



Proposed Solutions and Options: Consultations with Key Interest Holders

Pre-Read for Key Interest Holder Discussions – Round 2

Engineers Canada Governance Review
Winter 2025/26



Purpose of this document

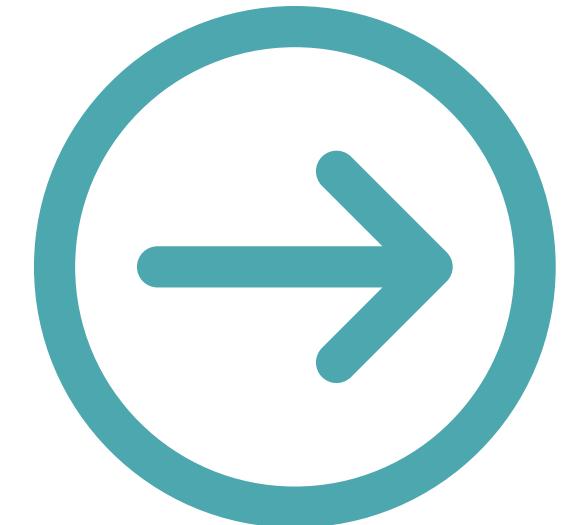
Dear Key Interest Holders,

You are receiving this document to assist you in preparing for your upcoming consultation related to the Engineers Canada governance review.

The purpose of this document is to provide background reading for invited participants on the draft solutions and options proposed to address identified governance challenges discussed in the earlier phase of work. The review team's goal is to inform participants in our discussion groups about specific practices that we feel would be improved or enhanced, help key interest holders understand our general thinking on potential solutions, and gather their feedback as an input to our final recommendations.

As a reminder, the governance review has two phases of work:

- **Round 1 Problem Identification:** Round 1 consultations were 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 a Round 1 report, which is available through Engineers Canada on its [consultation page](#).
- **Round 2 Solution Design:** The Governance Review Task Force approved the Round 2 consultation plan on November 4, 2025. The Engineers Canada board of directors has authorized the distribution of material to key interest holders at an in camera meeting held on December 8, 2025. Consultations are expected to conclude by mid-January 2026.



We expect that our discussions with key interest holders will bring insights that will shape our thinking and refine the recommendations to be offered in our final Round 2 report (to be submitted Spring 2026).

All topics and details will be further elaborated following consultations and further analysis by the review team.

Note to reader: 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".

Summary¹ of draft recommendations for discussion in Round 2

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

¹ The recommendations are colour coded to assist readers in mapping them to the Problem Statements identified in Round 1.

Table of contents

Topic	#
Draft Governance Principles	4
Draft Solutions to Problem Statements	6
Issues out of scope	23
Initial Thoughts on Proposed Change Steps	26

Proposed / recommended governance principles

There are many good governance practices that Engineers Canada has already adopted, which we acknowledge and recommend are retained.

Governance principles are the **core values and practices** that guide how an organization is directed, controlled, and held accountable. These principles ensure that the board and leadership act in the best interests of the organization, its members and the public.

For Engineers Canada, we feel there are several key governance principles that we recommend for consideration. This list is not intended to be exhaustive, but is a starting point on the most salient of principles, for further discussion as we move into Round 2: Solutions Development.

We also acknowledge that several of these principles are already embedded in Engineers Canada's core purposes, and culture and values statements.

What we are recommending here, is that we apply these and other principles directly to the realm of its *governance*.

Once key governance principles are agreed, we believe that alignment on recommended changes will naturally follow.

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 directors' nominating body.

