

**MINUTES
ENGINEERS CANADA BOARD MEETING**

**APRIL 17, 2015
VIA TELECONFERENCE**

The following directors were in attendance

| | | |
|---------------------------|------------------------------|------------------------------|
| P. Amyotte, President | W.J. Beckett, Past-President | A. Bergeron |
| S. Bilodeau | T. Brookes | E. Cheung |
| G. Comrie | D. Ford | D. Freeman (part of meeting) |
| Z. Ghavitian | S. Gwozdz | C. Harwood |
| D. Jayas, President-Elect | R. Kinghorn | R. Kullman |
| N. Lawen | É. Potvin | C. Roney (joined at 13:25) |
| L. Staples | D. Walters | R. Shreewastav |

The following directors were absent:

D. Benson

The following advisors were in attendance:

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|----------|--------------|--------------|
| K. Allen | P. Blanchard | K. Woodhouse |
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The following advisors were absent:

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| M. Symonds (represented by P. Blanchard) | G. Lachiver | D. Paddock |
|---|-------------|------------|

The following constituent association delegates were in attendance:

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|-------------|-------------|--------------|
| T. Chong | G. Emberley | J. Landrigan |
| G. McDonald | A. McLeod | G. Pichler |
| R. Savoie | | |

The following staff were in attendance

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|---------------|--------------|----------|
| G. Legault | N. Martel | S. Price |
| K. Sutherland | C.A. Tyndall | |

The following observer was in attendance:

M. Mahmood

1. CALL TO ORDER

The Chair called the meeting of the Engineers Canada Board to order at 13:00 on Friday, April 17, 2015. He welcomed everyone and invited attendees to introduce themselves.

2. APPROVAL OF AGENDA

It was requested that item 8.1 be dealt with early on following some quick housekeeping items and approval of the Audited Financial Statements.

**On a motion by R. Kullman, seconded by R. Shreewastav, it was
RESOLVED THAT the agenda be approved as amended and the President be
authorized to modify the order of discussion as required.
Motion carried**

5500

CONSENT AGENDA

The Chair suggested that items 6.1(d), 6.1(e), 6.1(f), 6.2, 6.3(a), 6.3(b), 7.1(a) and 7.1(b) be considered consent agenda items and be voted on in one motion:

5501 **On a motion by J. Beckett, seconded by R. Kinghorn, it was
RESOLVED THAT consent agenda items 6.1(d), 6.1(e), 6.1(f), 6.2, 6.3(a), 6.3(b), 7.1(a)
and 7.1(b) be approved.
Motion carried**

3. APPROVAL OF MINUTES

5502 **On a motion by D. Ford, seconded by R. Kinghorn, it was
RESOLVED THAT the Board approve the minutes of the April 16, 2014, Board
teleconference, as presented.
Motion carried**

4. CEO UPDATE

4.1 Risk Register

The Chief Executive Officer introduced the risk register to highlight and emphasize to the Board the initiatives that may require their attention. This register will be updated and provided at each Board meeting.

5. ENGINEERS CANADA DRAFT AUDITED 2014 FINANCIAL STATEMENTS

L. Staples, Chair of the Audit Committee, directed members to the report included in the agenda book and noted his pleasure in reporting a clean audit. He confirmed that the committee is satisfied that the audit proceeded as planned and as expected, and that the statement is sound.

5503 **On a motion by L. Staples, seconded by D. Freeman, it was
RESOLVED THAT the Board approve the Engineers Canada financial statements for
the year ending December 31, 2014, as audited by KPMG LLP, and included in the
Annual Meeting of Members' agenda.
Motion carried**

The meeting then moved to agenda item 8.1 (motion 5504).

6. POLICY DEVELOPMENT AND ENHANCEMENT

6.1 Policy Amendments - Governance Process (GP)

5505 **On a motion by J. Beckett, seconded by C. Roney, it was
RESOLVED THAT the following be approved:
a) GP-3 Code of Conduct (amendment)
b) GP-3.0.1 Confidentiality (new policy)
c) GP-3.0.2 Director Consent and Declaration (new policy)
Motion carried**

6.2 Policy Amendments - Executive Limitations (EL)

- 5506 **On a motion by J. Beckett, seconded by D. Ford, it was
RESOLVED THAT the amendment to EL-7 Communication and Support to the
Board, be approved.
Motion carried**

7. POLICY MONITORING

7.2 Board Monitoring – Board-Management Delegation (BMD)

- 5507 a) **On a motion by J. Beckett, seconded by D. Ford, it was
RESOLVED THAT the review of policy BMD Global Board-Management
Delegation review be approved.
Motion carried**

- 5508 b) **On a motion by R. Shreewastav, seconded by D. Jayas
RESOLVED THAT the review of policy BMD-4 Monitoring Chief Executive
Officer Performance by D. Benson be approved.
Motion carried**

7.3 Chief Executive Officer Monitoring – Ends (E)

- a) E-2 Public Confidence in the Profession (lead reviewer Z. Ghavitian)

It was noted that this policy is the subject of ongoing review.

