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ROUND 2 CONSULTATIONS

Hearing from Key Interest Holders about the Proposed Solutions and Options

Engineers Canada Governance Review
Meetings with Key Interest Holders
December 2025 - January 2026



About Cosgrove & Co. – the review team



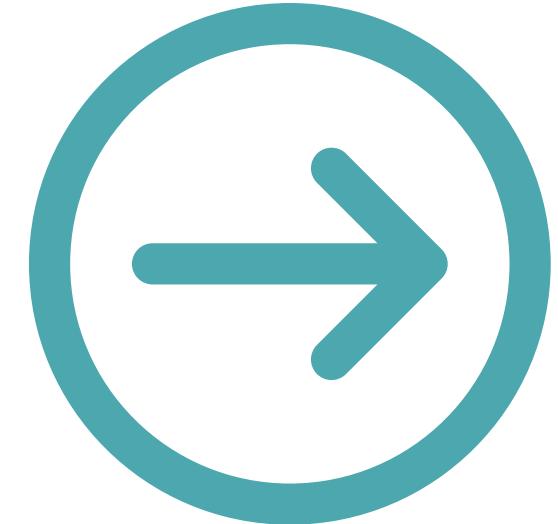
Kathryn Cosgrove FCMC
Project Director



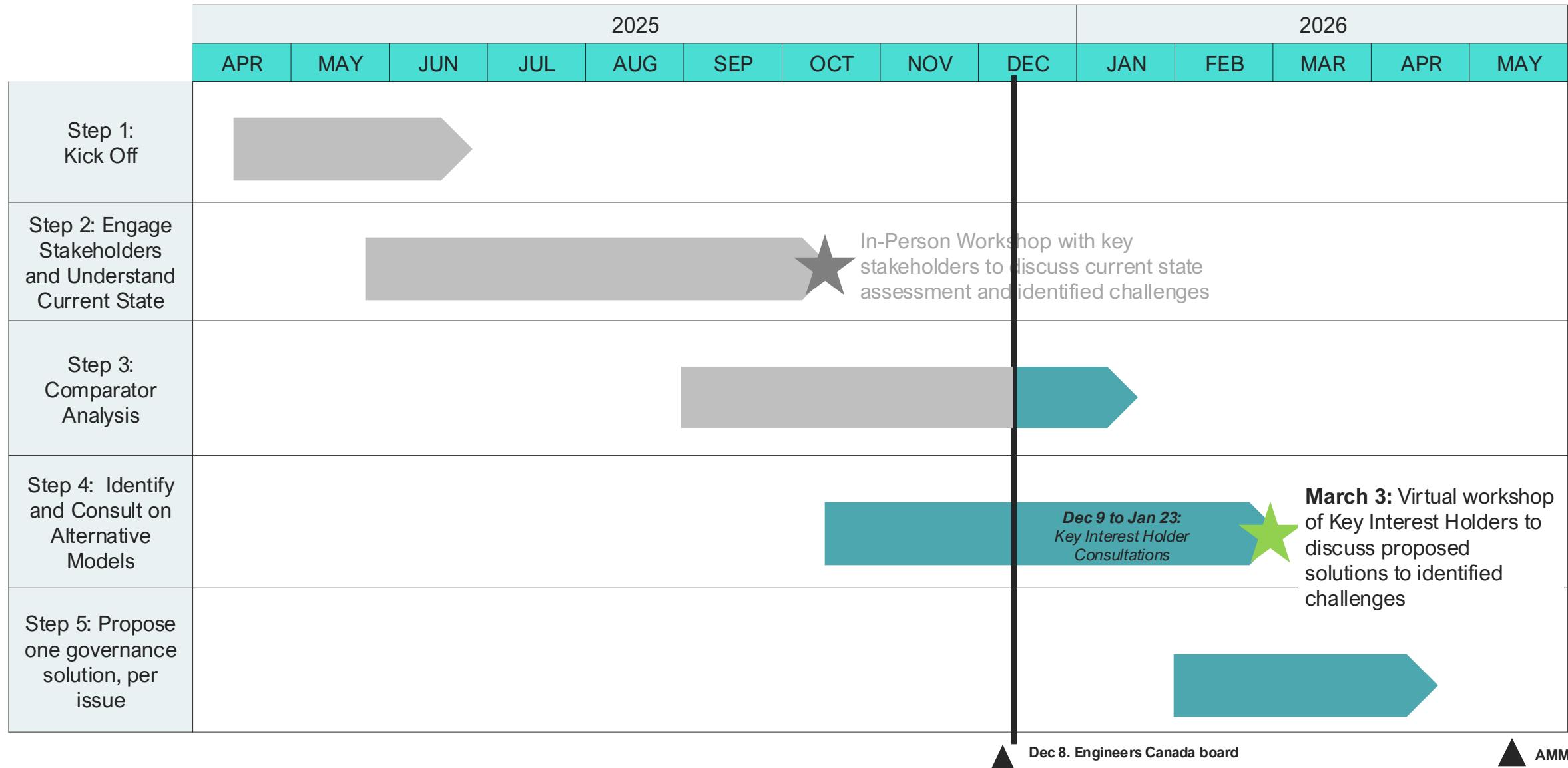
Roddy Macdonald ICD.D CPHR
Senior Associate