Table of contents

Topic	#
Draft Governance Principles	4
 Draft Solutions to Problem Statements	6
Issues out of scope	23
Initial Thoughts on Proposed Change Steps	26

Linking the problems identified, to the potential solutions in Round 2

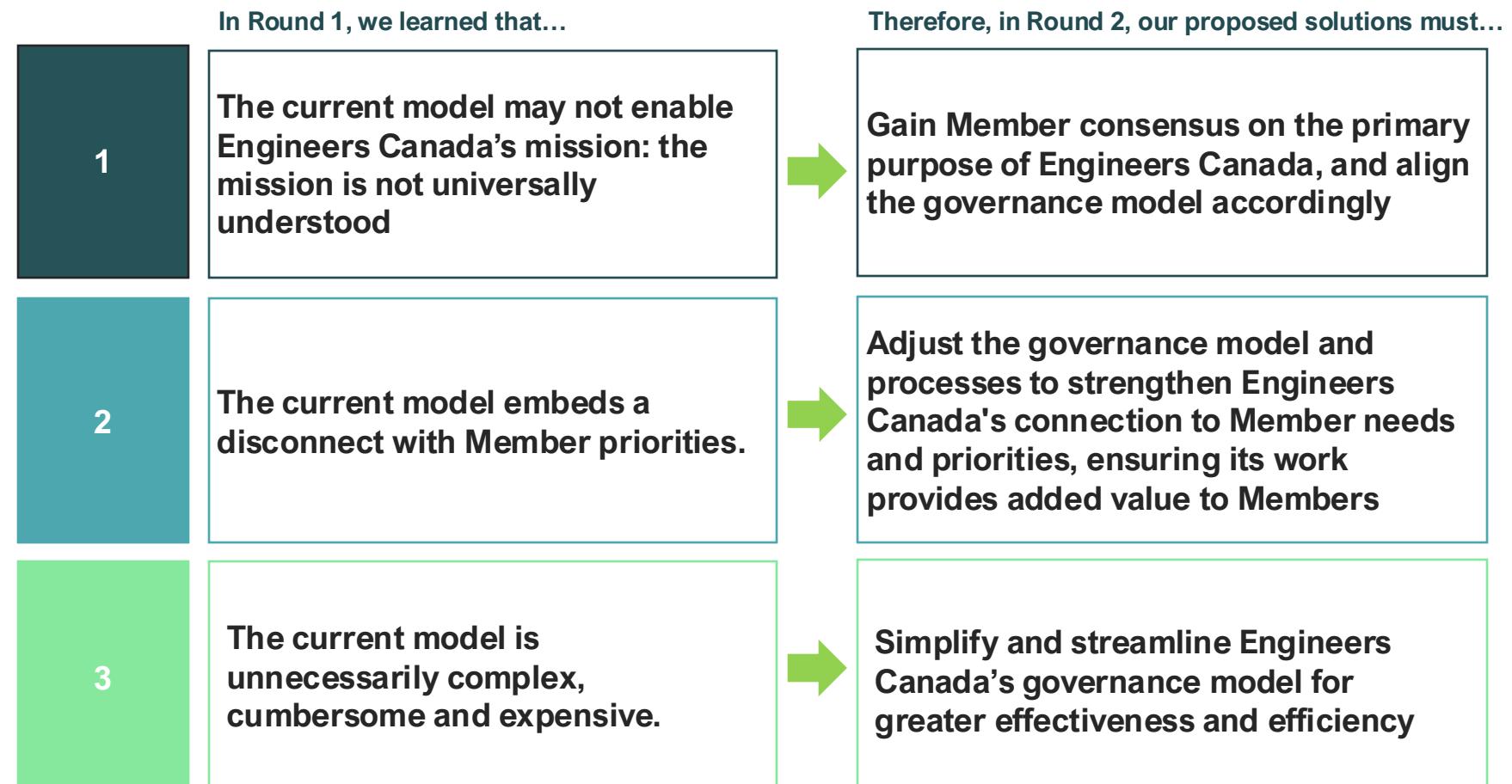
Three problem statements were put forward in our initial findings report, and discussed at the October 2025 key interest holder workshop. Universal agreement was obtained that these are indeed the governance challenges to be addressed in Round 2 solution development activities.

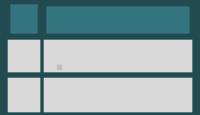
So, what might remedies or solutions for these governance challenges look like? What are we trying to achieve?

In this document, we put forward several proposed solutions for discussion. Some recommended actions are very specific and granular in nature, which can be implemented at a later date with specific actions, such as by-law changes or policy development.

Other potential solutions are more philosophical in nature, and will require deliberate focus, intention and human behavioural change to achieve effectiveness.