The lead reviewer noted that as the current policy is written, the Chief Executive Officer cannot comply as the policy is unreasonable.

- 5509 **On a motion by J. Beckett, seconded by Z. Ghavitian, it was
RESOLVED THAT this monitoring report is not required at this time due to
the need to review the policy.
Motion carried**

- b) E-3 Sustainability of the Profession (lead reviewer A. Bergeron)

- 5510 **On a motion by A. Bergeron, seconded by T. Brookes, it was
RESOLVED THAT the monitoring report partially confirms compliance with
policy E-2 during the reporting period. Following the meeting, the lead
reviewer will forward her feedback for future enhancements to the CEO.
Motion carried**

7.4 Chief Executive Officer Monitoring – Executive Limitations (EL)

- a) EL-3 Financial Condition (lead reviewer R. Kullman)

5511

On a motion by J. Beckett, seconded by R. Kullman, it was RESOLVED THAT on the basis that reserve funds were not used during the reporting period, this monitoring report is not necessary. Motion carried

R. Kullman requested that the language in section 7 of the monitoring report be reviewed as he believes there exists some confusion with the interpretation. The Chief Executive Officer confirmed that reserve funds had not been used during the period of the monitoring report.

- b) EL-5 Planning (lead reviewer D. Ford)

5512

On a motion by D. Ford, seconded by L. Staples, it was RESOLVED THAT the monitoring report confirms compliance with policy EL-5 during the reporting period. Motion carried

D. Ford noted that his review demonstrated that previous lead reviewer comments were respected and addressed in the report.

- c) EL-7 Communication and Support to the Board (lead reviewer C. Harwood)

5513

On a motion by C. Harwood, seconded by D. Ford, it was RESOLVED THAT the monitoring report partially confirms compliance with policy EL-7 during the reporting period. Future reports could be enhanced by focusing on improving the interpretations so that they define the descriptive words in the policies, include metrics that measure outcomes, and indicate why the interpretations themselves are reasonable. The evidence would then be easier to identify and report on in the future. The evidence should also reflect the requirements of the Policy Governance model. Motion carried

It was further noted that high levels of detail do not necessarily add value.

- d) EL-8 Position Statements (lead reviewer S. Gwozdz)

5514

On a motion by S. Gwozdz, seconded by Z. Ghavitian, it was RESOLVED THAT the monitoring report partially confirms compliance with policy EL-8 during the reporting period. Future reports could be enhanced by giving a better visibility to performance indicators and/or productivity KPI. It should include results or compilation of results. Motion carried

8. SPECIAL MONITORING REPORTS

8.1 Education Credential Assessment

The Chair ruled the motions submitted by PEO, but not included in the agenda book, in order.

S. Price provided an update on events since the release of the monitoring report, including:

- The Call for Proposal has been released and is available on Citizenship and Immigration Canada's website.
- An agreement with CIC would be for two years and renewable for two extra terms of two years each.
- There are two significant changes: the level of assessment and the requirement of confirmed support has changed from one to seven regulatory bodies.
- EC is in negotiation with the World Education Services to provide document verification and authentication services, as well as assessment of degree levels.
- EC is currently discussing IT contracts with several parties.
- A list of constituent association concerns has been created and staff is working with them to resolve concerns.

The Chair directed a lengthy and open discussion prior to and following the motion.

On a motion by A. Bergeron

RESOLVED THAT special monitoring report 8.1, Education Credential Assessment, does not provide evidence to confirm compliance with EL-2 which states that the CEO shall not cause or allow conditions, procedures or decisions which impede productive relations with constituent associations.

FURTHER RESOLVED THAT the Board require all work on the Education Credential Assessment program to be discontinued until such time as the Board is confident that EL-2, and in particular the relations with Professional Engineers Ontario, will not be irrevocably damaged.

The Chair ruled that they were two separate motions and that the second motion would be dealt with if the first motion is carried. If it is not carried, the second motion would be out of order.

That having been said, the first motion, repeated here, was moved by A. Bergeron, seconded by G. Comrie.

RESOLVED THAT special monitoring report 8.1, Education Credential Assessment, does not provide evidence to confirm compliance with EL-2 which states that the CEO shall not cause or allow conditions, procedures or decisions which impede productive relations with constituent associations.

On a further motion by S. Gwozdz, seconded by T. Brookes

RESOLVED THAT the PEO motion of non-compliance be deferred to the May 2015 Board meeting.

Motion carried (17 voting members present, 10 for, 7 against)

5504

8.2 Investment in Governance

The Chair suggested that this report be forwarded to the Governance Committee for their consideration. It was suggested that the financial investment in staff and volunteer education time be added to the report should it be requested again in the future.

9. CLOSING

The agenda having been completed, the meeting was adjourned.

Minutes prepared by N. Martel for:

Paul Amyotte, FEC, P.Eng.
President

Kim Allen, FEC, P.Eng.
Chief Executive Officer