedly heard that this format of meetings is highly valued degree of networking and relationship-building. However, we question the *governance value* of such meetings. An alternative focus or format for engaging volunteers could be a more effective use of EC resources.

Concluding Thoughts

As an overarching statement, the EC governance model today involves more complexity and requires far more coordination of interest holders than most organizations that we have reviewed, even much larger ones.

The need to align so many interest holder groups now drives an interconnected system of governance and consultation that appears to lack clarity, simplicity and accountability – all of which are key ingredients in governance effectiveness.

We will reserve specific comments on any recommended approaches until after the October workshop, however in our view, the current model should be simplified and clarified in order to improve governance and resolve the discontent that gave rise to this review.

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Six key elements must be in balance to achieve governance effectiveness

Comparing Engineers Canada's Current Model to Best Practices

What do we mean by "governance effectiveness and efficiency"?

There are six inter-connected elements in a non-profit governance environment that support the organization in fulfilling its oversight responsibilities in a way that maximizes mission impact – while minimizing resource waste and effort.

This includes making timely informed decisions, maintaining clear accountabilities, and streamlining governance processes to support strategic goals, interest holder trust and operational sustainability.

We have organized our observations into the key areas of scope that are of greatest importance to Engineers Canada.

Summary of Governance Elements and Best Practice Definitions

Board Structures, Composition and Talent

All governance structures, roles and responsibilities, authority, and accountabilities are as simple as possible. They are mutually understood within the structures, and supportive of the organization's strategic objectives.
The board is composed of directors recruited to address the organization's needs and strategic priorities, with appropriate diversity and competencies to provide value to the organization.
Directors are confident, well-oriented to their work, and engaged in their role.

Governance Culture & Practices

The shared values, norms and behaviours that shape how directors and leadership interact, make decisions and uphold accountability. Discussions are characterized by transparency, ethics, and robustness.
The chair leads the board in setting priorities and providing ballast to board discussions, encouraging and giving feedback to directors as appropriate.
The board has adopted a mindset of continuous improvement and has adopted mechanisms to evaluate and make progress on its priorities.

Duty of Care and Fiduciary Responsibilities

Directors are clear about their legal and ethical obligations to act in the best interests of the organization, exercising informed judgement, diligence, and loyalty in making decisions that support the mission. For directors nominated or appointed by other entities (e.g. members or key interest holder groups), there is strong policy guidance and evidence of processes to help navigate conflicts of interest.

Risk Oversight

The board receives information at the appropriate level to assist it in overseeing and monitoring the organization's efforts to identify, assess and manage potential threats to the organization's mission, reputation, financial health and operations.

Board Processes and Policies

Well-documented and clearly written guidance to define how decisions are made, how meetings are conducted including observer roles, how directors are nominated and selected, all of which supports strategic alignment and legal compliance across the organization.

CEO Selection, Support and Performance

The board has the right policies and practice to ensure a qualified leader is selected and supported. The board provides ongoing guidance and resources for success, and regularly evaluates the CEO's performance against strategic goals.

Key Observations and Findings – Governance Structures and Practices

Board Size

Almost universally, there is agreement within the interest holders consulted to date that the current Engineers Canada board size is too big to be practical or effective.

Documents reviewed and interest holder discussions have brought forward a range of solutions to board size concerns, most of which have focused on proposals to reduce or combine seats allocated to Members in an effort to reduce board size.

Typically, large boards experience greater risk of misalignment on key strategic items. It is also more likely to observe varying levels of director engagement, with some directors that are not engaged at all.

On a practical level, many participants in the review commented that it is difficult to hear from all directors in a meeting, noting the time required to get through discussion topics and a tendency for lengthy meetings and in camera sessions.

We also note the financial implications of a large board, with directors travelling from across the country. Previous reviews have calculated potential savings of a smaller board, which we feel is a relevant consideration.

While there is no specific standard in board size, we prefer to see board sizes between 8 and 14. From our perspective, a board of 23 is well beyond the acceptable upper limit for the practical and financial considerations noted above.

We also observe that Engineers Canada board size discussions embed the assumption that the board must be composed of *geographic representatives and/or proportional representation* which is only one model of board composition and which is further explained later in this section.

Best Practices for Non-Profit Organizations – Governance Structures and Practices

- *Mission-Enabling.* Governance structures that are as simple and clear as possible, which focus on enabling the achievement of the organization's mission, and compliance with relevant requirements.
- *Ultimate Authority.* For regulatory organizations and similar organizations, the board of directors is the ultimate authority and is responsible for:
  - Strategic oversight
  - Risk governance
  - Regulatory compliance
  - Public accountability
- *Risk Oversight.* A strong focus on risk oversight, supported by an appropriate inventory of governance policies that provide clear guidance to the board and management, including for navigating conflict of interest.
- *Board Size.* While there is no absolute standard for ideal board size, we believe most boards are effective with a size of 8 to 12, or even 14. Larger than this, the practical challenge is not being able to engage all directors in discussion during meetings. There are also risks of director disengagement with larger boards.

Key Observations and Findings – Governance Structures and Practices (cont'd)

Complex Reporting and Extensive Interest holder Involvement

General feedback from Member consultations that EC's current governance model is 'too complicated', 'confusing' and 'not effective' in its current form.

EC's governance model appears to have evolved in complexity and level of integration of a range of actors and representatives that have some degree of involvement or are adjacent to EC governance and its structures. For example:

- Members are represented at Annual Members' Meetings by *Council Presidents*, who are largely acting in 1 year terms, and have limited authority to act on issues of importance to the Members. They do not appear to be meaningfully engaged in Engineers Canada's governance, despite being the 'highest ranking' and official representatives of the Members.
- There are direct reports (CEAB and CEQB) to the EC board that are critical to EC's success and value to Members. Yet this reporting structure of a 'board reporting to the board' requires that EC directors oversee and make decisions on accreditation and other matters which directors may not have the expertise or operational insight. These discussions appear to be more operational than we would expect for a governing board.

Best Practices for Non-Profit Organizations – Governance Structures and Practices (continued)

- *Simple and Elegant Reporting.* Clear lines of reporting between governance structures, with oversight responsibilities, monitoring and setting of expectations performed by the upper-most body, which then flows for execution to the subsidiary body.
- *Clear Leadership and Delegation.* Reporting relationships that enable strong professional leadership, including one direct report – the CEO or Executive Director who is responsible for implementing the board's decisions and manages the operations, with delegated authority from the board.

Key Observations and Findings – Governance Structures and Practices (cont'd)

We also note the significant but informal role of the Regulator CEOs in governance. This group is broadly recognized as best able to effect change, move harmonization forward, and make decisions collectively. However, the CEOs have no meaningful role in EC governance, despite the fact that their alignment and buy-in being so critical that they are sometimes referred to as 'a shadow board'.