At the highest level, we believe the potential solutions for each of the three problem statements will accomplish the following:





Problem #1:

The current model may not enable Engineers Canada's mission & the mission is not universally understood

Solution:

Gain Member consensus on the primary purpose of Engineers Canada, and align the governance model accordingly



National Alliance or Service Provider?

Workshop Consensus: National Alliance

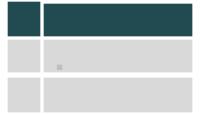
At the October workshop, there was a strong consensus amongst participants that Engineers Canada's fundamental purpose was to serve as an alliance of its Members, Canada's engineering regulators.

While Engineers Canada currently provides a variety of services to its Members and others, and is likely to continue to do so, workshop participants expressed that this was primarily in support of its higher function as an alliance of Members.

This begins to address the first aspect of the solution to Problem Statement #1, namely "Gain Member consensus on the purpose of Engineers Canada," but remains subject to confirmation by Members.

The following pages provide some context to this approach and suggest ways that the organization's governance structures and processes can best adapt to strengthen the focus on the 'national alliance of Members' role of Engineers Canada.

Exploring “National Alliance” as Engineers Canada’s mission



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

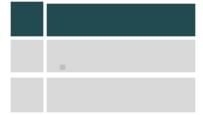
(to be validated in Round 2: Solution Development):

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



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.

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.

Potential Services to Members¹

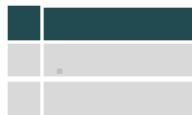
As a National Alliance of engineering regulators, Engineers Canada could provide services that assist Regulators to strengthen and enhance engineering regulation across the country, enabling public protection, and providing a safe pathway for Registrants to move between jurisdictions.

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.

Draft Recommendations to Engineers Canada

Addressing Problem #1 (Mission Alignment)



Strategic Alignment and Oversight

1. Develop a national strategic framework outlining Engineers Canada's primary purpose as a National Alliance:

- Align provincial/territorial regulatory priorities under a unified national vision while respecting jurisdictional autonomy.
- Identify common Member needs and prioritize projects/services/initiatives, to be actioned or coordinated by Engineers Canada.
- Develop alternative methods for addressing smaller or one-off Member needs (e.g. cost-sharing, other funding mechanism).
- Implement strategic performance dashboards: Track progress on strategic goals, regulatory harmonization, public protection metrics, other issues.

Why: Aligning provincial/territorial efforts under a shared vision will enable coordinated action on national priorities like mobility, ethics, and public safety. Adding specific and measurable metrics will provide real-time visibility into progress, enabling Engineers Canada (and the board) to make data-driven decisions, foster transparency for its activities, and enhance accountability for outcomes.

Board Charter or Mandate

2. Adopt a governance charter that defines the board's strategic role:

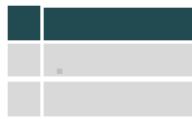
- Redefine board-level responsibilities to include:
 - Strategic planning and national policy alignment
 - Oversight of risk, compliance, and performance
 - Member engagement and accountability
 - Representation at the national level
 - Other matters as appropriate or desired
- Work collaboratively with Members, define decision-making principles for the board, prioritizing issues with national impact
- Refine director onboarding and orientation materials to reflect the evolving director role and responsibilities in a national alliance model of governance.

Why: Clarifies the board's purpose as a steward of national coordination and harmonization, not just an administrative body. This helps focus energy on long-term impact rather than operational decisions.

It will also be important to support future Engineers Canada directors to engage meaningfully in a national conversation, while bringing perspectives from their jurisdiction, constituency or other interest holder group.

Draft Recommendations to Engineers Canada

Addressing Problem #1 (Mission Alignment)



Strategy and Risk Focus of the Board

3. Improve the board's focus on strategy and risk, through effective agenda-setting.
 - Implement a proportional focus on strategic and risk-related topics at each board meeting (e.g. % of meeting time), in order to enable greater focus on governance-level issues.
 - Ensure the Board President and CEO are engaged in designing effective meeting agendas.
 - Order agenda items so strategic topics are addressed at the start of the meeting, to ensure director focus and energy for the most important subjects.
 - Reduce the number of, and time allocated to, routine committee and other 'report-outs' during board meetings if there is minimal strategic value to the discussion. Greater use of the consent agenda can be helpful.
 - Ensure the board's meaningful engagement in establishing annual priorities, and providing risk oversight.