Today's objectives

- To discuss initial draft recommendations and obtain your thoughts on the general direction, including what you may be supportive of, and those that you may not be
- To obtain input and feedback to help us shape our thinking about what matters to Regulator/Members in their engagement with Engineers Canada governance
- To ensure that the review team has all necessary information from Regulator/Members, to help prepare for the March 3 workshop of key interest holders (virtual).



Current Status and Project Timeline



Documents previously shared

Round 1: Problem Identification

*2024 Backgrounder
prepared by Engineers Canada*



*Round 1 Consultation Pre-Read
July 2025*



Round 2: Proposed Solutions and Options

*Round 2 Consultation Pre-Read
December 2025*



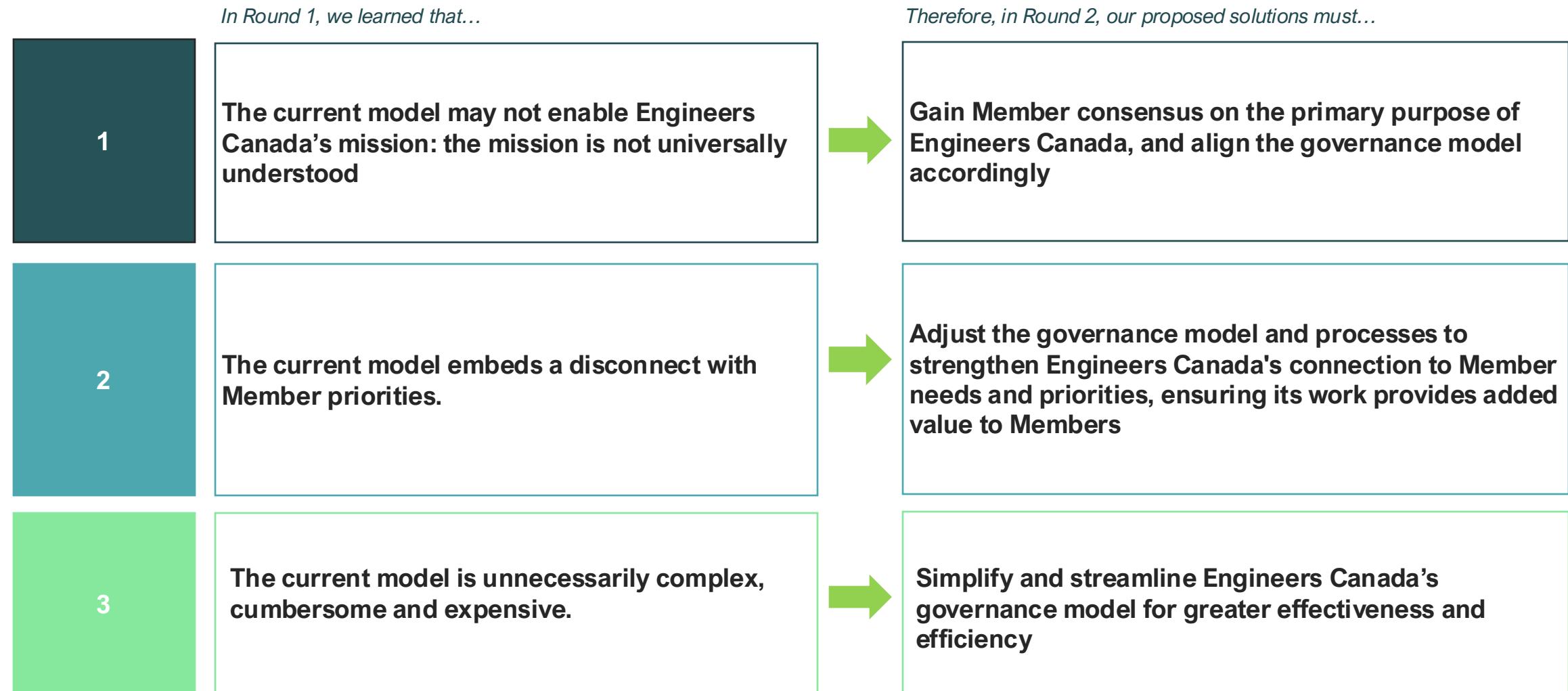
*October Workshop of Key Interest Holders –
Workshop Outcomes and Future Direction
October 2025*