Lastly, there are key advisory and consultative groups that provide input to, and give feedback on EC activities and initiatives. However, we are struck by the sheer number of individuals involved across these groups, and observe that their connection to the Member, or to EC, may not be direct. We cannot identify in some cases, the right 'connection' to the EC board, and worry that it creates more confusion than it solves.

General governance practices

From a governance practice perspective, we have fewer comments. The board's documentation and processes are robust. The quality of written materials is strong, and there is a strong system of information gathering and distribution which is certainly required for such a complex governance model.

However, the use of time at board meetings appears to be influenced by EC's interest holders and consultations. We feel it will be important to minimize the board's 'report-receiving' that appears to occur for a significant portion of its lengthy meetings.

We see significant opportunities to focus the board's attention on strategic matters, moving routine items to consent agendas (without discussion or individual voting on each item), and simplify / elevating board memorandum and materials. There is more detail than necessary, which may drive discussions 'into the weeds'.

Best Practices for Non-Profit Organizations – Governance Structures and Practices (continued)

- *Clarity of Decision Rights.* Standing committees that allow for specialized oversight and strategic input as advice and recommending to the board. Each should have a clear mandate, terms of reference, and reporting structure. Committees of the board should not be decision-making bodies, they should make recommendations to the board only.
- *Strategically Focused.* Well-structured meeting agendas, with the majority of the board's time focused on strategic matters and risk oversight.
- Operational discussions are minimized during board meetings, other than periodic program updates (e.g. annually) to ensure the board has a fair understanding of the nature of the work and key challenges.
- Committee report-outs are minimized if there is no specific action or decision required, which saves board time for more strategic discussions.

Key Observations and Findings – Board Composition

Board Composition, *including director competencies and representation*

We observed an assumption that regional or geographic representation are foundational to board diversity. While that is the current EC approach, there are many alternative approaches that may be considered.

The desire for greater diversity on the board was a topic surfaced at many interest holder discussions, and which we evaluated in the board survey. About 67% of survey respondents self-reported as belonging to one of the designated groups defined by Government of Canada's Employment Equity Act.

EC has a desire for a competency-based board and to that end, has produced a competency profile which is distributed to Members. However, on a practical level, most Members nominate one director that EC is perceived as having to 'accept'. To date, only one Member has put forward more than one nominee for a single board seat. This virtually eliminates its ability to select directors that best suit its governance needs.

It should be noted that Members may only view EC director opportunities from their own geographic perspective, whereas EC must consider the overall governance needs of the board.

If Members were to nominate a slate of potential directors for EC to select from based on its needs, EC would be better able to balance certain skills or competencies across multiple jurisdictions. This is virtually impossible today.

Best Practices for Non-Profit Organizations – Board Composition

- *Non-Representational Board Composition.* Many boards have considered a move away from board seats designated by member, interest holder group or geography, to avoid the natural perception that directors "represent" a particular group.
  - Instead, high-performing boards are moving to competency-based boards composed of independently selected, diverse directors, often including legal, financial, regulatory, customer perspective, key funder or strategic partners, industry-specific expertise. There are many approaches that do not require a link to geography or interest holder group which can be considered.
  - Fully independent directors, including individuals that do not come from the profession but provide relevant executive-level expertise, may be useful to provide the board an outside perspective and assist the board in becoming more outward-looking. If adopted, best practice is to ensure a proportion of the board is independent. Typically, boards appoint 3 independent directors to provide critical mass.

Key Observations and Findings – Board Composition (continued)

Board Composition and Director Competencies

In the current model, EC's board requires that all directors are professional engineers, nominated by its Members in numbers that vary on the basis of the jurisdiction's number of Registrants. This is an area where clarity of mission and purpose would be useful to determining the appropriate composition.

EC does not engage independent directors at this time. Alternatively, EC could seek diversity in:

- Engineering disciplines or specializations
- Professional experiences (e.g. practicing engineers versus firm management versus regulatory leadership; small firm versus large firm; remote and rural, versus large urban practices)
- Career stage (e.g. entry to practice versus mature in their career)
- Specific expertise or competencies (e.g. legal, technology)
- Domestic, cross-border or global experience

Director Onboarding

EC directors have received strong onboarding and specific training with an emphasis on fiduciary duty to the EC board.

- The board survey results confirm that most respondents are clear that they have a duty to EC, not the Member that nominated them. However, this is not universal within Respondents.
- We note an unusually high number of Neutral responses to questions in the board survey, indicating that either respondents had no opinion or prefer not to state their opinion.

Best Practices for Non-Profit Organizations – Board Composition

- *Director Competencies and Recruitment.* Effective boards adopt rigorous processes and policies to:
  - Identify the board's competency needs now and in future, document in a skills matrix, review annually, and recruit qualified directors.
  - Evaluate candidates with the board's identified needs.
  - Document anticipated board competency gaps for future use, often retained by the organization for use by the Governance Committee when filling vacancies.
- For boards with directors nominated by other organizations, which may limit the board's flexibility: When issuing a Call for Nominations, this information is typically communicated to assist nominating bodies in putting forward nominees to address the identified gaps. While there is no guarantee, it can help communicate the board's desired director profile.
- *New Director Onboarding.* High-performing boards develop a program to onboard and orient incoming directors to their role and responsibilities, including in-depth training on specific topics as required, depending on the board's unique needs.
- Particularly for those nominated by outside groups which may present a conflict of interest, training may emphasize development of a shared understanding of fiduciary duty to the organization.

Key Observations and Findings – Committees and Direct Reports

Committees and Direct Reports

Most of EC's standing committees are those we would expect to see in a strong corporate governance. However, two standing committees are sometimes known as 'direct reports' - CEAB and CEQB - which do not appear to play a governing role for EC, and in fact perform high-value activities and generate outcomes that are of core value to EC Members. Engineers Canada's direct reports – CEAB, CEQB and CEO all report to the board of directors. It is an unusual practice to have core work performed outside the direction and oversight of the organization's chief staff officer (CEO).

We also note that the CEO is accountable for the overall performance of the organization, and holds the overall budget which includes the allocation for CEAB and CEQB to perform their activities. It is difficult to understand how the CEO can be accountable for outcomes but be limited in setting priorities, schedules, and workplans for the day to day direction, performance measures, and outcomes of these entities.

Additionally CEAB and CEQB appear to follow a bi-cameral model of governance more commonly observed in academic institutions and government.

- CEAB appears to perform a key function on EC's behalf – accreditation – which is universally cited by Members as a core benefit of their membership. It is run by accreditation experts with staff support, but is made up of volunteers, who may be limited in terms of their capacity to produce deliverables.
- CEAB's committee structure and policy work, while critical to Engineers Canada's success, do not appear to operate at an oversight or governance level. They may be more focused on accreditation (operational) policy.
- The EC board is asked to review workplans, accreditation criteria, and provide feedback or approvals which may be difficult without greater understanding of how those items align with Member needs and priorities. Several comments were received that the board lacked in-depth understanding of accreditation and needs to have more experts – we feel this is useful for operational-level discussions, not at the governance level.