Strategy and Risk Focus of the Board (continued)

Why: Board meeting time is a strategic resource and should be reserved for matters that require governance-level attention. Agendas should prioritize items that advance the board's core responsibilities: setting direction, monitoring performance, managing risk, and ensuring accountability.

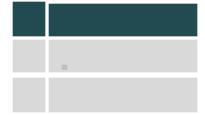
While educating the board on Engineers Canada's projects and initiatives may have value from time to time each year, routine or informational updates should be concise and provided in pre-read materials. Agenda items should focus on:

- Strategic decisions (e.g. policy changes, national priorities, resource allocation)
- Oversight and accountability (e.g. progress against strategic plan and key national and strategic initiatives prioritized by Members, risk management, compliance)
- Future-focused discussions (e.g. emerging trends, regulatory harmonization, innovation opportunities)
- Critical issues requiring board input or approval (e.g. governance changes, Member engagement strategies)

Reports to the board should emphasize what has been achieved, provide a clear strategic link, identify challenges, and clearly state the decisions or outcomes sought from the board. This approach ensures meetings remain purposeful, forward-looking, and aligned with the alliance's mission.

Draft Recommendations to Engineers Canada

Addressing Problem #1 (Mission Alignment)



Focused Engagement of Key Interest Holders

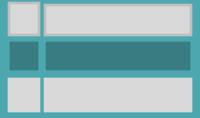
4. Create and lead dialogue-based opportunities for greater collective conversations with a broad range of key interest holders and experts.

- Host national forums and conferences, with broad participation from Member organizations (leadership and staff), academics, and other constituents.
- Engage key interest holders in discussion on national issues and external changes impacting the Canadian regulatory and professional landscape (such as labour mobility, economics and trade, international matters).

Why: Hosting issues-based events and symposia provide practical and strategic value to Engineers Canada and its constituents, and will allow it to add value on issues that are difficult for Members to analyze or respond to individually.

This approach facilitates enhanced and focused dialogue, fosters collaboration, and helps collectively anticipate and respond to emerging engineering, business/economic and professional regulatory challenges.

These opportunities may also be used to re-focus the engagement of some key interest holders, who currently are participants and/or observers in Engineers Canada's governance activities without a specific or meaningful governance role.



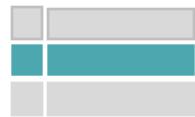
Problem #2:

The current model embeds a disconnect with Member priorities

Solution:

Adjust the governance model and processes to strengthen Engineers Canada's connection to Member priorities, ensuring its work provides added value to Members

Draft Recommendations to Engineers Canada



Addressing Problem #2 (Strengthening Connection of Member Needs and Priorities)

Coordination of Member Feedback and Input

5. Strengthen reporting channels so that Member feedback is surfaced to Engineers Canada in a more consistent and coordinated manner.

Today, Engineers Canada conducts broad consultations with Member staff and advisory groups, and gathers feedback or input on a range of topics. As well, CEQB obtains input from external sources including regulatory staff about their needs and priorities to plan its activities.

We heard from CEOs that the stated priorities from regulators do not always align with their actual needs. We believe this to be a result of 'too many voices' in the system of consultation and decision-making/prioritization.

We propose a more coordinated approach to identifying Member needs, and establishing priorities – namely through the Member CEOs, and the Engineers Canada CEO. The specifics may evolve in our discussions, however the intention is for regulatory staff and others to generate suggestions and input, through appropriate leadership channels, to the CEO of Engineers Canada.

We feel this general approach would better coordinate within Member organizations, however we are open to alternatives that align and surface Member needs in a more systematic manner. We believe the EC CEO has the ultimate view of where resources are best applied, and can prioritize accordingly. The CEO is also accountable to be responsive to Member needs, so misalignment is unlikely.