*Final Round 1 Report
October/November 2025*



Linking the problems identified, to potential solutions in Round 2



Summary of draft recommendations / options for discussion

- 1 Develop a national strategic framework outlining Engineers Canada's primary purpose as a National Alliance
- 2 Adopt a governance charter that defines the board's strategic role
- 3 Improve the board's focus on strategy and risk, through effective agenda-setting
- 4 Create and lead opportunities for greater collective conversations with key interest holders and experts
- 5 Strengthen reporting channels so Member feedback is surfaced in a consistent and coordinated manner
- 6 Adopt a competency-based board of directors
- 7 Introduce independent directors and/or public directors
- 8 Redefine Engineers Canada director eligibility criteria and increase pool of potential candidates
- 9 Consider alternative models for Engineers Canada board structure and board size
- 10 Re-purpose multi-day board / committee meetings currently held with large numbers of observers
- 11 Increase Board president term length to 2 years
- 12 Increase standing committee director term lengths to at least 2 years
- 13 Limit board committees to those with a clear governance role
- 14 Elevate management and committee reporting

Proposed Solutions to Identified Governance Challenges

Discussion Questions

Proposed governance principles – do these resonate with you?



Proposed Key Governance Principles

- **Clear Vision and Strategy** – All organizations must have a clear sense of purpose and a clearly established mandate that is approved by the board, well understood by its constituents, and is established in the organization's mandate, corporate objectives and strategies. Both board and Members must have a significant role to play in setting out the vision and strategy.
- **Accountability to Members** – Engineers Canada's ultimate accountability is to its Members: the 12 provincial regulators. They have rights similar to the shareholders in a private company (such as voting and electing directors).
- **Effective and Efficient Governance and Stewardship** – Efficiency in governance means the board must ensure that Engineers Canada's financial and other resources are applied to the highest and best use. Effectiveness in governance means that the outcomes of its governance achieve the agreed objectives – as determined by its Members.
- **'Noses in, Fingers Out'** – Boards normally delegate certain functions to management. For Engineers Canada, this means ensuring that board-level discussions are focused on the 'what' and 'why' and leave the 'how' for management to determine. The board should ensure meeting time is spent on the right topics, and that there is appropriate policy established for those functions which are delegated.
- **Independence**. Engineers Canada's directors should have independence from the organization, from management, and from their nominating body.