Best Practices for Non-Profit Organizations – Committees and Direct Reports

- Simple and elegant committee reporting of standing committees which assist a fiduciary board in performing its oversight responsibilities – but not the core operational work of the organization
- CEO accountability for the performance of core operational tasks
- Committees that advise the board on governance-level policy
- *Corporate Governance versus Bi-Cameral Governance Models.* While the bi-cameral model of governance is commonly adopted and well-understood in academic institutions, it is not typically effective for non-profit organizations:
  - Bicameral models separate administrative and academic domains, while non-profits do not have this division of purpose.
  - Bicameral models are favoured by large, multi-faculty and diverse stakeholders, and are often able to support two large boards, whereas non-profits are smaller and more centralized.
  - Non-profits must be unified around the mission, and avoid splitting into potentially competing priorities.

Key Observations and Findings – Voting Procedures

Voting at Board and Members' Meetings

Given the recently signed Memorandum of Understanding for Collaboration and Harmonization, along with EC's Articles of Incorporation, it appears that Engineers Canada was established to promote collaboration across the engineering regulatory landscape in Canada.

An excerpt from the EC Certificate of Continuance (2013) which includes the articles:

> *"To provide national support and national leadership to the engineering profession on behalf of its members…"*

Much greater detail is provided in this document however the general purposes tend to focus on collaborating and shared interests of the Regulator/Members.

However, EC's current model embeds two different weighted voting approaches which may diminish how those with fewer votes can effect change in the system:

- Either Members are unable to effect action at board meetings because they lack the number of directors and votes, OR they lack the number of registrants at Member meetings to carry the supermajority required to pass special motions.
- These issues were often cited as the issues in Governance 1.0 and 2.0 which failed at Member meetings. Other examples were also given.

We believe the two mechanisms for weighting votes to the larger jurisdictions doubles-down on proportional representation, and may run counter to Engineers Canada's stated mission and objectives. This should be reconsidered.

Best Practices for Non-Profit Organizations – Voting Procedures

- Non-profit organizations select voting structures that best enable the achievement of its mission.
- For organizations that choose a voting structure aligned with proportional representation, this approach ensures that decisions reflect the diversity of its constituents, or which balance representation across interest holder groups and prevent dominance by one constituency.
- *Not All Decisions Must Be Treated the Same.* Some organizations use a 'one director or Member, one vote' approach for most decisions, while also enables certain Members to carry a greater weight on important strategic decisions. In other cases, they build in certain protections for interest holders (or smaller voices) on the board.

Key Observations and Findings – Observers

Observers at Board and Members' Meetings

The topic related to the presence of observers at EC Board and Member meetings was met with mixed perspectives by review participants. We have not yet observed a board meeting, but understand that the meeting room is generally filled at the back with EC staff, Member CEOs, Presidents, President-Elects.

It is also our understanding that EC board meetings may also include representatives of EC's broader interest holder community such as deans, students and insurance affinity programs from time to time, who are not direct participants in the meeting – as many as 30 additional people.

We were advised by some participants that observers bring tremendous value. It is an opportunity to learn about EC's work, how its complex governance model operates, and gain insights into 'what's going on'. It is our understanding that there may have been issues of trust in the past that required greater transparency, so observers were permitted to attend from that time.

However, it is not obvious what value observers bring to *Engineers Canada*:

- A good proportion of review participants do not understand or agree with the practice of permitting observers at board and member meetings. At least one CEO no longer attends as an observer.
- While there is no consensus on the value of observers at Members meetings, the picture is clearer regarding board meetings:
    - Only 22% of directors agree that observers add value at board meetings (and none agree strongly), while fully 50% disagree and a further 17% disagree strongly.

Best Practices for Non-Profit Organizations – Observers at Board and Members' Meetings

- Observers do not have a right to attend or to participant, unless explicitly permitted by the organization's governing documents.
- Observers should be a rare event, permitted on a case-by-case basis to address temporary matters, such as advisors or consultants; potential board recruits ('test driving potential directors'), interest holder representatives; others as required.
- When invited to attend a board meeting, observers do not participate and leave the meeting during the in camera discussions.
- For Members' meetings, there may be additional concerns:
    - Meeting dynamics, disruption and board self-censorship
    - Confidentiality
    - Clarity of role
- For AGMs or special meetings involving elections, financial decisions, or member discipline, organizations often restrict observer access unless explicitly authorized by the by-laws.
- In both cases, best practices are to ensure there is well-defined board policy and documentation related to observer status which includes meeting attendance, confidentiality, limitation on participation and non-voting status.

Key Observations and Findings – Observers (continued)

Observers' Rights (continued)

- Only a third of directors agree (and none agree strongly) that the board has sufficient privacy at meetings to be effective and efficient.

During our consultations, some EC directors indicated that observers add value, but also noted a desire to have longer in camera sessions. Directors in our consultations commented that in camera sessions are 'livelier' and 'where the real conversation happens'.

One must assume that the board is less able to freely discuss matters with observers in the room.

While EC has adopted the practice of holding public or open meetings, as do many professional regulatory bodies, it must also be noted that EC itself is not directly accountable to the public, whereas regulatory authorities are.

This is an important distinction: regulators are obligated to have open meetings for that reason, while the EC board (like other non-profit organizations) has no such obligation and in fact may be inhibited by this practice.

Although participants in this review are not aligned on the matter of observers, we are of the view that large numbers of observers, with standing invitations to board meetings in particular, do not create the conditions for uncensored, robust board discussion.

It appears that the practice of inviting observers to attend EC board and member meetings has served its purpose. At this time, the presence of observers appears to have more of a detracting influence on board discussions. The presence of observers at Member meetings is less of a concern at this time.

It is also important to note that for EC, observers are not explicitly required by the by-laws.

However, it is the board's practice to invite observers to all meetings.

Section 5.3 of the by-laws provides some discretion for the Chair of the meeting to close the proceedings to external parties.

A key takeaway and contributing factor to EC's current state is that Members view Engineers Canada's role and purpose differently

	Service Provider	*versus*	**'Alliance of Regulators'**
Primary Purpose	*Assist Regulator/Members to acquire services or products they need to support their region*		*To convene and collaborate on matters of national and international importance to Regulator/Members*
Governance implications	Project prioritization is the priority Representation is important Weighted voting is important *… may lend itself to larger board size and decision-making based on proportional representation*		Collaboration and common needs are the priority Representation is less important $ / weighted voting is less important *… may lend itself to smaller board size and alignment for the Members and profession*

Historically, there has been focus on the 'math' *(e.g. number of votes, seats, registrants).*

We propose there is misalignment on the *strategy.*

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Draft Problem Statements

While we will no doubt make specific recommendations to enhance and strengthen EC's overall governance effectiveness and efficiency in the next stage of this review we have also observed considerable distraction in the overall governance 'system", which we believe is rooted in three core issues, presented as Draft Problem Statements for consideration. These factors inhibit the effectiveness of governance and achievement of EC's purposes – depending on how its mission is perceived.