Draft Enhanced Identification and Coordination of Member Needs

Engineers Canada Board

Engineers Canada board provides direction, maintains focus on strategic objectives and ensures Member needs are being fulfilled.

Engineers Canada CEO

CEO makes final decisions on Engineers Canada's priorities and actions, reporting to the board.

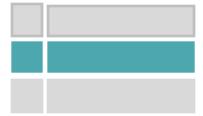
Member CEOs

Hosted by Engineers Canada, CEOs meet regularly to discuss collaborative efforts and collective issues (similar to the current approach). CEOs bring their needs and input from their team to Engineers Canada, for agreement and alignment. Member CEOs agree on collective priorities, and make recommendations to CEO.

Member Staff

Each Member coordinates within itself to identify needs and feedback. Suggestions and other feedback are generated, however they are channeled through the CEO to Engineers Canada.

Draft Recommendations to Engineers Canada



Addressing Problem Statement 2 (Strengthening Connection to Member Needs and Priorities)

Competency-Based Board

6. Adopt a competency-based board of directors:

Enhanced board focus as a national alliance and overall effectiveness can be achieved irrespective of changes to Engineers Canada's current board structure and composition (e.g. directors nominated by Members in varying numbers, based on the jurisdiction's number of Registrants). To do this, we recommend that Engineers Canada:

- Identify new skills and competencies that further support Engineers Canada's strategic goals as a national alliance (e.g. governance, legal, ethics, public safety, international experience, trade/economics, public policy, professional regulation).

7. Introduce independent directors and/or public directors

As described in the Round 1 report, we also believe adding a critical mass of **independent directors** (2-3 at least) would be useful to adding new competencies to the board, as well as elevating the strategic nature of board discussion and bringing external perspectives.

- Amend Engineers Canada bylaws to allow for 2-3 independent directors, selected through a transparent nomination process led by Engineers Canada.
- Consider appointing a public representative with consumer protection or civic engagement experience.

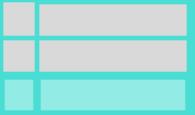
Why: External directors add objectivity, and broaden strategic insight.

Director Eligibility and Recruitment

8. Re-define Engineers Canada director eligibility criteria and increase pool of potential candidates

- Amend the by-laws to allow nominations from directors that may not be a licensed engineer, but offer additional competencies that are useful from Engineers Canada's perspective.
- Collaborate with Members to identify potential candidates for nomination. Encourage Members to nominate at least 2 candidates for each available director seat.
- Vet Member nominees through an independent process (note: this assumes that Members will nominate more than one candidate for each seat. This item is further discussed on page 24).
- Consider adding a Call for Nominations to identify potential directors in each jurisdiction, which may not be known to Members.

Why: It is in the Members' interest to ensure that Engineers Canada has a broader pool of potential directors that offer desirable skillsets and competencies. Engineers Canada must also have greater influence on selecting directors that it feels are best able to meet its needs as an alliance - from a board-as-a-whole perspective.



Problem #3:

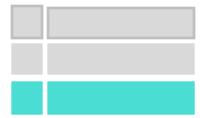
The current model is unnecessarily complex,
cumbersome and expensive

Solution:

Simplify and streamline the current governance model
to reduce complexity and cost, and enhance efficiency

Draft Recommendations to Engineers Canada

Addressing Problem Statement 3 (Complexity)



Board Structure and Size

9. Consider alternative models to the current board structure and size, to gain focus and efficiency:

Feedback from Round 1 indicated that some key interest holders believe the number of director seats and weighted voting (Engineers Canada's current model) may work against the goals of coordination and harmonization, and indeed a National Alliance approach.

We believe that the national alliance approach lends itself more to the style of governance that is embodied in these options (where there is equality amongst members), and which are used to varying degrees by organizations similar to Engineers Canada.

To that end, we offer alternative approaches to Engineers Canada's current board composition (see next page). Good governance practices for consideration include:

- Enabling more effective board discussion and director engagement, through a **smaller board size** (8-14 maximum)
- **Balanced representation** of Members on the board (and board structures beyond simple geographic representation)
- The value of adding **external perspectives**, as previously discussed
- **Cost efficiency** and **strategic value** of governance

Should changes be agreed, we recommend a phased-in implementation approach aligned with the natural term expiry of existing directors.