1. Are there governance principles missing or you see differently?

Foundational recommendations: aligning on Purpose



- 1** Develop a national strategic framework outlining Engineers Canada's primary purpose as a National Alliance
- 2** Adopt a governance charter that defines the board's strategic role
- 3** Improve the board's focus on strategy and risk, through effective agenda-setting
- 4** Create and lead opportunities for greater collective conversations with key interest holders and experts

- Assumes National Alliance is the approach in future
- Refocuses the board's attention to strategic-level, common needs
- Does not require changes to current governance structures, but may naturally lend itself to different models

- 1. Do you have concerns about how this model could be implemented?**
- 2. Are you supportive of this approach?**

Strengthening connections to Regulator/Members



- 5 Strengthen reporting channels so Member feedback is surfaced in a consistent and coordinated manner
- 6 Adopt a competency-based board of directors
- 7 Introduce independent directors and/or public directors
- 8 Redefine Engineers Canada director eligibility criteria and increase pool of potential candidates

1. **It is important to coordinate with Regulator/Member to surface a unified point of view to Engineers Canada – there could be variation from the model proposed in #5.**
 - *Please share your thoughts.*
2. **What do you think about moving to a competency-based board, and:**
 - *Allowing non-engineer directors to be nominated? External / independent directors?*
 - *Encouraging more nominees from each Regulator/Member? Is this realistic for your organization?*
 - *Call for Nominations to cast a wider net?*

Simplifying and streamlining Engineers Canada's governance model (1/2)



- 9 Consider alternative models for Engineers Canada board structure and board size
- 10 Re-purpose multi-day board / committee meetings currently held with large numbers of observers
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1. **In Rec. #9, we propose a range of options for Engineers Canada board structures, including the current model.**
 - *What are your thoughts on the options?*
 - *Which ones would you eliminate, and why?*
 - *Which ones appeal to you?*
2. **We see greater governance and strategic value in creating new opportunities (such as conferences) to engage Engineers Canada's broader group of key interest holders, instead of having observers at board meetings.**
 - *Do any themes or ideas come to mind?*
 - *Does this make sense to you? Why? why not?*

Simplifying and streamlining Engineers Canada's governance model (2/2)



- 9 Consider alternative models for Engineers Canada board structure and board size
- 10 Re-purpose multi-day board / committee meetings currently held with large numbers of observers
- 11 Increase Board president term length to 2 years
- 12 Increase standing committee director term lengths to at least 2 years
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3. We propose changes to the Engineers Canada committee structures, including CEAB and CEQB reporting.

- *What are your thoughts on this?*

Suggestions for Member Councils (if applicable)



Extend Council President Term Length

- *Action:* Propose and implement a change to council by-laws that increases the president's term from one year to two years.
- *Why:* Longer terms provide greater continuity in leadership, allow presidents to see initiatives through to completion, and reduce governance 'churn'.

Build a Robust Director Succession Pipeline

- *Action:* Establish a formal succession planning process that identifies and engages potential Engineers Canada directors well in advance.
 - Collaborate with Engineers Canada to identify desirable (new) skillsets and competencies, regularly review and update a list of potential candidates for the Engineers Canada director roles, which are aligned with its current and future board needs.
 - Encourage diverse participation by advertising director/councillor opportunities widely within the province, identifying specific competencies and skillsets that are both of interest to the Council, and potentially to Engineers Canada.
 - Provide leadership development and mentorship programs to prepare candidates for board roles, including for Engineers Canada.
- *Why:* A broader pool of potential director/councillor candidates will provide the Member, and Engineers Canada, with a steady supply of qualified, engaged professionals which will increase diversity, and strengthen governance capacity for both entities.

Update By-Laws Related to Nominating Engineers Canada Directors

- *Action:* Review and revise council by-laws to:
 - Allow for multiple candidates to be nominated for the Engineers Canada director seat(s) held by the Member.
 - Enable the nomination of directors with varied backgrounds and skills, not just those with traditional profiles.
 - Consider mechanisms for aligning nomination timelines/cycles to further align with Engineers Canada's board requirements.
- *Why:* Increasing flexibility to the Member's by-laws make it possible for Engineers Canada to select directors who best meet its evolving needs from a whole-board perspective, which will enable the board to better serve its Members overall.

For Regulator/Members only:

- **Are any of these attractive ideas to you? doable? Why or why not?**
- **Have we missed any?**

Final thoughts

Any other general feedback on these recommendations?

What other questions, comments or ideas do you have?



Cosgrove&Co.