1	**The current model may not enable Engineers Canada's mission: the mission is not universally understood**
2	**The current model embeds a disconnect with Member priorities.**
3	**The current model is unnecessarily complex, cumbersome and expensive.**

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Summary of workshop outcomes

About the October Workshop

In all, more than 50 people participated in the October workshop of Key Interest Holders. Participants included:

- Chair, Engineers Canada Governance Review Task Force
- Regulatory Council Presidents and CEOs
- President & Board of Directors, Engineers Canada
- Chair, Canadian Engineering Accreditation Board
- Chair, Canadian Engineering Qualifications Board
- Chair, Engineering Deans Canada
- Engineers Canada CEO + senior governance staff

In addition to receiving an update on the process and progress of the review, participants worked in small groups to debate and discuss three topics:

1. **Engineers Canada's primary purpose: provision of services, or a national alliance?**
2. **Strengthening the connection to member needs and priorities**
3. **Simplifying Engineers Canada governance**

Each group reported back to the plenary session and provided written notes of their discussions on the first two questions. The third question was discussed in a plenary session.

Summary of Workshop Highlights

- Universal agreement that the problem statements presented in the draft Round 1 report are the main issues that need to be resolved.
- No further feedback or concerns were received on the contents of the draft Round 1 report.
- Near universal support was obtained at tables of key interest holders that the National Alliance approach is the preferred direction for Engineers Canada's primary purpose.
- Some differences in understanding and/or assumptions underlying the "National Alliance" approach were observed, which will need to be clarified in Round 2.
- Strong advocacy from CEAB and CEQB were observed during the workshop (and in a written submission following the workshop from CEQB) that both direct reports should continue to report to the Engineers Canada Board of Directors.

Summary: Engineers Canada's Primary Purpose – National Alliance

Topic 1: Engineers Canada's primary purpose

Participants discussed the slide provided in Appendix A. In addition to considering the strengths and limitations of Engineers Canada's primary purpose, participants discussed and debated the governance considerations that flowed from that choice.

In general, the near-universal consensus was that Engineers Canada's primary, over-arching purpose is – or should be - to serve as a national alliance of Regulators, convening and facilitating discussion of strategic, national and international matters of importance to Regulators across Canada. This lens may or may not represent significant changes, but would be reflected in the approach and perspective of the board.

It was understood that this does not preclude providing services to Regulators, or others, in support of the objectives of the national alliance. The reason to do so is to support the national objectives of the alliance. (Accreditation is a good example: it is a service provided by Engineers Canada which strengthens confidence in provincial Regulators' ability to protect public interests.)

Participants felt strongly that, while a primary focus on providing services offered some advantages (including clarity of mission, simplified performance metrics, cost savings, and efficiency), those advantages were outweighed by the limitations of that mandate. These limitations included undermining efforts at national regulatory harmonization, a loss of international perspective, the loss of opportunity to meaningfully collaborate on national issues facing the profession, sacrificing strategic impact for operational and tactical activities.

Readers are encouraged to continue reading this section for additional draft information on the National Alliance approach, which will be further discussed and refined during Round 2 consultations.

Topic 1: Participants' Feedback on Governance Considerations

- ❑ Participants recognized the alliance model required *consensus-driven leadership and decision-making*, which heightens the need for strong relationship building and trust. It would need provincial Councils to consider a *national perspective* when dealing with matters related to Engineers Canada.
- ❑ Engineers Canada's governance structures would need to put *less focus on operational matters*. It would work best with a *diverse board* whose composition is matched to the *competencies* required to achieve the aims of the alliance, including the *option for independent non-engineer directors.*
- ❑ Participants generally noted that the alliance model would allow for a *smaller board of directors* and that the makeup of the board need not be based on the *number of Registrants* in each jurisdiction.
- ❑ Some suggested *equally weighted votes*.

Summary: Strengthening the connection to member needs and priorities

Topic 2: Strengthening the Connection to Member needs and priorities

The governance review had observed that many interest holders felt that the connection to Members' needs and priorities was weak at best. Workshop participants were asked to reflect on:

What changes need to be made so Engineers Canada has clearer direction from Members about their needs and priorities?

Themes emerging from the discussions included:

- Creating a more focused strategic plan approved by Members to guide EC activities and investments of time and effort
- Significantly simplify the organization's consultation processes to reduce the overlapping sources of input; and communicate the outcomes of consultations
- Establish metrics and reporting to allow Members to hold EC accountable
- Provide for improved (and simplified) two-way communication with Members
- Clarify who speaks for the Regulator on what matters (this may be different for policy matters vs operational matters)
- Keep focus on matters of national scope and importance
- Define services supporting the regulatory framework as well as other non-regulatory services (services to the profession overall)
- Clarify the roles of those involved in the governance system (including that Directors are not the appropriate conduit for Regulator needs and priorities)
- Provincial Councils (Boards) must hold their CEO accountable for conveying needs and priorities to Engineers Canada (both operational and from the Council).

How Can Other Needs and Priorities be surfaced?

- ❑ Structured approach to assessing other needs and priorities
- ❑ National tool for understanding the needs of non-CEAB applicants
- ❑ Ask Regulators to bring forward their suggestions for how to have a unified voice

Summary: Simplifying Engineers Canada governance

Topic 3: Simplifying and streamlining the current governance model and practices

Participants were asked to discuss, in a short plenary session, how the Engineers Canada governance model should be simplified, streamlined, and focused on Member needs and priorities.

Participant observations included:

- Reduce the amount of operational reporting coming to the board of directors (specifically CEAB and CEQB were mentioned)
- Lead the charge on a national model
- Remove “clumsy” governance structures
- Building greater trust will reduce the level of consultation required
- Build stronger connection and relationship between Engineers Canada and individual Regulators

Recommended Approach and Next Steps

Our Recommendation

It may be useful for Regulator/Members to socialize the outcomes of the October workshop with provincial Councils, and to ensure there has been thoughtful discussion prior to our engagement with each Member in Round 2.

We recommend that this document, along with the Round 1: Problem Identification report are shared with Councils prior to the Round 2 discussion (consultations are expected to start in mid-December with the majority of discussions occurring in January 2026.

Engineers Canada has published information and documents related to this review on its public website here: 2025-2026 Governance Review | Engineers Canada.