Engineers Canada's Current Model



Proportional, Geographic Representation:

- 23 directors (one vote each)
- Number of director seats vary by Member (from 1 to 5), based on number of Registrants in that jurisdiction
- No independent directors

There are many alternatives that could be considered by Engineers Canada for its board structure and size. Of course, maintaining the current model also an option. It is certainly possible to achieve the goals of a national alliance, within the current structure.

However, we were specifically asked in this governance review to consider board size and structure. And, with the current representational board, and a size of 23 directors, we do believe there are efficiencies to be gained in terms of effectiveness of board discussion, competencies, clarity of role, and cost savings. These are not to be ignored.

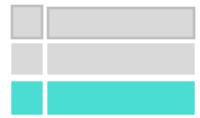
For that reason, we have put forward four alternative approaches that could be attractive to assist Engineers Canada in moving away from a representational model of governance and/or reducing its board size *if* there is a desire to do so.

All options include a consideration of independent/external perspectives, cost efficiency of governance, and enhanced equality amongst Members.

Given feedback in Round 1 and our own observations, we have not considered at this time any options based on simply reducing the number of directors seats for certain jurisdictions, without a broader consideration of the underlying governance principles.

Draft Recommendations to Engineers Canada

Addressing Problem #3 (Complexity)



Board Structure and Size: Alternative Options for Consideration



Option 1: CEOs+

- 12 directors (one vote each) who are Member CEOs
- Seats for independent directors (2-3)
- Max board size: 15

Advantages: Greater equality, closest link to jurisdiction-specific Member needs

Disadvantages: Risk of excessive focus on operational issues; split focus for the CEO; limited diversity and/or external perspectives



Option 2: Regions+

- Members grouped into 4 regions (such as Western provinces, Central and Northern Canada, Ontario, Eastern Canada)
- 2-3 directors nominated by *each region* of Members (one vote each), from which EC selects up to 10
- Seats for independent directors (2-3)
- Max board size: 12-13

Advantages: Greater collective focus on national matters, reduced attention to jurisdiction-specific needs; enhanced ability to recruit directors

Disadvantages: Perceived loss of control and/or representation (Members)



Option 3: “One Regulator, One Seat” +

- 12 directors, which are nominated by each Member to a pool of potential candidates, for selection by Engineers Canada
- Directors have one vote each
- Seats available for independent directors (2-3)
- Max board size: 15

Advantages: Greatest equality amongst Members; retains independence of board; allows for new skillsets to be added

Disadvantages: Perceived loss of control for some Members; retains predominant “representational” model of governance



Option 4: Hybrid / External Board

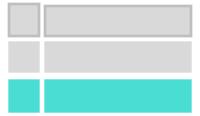
- Members nominate 1-2 directors each, from which Engineers Canada selects 3-4 directors
- Engineers Canada issues broad, national Call for Nominations and selects up to 8 external directors based on identified competency gaps, regulatory expertise, international experience, other needs
- Max board size: 10-12

Advantages: Greater objectivity/independence/external perspectives; greater ability to focus on strategic and national issues; greatest ability for Engineers Canada to select directors that suit its needs

Disadvantages: Perceived loss of control and/or representation (Members); greater distance from Member needs

Draft Recommendations to Engineers Canada

Addressing Problem #3 (Complexity)



Observers

10. Repurpose multi-day board / committee meetings with large numbers of observers, to smaller meetings (and add annual conferences or workshops if needed)

- Identify any important value that Observers get from board and committee meetings and establish other ways to provide that value if needed
- Consider making available to interest holders a summary of topics discussed and decisions made after board meetings
- Create opportunities for education, information sharing, and planning with interest holders that do not add complexity and cost to regular board meetings
- As a rule, limit Observers' attendance to only specific agenda items where their presence can support the board's decision-making
- Make more appropriate use of *in camera* sessions. This includes clearly defining matters appropriate to *in camera* sessions (establish a written policy); being well disciplined to not allow sessions to drift into other matters; and striving for shorter sessions than are currently common.

Why: The current format of meetings with a wide range of Observers attending adds significant complexity and cost, inhibits fulsome board discussion, and adds little value to Members; and at the same time risks inappropriate use of *in camera* sessions.

Continuity & Succession

11. Increase Board president term length to 2 years

- Phase in this change in alignment with future election of President (consideration can also be given to extending current President's term if continuity through period of governance change is beneficial)
- Consider change in title from President to Board Chair
- Make any by-law changes necessary to support this change in Officer terms.

Why: A term of just one year means that there is no time for a learning curve (chairing a board requires a different skillset and takes some getting used to) and the organization suffers from churn in the senior governance role. Best practice is to provide greater continuity and better allow for succession planning.

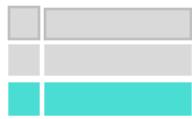
12. Increase standing committee director term lengths from 1 year to at least 2 years

- Phase in this change in alignment with future committee appointments
- Make any by-law changes necessary to support this change

Why: Reduce committee membership churn, and support continuity of organizational knowledge, and allow for succession planning.

Draft Recommendations to Engineers Canada

Addressing Problem #3 (Complexity)



Committee Structure

13. Limit board committees to those with a clear governance role

- Restructure CEAB and CEQB to better reflect their vital operational role:
 - Align reporting, budget approval, and accountability to Engineers Canada's CEO (or delegate)
 - Ensure CEAB and CEQB continue to have strong administrative, professional, and technical support
 - Provide support in recruiting, retaining, and supporting qualified volunteers to support CEAB and CEQB work
- Provide clear direction (in a policy) from the board on CEO-delegated authority versus matters requiring Board of Directors approval
- Establish appropriate regular reporting by the CEO to the Board on matters related to CEAB and CEQB priorities and results.
- If desired, retain the 'Board' names if that supports the work of the two groups with their diverse interest holders.

Why: Through the CEAB and the CEQB, Engineers Canada's provides significant value to Members, however the functions of each 'sub-board' are fundamentally operational with limited genuine linkage to governance. Being supported by and accountable to management reduces governance complexity and supports more governance-focused discussion.

Effective Meetings

14. Elevate management and committee reporting to the Board

- As discussed in relation to Problem Statement #1, use agenda design to keep board discussion at the right 'level' for governance, with a focus on strategic issues with longer term impact, including risk items
- Ensure CEO report is focused and sets the stage for board discussions
- Reduce pro forma standing committee reporting through better use of a consent agenda
- Work collaboratively – and iteratively – to simplify, reduce the complexity of, and enhance management reporting to support better governance-level discussion and decision-making
- Develop standardized reporting formats that make it easier for management to prepare effective reports, and better engage Directors
- Separate committee activity reporting from impact or decision-making reporting (one is for consent agenda, the other for board discussion)

Why: Standardized and effective management reporting enables more strategic (board level) discussions and makes more efficient use of Directors' time. When boards stray into operational discussions, it can often benefit from elevating the management reporting to ensure the board's focus is at the right level, and generates discussion on the decision to be made.

Table of contents

Topic	#
Draft Governance Principles	4
Draft Solutions to Problem Statements	6
Issues out of scope	23
Initial Thoughts on Proposed Change Steps	26

Other issues offered for consideration, but are out of scope

Recognizing the Independence / Autonomy of Engineers Canada's Members

Engineers Canada's Members are the 12 provincial engineering regulators across Canada. While we believe the Members share a common objective to enhance their collective ability to align engineering regulation and practices across the country with the support of Engineers Canada, we also recognize that each of these organizations are fully autonomous entities, established by their own provincial legislation, and act at the direction of independent Councils and have adopted unique by-laws and policies.