Thoughts about the National Alliance approach

Exploring “National Alliance” as Engineers Canada’s primary purpose

The Origins of Engineers Canada – and the Future

Upon its establishment in 1965, Engineers Canada’s predecessor organization was created to *“establish and maintain a bond between the provincial and territorial associations and corporation of professional engineers in Canada and to assist them in:*

- *Coordinating and standardizing their activities*
- *Promoting and maintaining high standards in the engineering profession*
- *Promoting the professional, social and economic welfare of the members of the engineering profession.”*

Given its origin, Engineers Canada may only need to re-affirm or renew its focus as a National Alliance of Regulators. Generally speaking, a National Alliance approach could mean:

- ❑ ***A Unified Voice Across Regions.*** Engineers Canada could be better positioned to represent and advocate for the collective interests of the profession at the national level, enabling regulators to engage with federal stakeholders, influence public policy and promote the role of engineering regulation in safeguarding Canadians.
- ❑ ***Enhanced Interprovincial Collaboration and Coordination.*** A national alliance approach would allow for greater collaboration and harmonization efforts, knowledge exchange, and joint initiatives that advance regulatory consistency and a strategic focus on matters of national and international importance to the profession.
- ❑ ***Shared Strategic Capacity and Resource Development.*** The National Alliance approach could enable shared access and capacity for each Regulator to respond and develop innovative solutions to economic and policy challenges affecting the profession.
- ❑ ***Support for Regulatory Mandates.*** This shift would not alter the autonomy or statutory authority of individual regulators. Rather, it could reinforce and support mandates by providing a stronger national framework for collaboration and strategic alignment.

Draft Definition of National Alliance

(to be validated in Round 2: Solution Development):

The primary purpose of Engineers Canada is to serve as a national alliance of Canada’s provincial and territorial engineering regulators, dedicated to advancing regulatory excellence, promoting inter-provincial harmonization and collaboration, and supporting its Members in protecting the public interest.

As a national alliance, Engineers Canada will facilitate strategic coordination, sharing of resources, and provide unified representation on matters of national and international significance, while respecting the autonomy and statutory authority of each member regulator.

Its activities are designed to strengthen the regulatory framework governing the engineering profession, enhance public safety, and ensure that engineering practice across Canada continues to meet the highest standards of safety, ethics, and competence.

Potential Governance Implications – National Alliance Approach

A range of governance implications will be considered in Round 2: Solution Development for Engineers Canada's future governance model to better support a National Alliance approach

While there is no right or wrong answer for Engineers Canada's future governance, we think the National Alliance approach generally lends itself to different governance principles, compared to alternative approaches. Some examples include:

- The Engineers Canada's board's focus and priorities will adapt to become more related to overseeing the achievement of harmonization, collaboration, and supporting consistent regulation across the country;
- Its representation and board size may be less important than consensus on matters of strategic importance to Engineers Canada;
- Mechanisms are strengthened for Engineers Canada's Members to understand the needs of the board of directors, and for the selection of directors to better align with the board's needs;
- Engineers Canada directors will bring additional competencies, perspectives, and insights to assist the board in providing oversight.

While not essential to shifting the board's focus to better align with a national alliance approach, it may also be advantageous to consider how effectively the current weighted voting approaches (members and board), and funding model, align with a focus on Member needs and a national perspective on protection of the public.

Regardless, any changes will need to balance the desire for enhance collaboration and coordination, with the autonomy and statutory authority of each regulator. Structural changes to Engineers Canada's board composition and voting practices will be subject to the approval of Engineers Canada's Members.

Potential Services to Members

As a National Alliance of engineering regulators, Engineers Canada could provide services that assist Regulators to strengthen and enhance engineering regulation across the country, enabling public protection, and providing a safe pathway for Registrants to move between jurisdictions.

Such services might be of use to all Regulators (such as accreditation of Canadian or international programs and/or institutions). Other services may only be useful to one or more Regulators, but which may be provided to strengthen the overall Canadian regulatory framework to ensuring public protection. For example:

- Policy research and analysis on emerging issues to inform regulatory decision-making
- Development of centralized or shared data platforms or software products needed by some or all regulators, to enhance regulatory consistency and ensure public protection
- Representing collective interests on national policy topics
- Development of specific tools or resources to assist Regulators in performing their day-to-day work or engaging with Registrants
- Services, support and/or resources for international applicants
- Provision of opportunities or fora for information and knowledge exchange on topics of relevance to Canadian engineering regulators.

[1] Selecting the specific products or services that Engineers Canada may wish to deliver to Members is outside the scope of this governance review project. Examples are proposed only to illustrate how a National Alliance approach may be different than the current model.

Appendix A:
Reference Slides

2025 Governance Review – project governance and key roles

Members
- Ultimate decision-makers about adoption of changes to Engineers Canada governance structure (if any)

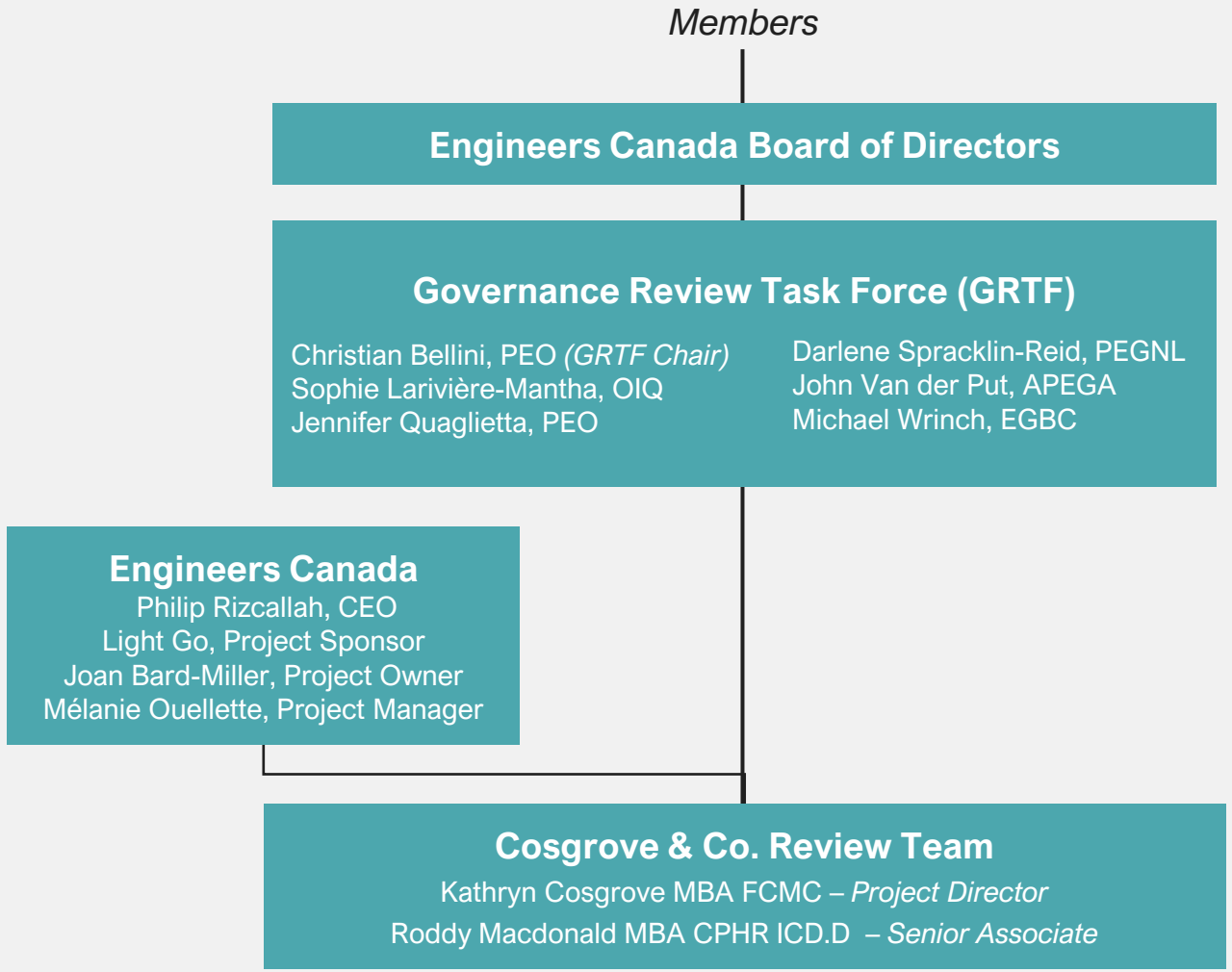
Engineers Canada Board of Directors
- Oversees and monitors the project
- Reviews and considers interim and final review reports, and any recommended improvements

Engineers Canada CEO & Staff
- Provide input, coordination and project management support for review team

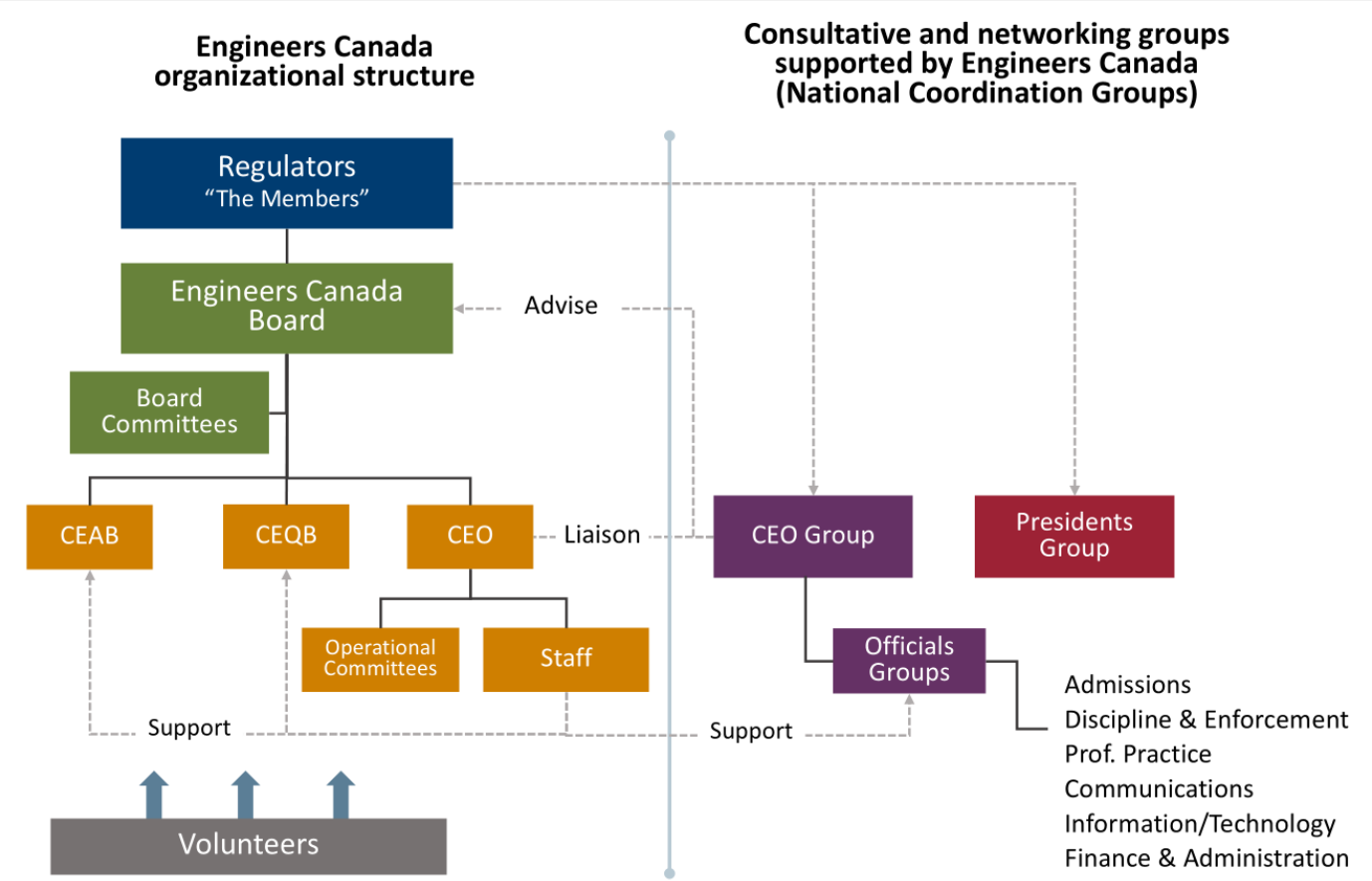
Governance Review Task Force
- Provides oversight, guidance and input to the project as the governance review unfolds
- Reviews and provides feedback on draft reports and recommendations

Review Team
- Accountable for conducting an independent, unbiased third-party review
- Engages directly with interest holders
- Prepares project reports for review/feedback by GRTF, and makes recommendations to the Board of Directors

Review Team and Project Governance Structure



Engineers Canada Governance and Organizational Structures



SOURCE: Engineers Canada

EC's governance structure, includes but is not limited to, the Board, its Committees and direct reports (CEAB, CEQB, CEO).

About the Members:

- EC is accountable to its Members - the 12 engineering regulators.
- Members meet once per year.
- All Member motions require a 2/3 – 60% majority: approval of the strategic plan, amount of per capita assessment, approval of special national initiatives.
- Voting is weighted by number of Registrants (see next page).
- Members can send an observer to Board meetings if a a director they nominated is absent. Observers can participate in discussions.

About the EC Board:

- Consists of 23 directors, representing each Member.
- The number of directors varies by Member (see diagram next page.
- Members can nominate as many individuals as they wish. EC has developed a Board composition profile (Board policy 4.8) which identifies desirable competencies and skills.
- Directors have one vote each at board meetings.
- A 2/3 majority is required for board resolutions.
- Directors are normally elected to a term of 3 years, renewable once, for a lifetime maximum of six years. Certain roles (e.g. President-Elect, President, Past President) can continue beyond the expiry of their term.