Our observations in the earlier phase of this project have identified challenges that impact Engineers Canada board effectiveness, but which are outside the scope of this review:

- A majority of Member Presidents serve short terms (often just one year). This frequent turnover can create instability ("churn") in how directors are nominated to Engineers Canada's Board of Directors, creating issues related to institutional knowledge, continuity and momentum of initiatives. Presidents are also not meaningfully engaged in Engineers Canada's governance, likely because of this churn. We feel they should play a greater role, if they are maintained as the Member representative at Annual Members' Meetings.
- Extending the term length of Presidents would solve one of these challenges. However, Engineers Canada does not have the authority to require Members to change their governance practices or align with Engineers Canada's preferences.
- Additionally, the processes adopted by each Member to nominate directors to the Engineers Canada Board may limit the overall effectiveness of Engineers Canada's governance, as it does not encourage Councils to see the director nomination from Engineers Canada's 'board as a whole' perspective.
- We also note that in the past, only one Member has nominated more than one director for Engineers Canada. We propose changes in this document to assist Members in identifying additional potential nominees.

We have not reviewed Member by-laws, which are also outside the scope of this project. However, we are aware that director nomination processes are enshrined in council by-laws in some jurisdictions.

We believe it would be useful if Member Councils would be open to considering several actions in 2026. They are listed on the next page. Councils may find it useful to note that these practices are established "good governance" practices. We believe they would benefit both Engineers Canada and its Members who share a common overarching objective of having a more consistent regulatory approach and strengthening of the profession across Canada.



Suggestions for Member Councils

1. 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'.

2. 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.

3. 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.

Table of contents

Topic	#
Draft Governance Principles	4
Draft Solutions to Problem Statements	6
Issues out of scope	23
Initial Thoughts on Proposed Change Steps	26

Initial Thoughts on Changes Proposed and Implementation Steps

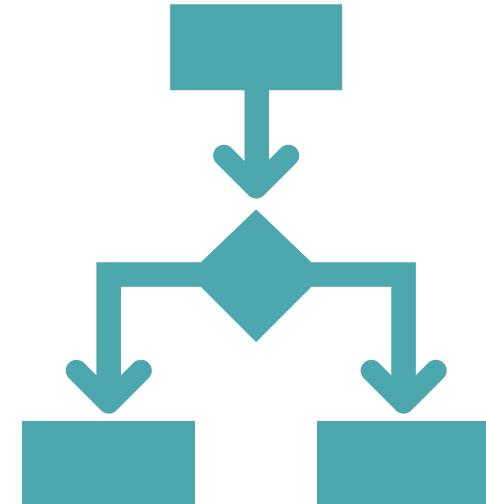
The initial draft content offered in this document has been shared with Members and other key interest holders in advance of their scheduled Round 2 consultations. The goal is to provide participants with meaningful discussion support and background reading for the potential solutions being considered by the review team as likely recommendations to board and members.

We also expect the consultation process will surface areas of further consideration, concern and feedback that will shape our plans for the Spring workshop with key interest holders (March 3, 2026) – and ultimately, our final recommendations to the Engineers Canada Board in our final report.

Member feedback is critical to shaping how we think and engage with key interest holders. We recognize that some of these recommendations represent significant change from current practices, and may be sensitive or difficult to absorb. We treat all discussions with the appropriate care, consideration and respect for the point of view being shared, and will do our best to reflect it carefully.

Also important for Round 2 participants to note, is that there are several ways to approach implementation. It can be helpful to consider how any changes or recommendations could be implemented. A few thoughts:

- We often recommend that decisions involving individuals in roles today are implemented at the point of natural turnover, such as at the end of a director's term. This can be helpful to de-personalize the recommendations, and ensure participants take a long-term view of the issue and proposed solution.
- We also note that some recommendations contemplated in this document will be within the purview of the Engineers Canada Board of Directors to decide independently. Others will require Member approval. These will be carefully outlined in our final report, with advice on the cadence and timing of decision-making.
- Part of this process may be to propose certain recommendations where alignment is more clear, sooner in the process, but defer other decisions to a later date.
- We look forward to the Round 2 consultations and hearing from Members to understand different perspectives, questions and areas that will need further exploration.



Self-Reflection Questions

Thinking about your organization's perspective on the proposed governance enhancements and options offered in this document:

- **What general feedback do you have?**
- **Do you believe the proposed solutions together address the three problems identified in Round 1?**
- **Which recommendations are you supportive of? Which ones are you not supportive of, and why?**
- **How will these recommendations support the mission of your organization (or not)?**



Cosgrove&Co.