Engineers Canada – Member voting structure

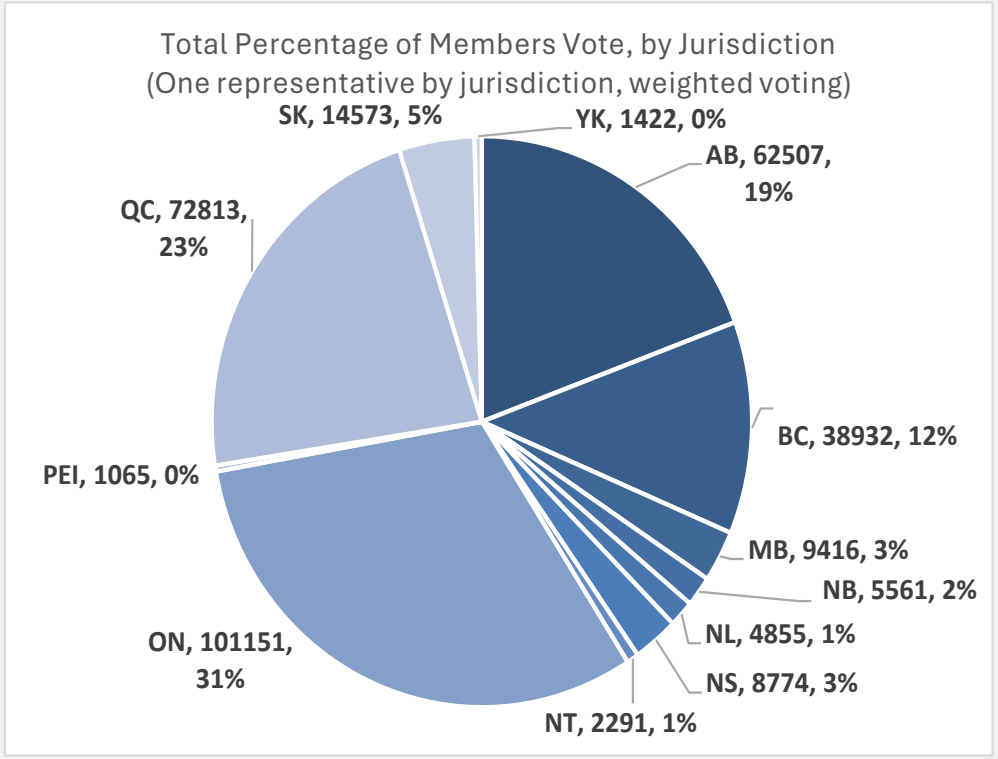


Figure 6: Example of Weighted Voting at Annual Meeting of Members, approximate represented Registrants in 2024.

SOURCE: Engineers Canada

About Weighting Voting for Board and Member Meetings:

The weighted voting approach at Members' Meetings is a topic for consideration in this governance review. An example of the weighted voting in 2024 is shown in the diagram to the left.

Consider:

- Each jurisdiction has one seat at the Member table.
- Voting is weighted, based on the number of Registrants in each jurisdiction.
- All motions at Members meetings require a minimum of two-thirds of the Members voting, representing a minimum of sixty percent of the Registrants.

EC Board of Directors

Board of Directors' Structure and Composition

The current size of the Board is 23 directors. Note that Engineers Canada's Articles allow for 12 to 45 directors.

The composition of the Board, which includes the number of directors nominated by Members, as shown in the diagram to the right.

Nominations Process for the Engineers Canada Board

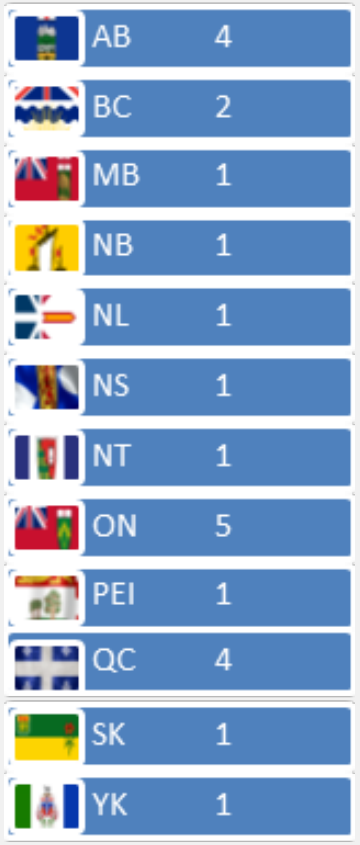
Engineers Canada produces a skills profile and distributes to Regualtor/Members with information related to the desirable skills and competencies that would be preferred by the board.

While Engineers Canada board makes the formal appointment, in practice, only on Member has put forward more than one name for consideration by the board.

The Regulator Councils are responsible for selecting their nominees. The nomination processes are linked to the Regulator's by-laws and term lengths/limits

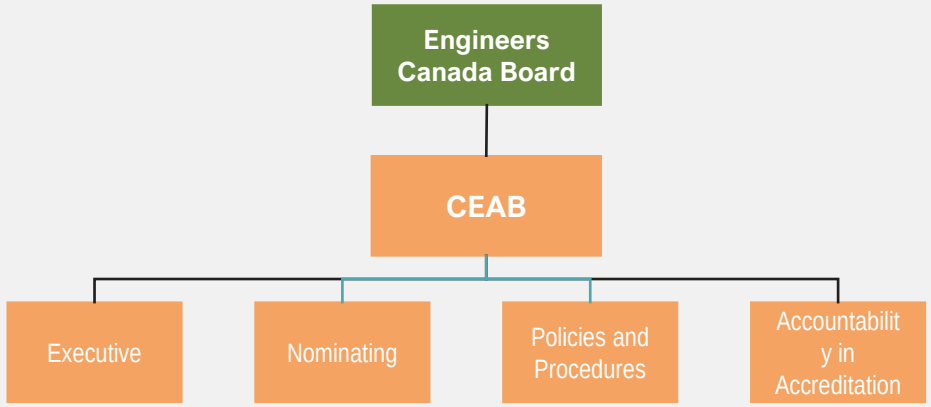
EC Board of Directors

Number of Directors Nominated by Members



Engineers Canada Standing Committees – CEAB and CEQB

Engineers Canada – Canadian Engineering Accreditation Board



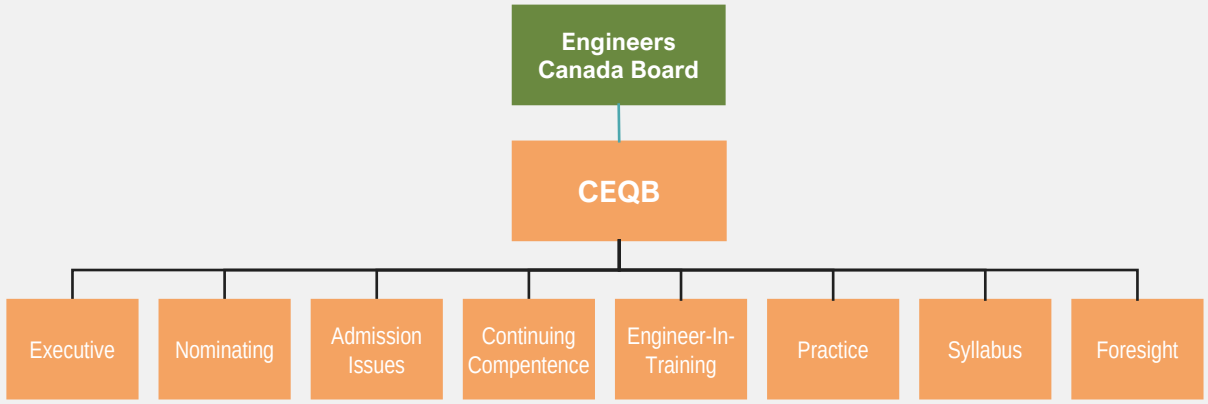
SOURCE: Engineers Canada

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

The CEAB assists the EC 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 EC Board. Two directors are appointed to the CEAB as EC Board representatives.

Engineers Canada – Canadian Engineering Qualifications Board



SOURCE: Engineers Canada

The CEQB was created in 1987 to create tools to assess individuals that had obtained their degrees outside a Canadian accredited engineering program .

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. Two directors are appointed to the CEAB and CEQB as Engineers Canada Board representatives (voting members).

About CEAB and CEQB

- The EC Board has 5 standing committees, including the CEAB and CEQB.
- CEAB and CEQB report to the EC Board via their chairs.
- They are also known as sub-boards.
- Each standing committee has its own sub-committee structures, as shown in the diagram on the left.
- Sections 6.9 and 6.10 of EC Board Policy Manual provides the Terms of Reference for the CEAB and CEQB.

A timeline of governance discussions and board size changes

To better understand how Engineers Canada arrived at the current context, we prepared a timeline to illustrate the various governance discussions and board size changes arising over the past 20+ years

A clue:
A potential issue of strategic misalignment was noted in 2015. Subsequent efforts appear to work on the observed "symptoms" of the problem – not the underlying causes.

Prior to 2002

In recent memory, up to 2002, the Engineers Canada board was composed of:

- 1 director from each Member contributing less than 10% of the Assessment 2 directors from each Member contributing between 10 and 20% of the Assessment
- 3 directors from each Member contributing more than 20% of the Assessment.

2002 to 2010

The number of directors was fixed at 18, to be reviewed every 5 years: 2 Regulators had 3 directors, 2 regulators had 2 directors, and 8 regulators had 1 each.

2010

As part of the Synergy Task Force, a new system was put into placenin which the size of the board would be set by the number of Registrants in the jurisdiction.

1 director for each Member with fewer than 20k Registrants, to 5 directors for each Member with 80k-100k Registrants.

The resulting size is 23 directors.

2015

The Beckett Report reviewed the implementation of the Synergy Task Force and new system, 5 years later.

The report expressed concern about the board size and risk of director disengagement with a larger board.

He also noted that *directors appeared to prefer involvement in Member concerns, as opposed to the governance of EC*, noting that a *smaller board size might better attend to governance and oversight, whereas a larger board size would better suit a board that serves the needs of its key interest holders (eg Members and others)*.

Fall 2017

Engineers Canada begins consultations with regulators on the issue of board size.

Most preferred a smaller board and maximum size. 10 of 12 regulators supported a board of 12.

The remaining 2 regulators would consider a board size of 16.

May 2018

At the AMM, two motions were passed re: scope of the Governance, Strategic Planning and Consultation (GSPC) project, then entering its final Governance 2.0 phase.

- *Motion 5665: That the…Board be directed to ensure future governance review and planning ("Governance 2.0") include review of Board and Committee governance, adoption of best practice and mechanisms to improve the efficiency and performance of the board and committees. … members ask that ('Governance 2.0') consultation and reporting make reference to board and committee size… membership…"*
- *Motion 5666: That the Members restrict further growth to the Board of Engineers Canada until […] Motion 1 is addressed to the satisfaction of the Members."*

Engineers Nova Scotia also brought forward a motion at the Members' Meeting, to reduce the board size to 12. The motion was defeated, despite 10 of the 12 Regulators supporting it.

October 2019

The final report of the GSPC project did not address Board size.

The board tasks the Governance Committees to develop a plan to reduce the board size pursuant to Members motions 5665 and 5666.

The Governance Committee begins work on a plan to move from 23 to 16 board members over a 3 year period.

May 2020

The Governance Committee brings forward a "Report on Board Size" to the AMM, and 2 motions:

1. That the board report out to the Members for their consideration and
2. That the board recommend the plan to reduce the size of the board through attrition of the Members.

As a result, the board passed Motion 1 but defeated Motion 2. The board report was distributed to Members.

2020 to 2024

Development of the 2025-2029 EC strategic plan

April 2025

10 years after concerns were noted by the Beckett report, and efforts were made to address the board size issue,

The current review process was initiated by the board as part of the strategic plan, with oversight by the GRTF, and a mandate to 'take stock' of the current arrangements. A key area of scope is Board size.

Source: All information was taken from Engineers Canada documents furnished to the review team, including Members Motions, Briefing Notes, "Governance Committee Report on Board Size" and other documents. No efforts were made to validate the accuracy of the information contained in these documents.

Appendix B:
Key Interest Holder Engagement

Governance Participant Engagement

Cosgrove & Co. conducted interviews with representatives of all participating regulatory authorities and other key interest holders and participants in the Engineers Canada governance system. Interviews were typically 90 minutes or more.

Provincial Regulatory Authorities	Date
Nova Scotia (ENS)	July 14 & 22
New Brunswick (APEGNB)	July 30
Prince Edward Island (EPEI)	July 15
Newfoundland & Labrador (PEGNL)	Aug 14
Quebec (OIQ)	Aug 19
Ontario (PEO)	Aug 7
Manitoba (EGMB)	July 29
Saskatchewan (APEGS)	July 16
Alberta (APEGA)	July 14
British Columbia (EGBC)	July 15
NW Territories & Nunavut (NAPEG)	Aug 14
Yukon Territory (EY)	Aug 14

Key Interest Holders	Date
Engineers Canada Board of Directors	Aug 21
Engineers Canada CEO Group	Jul 16
Engineers Canada Staff	Aug 12
Canadian Engineering Accreditation Board (Chair + Staff support)	Aug 19
Canadian Engineering Accreditation Board	Sept 20
Canadian Engineering Qualifications Board (Chair + Staff support)	Sept 5
Canadian Engineering Qualifications Board	Sept 21

Cosgrove&Co.