

**MINUTES OF THE
ENGINEERS CANADA BOARD MEETING**

**SEPTEMBER 29-30, 2014
CHÂTEAU LAURIER
OTTAWA, ONTARIO**

<i>The following directors were in attendance</i>		
P. Amyotte, President	W.J. Beckett, Past-President	D. Benson
A. Bergeron	S. Bilodeau	T. Brookes
E. Cheung	G. Comrie	D. Ford
Z. Ghavitian	S. Gwozdz (absent Tuesday)	C. Harwood
D. Jayas, President-Elect	R. Kinghorn	R. Kullman
N. Lawen	E. Potvin	C. Roney (absent Monday)
R. Shreewastav	L. Staples	D. Walters
<i>The following director was absent:</i>		
D. Freeman		
<i>The following advisors were in attendance:</i>		
K. Allen	D. Paddock	M. Symonds
<i>The following advisors were absent:</i>		
G. Lachiver (represented by W. MacQuarrie)		K. Woodhouse
<i>The following constituent association delegates were in attendance:</i>		
D. Adams	M. Bapty	B. Crist
J. Dunn	G. Emberley	A. English
M. Flint	M. Friesen	J. Gilliland
L. Golding	K. King	G. Koropatnick
J. Landrigan	A. Loken	G. McDonald
A. McLeod	A. Mellema	C. Moen
D. Peters	C. Plourde	R. Sauvé
S. Wheeler	L. White	
<i>The following staff were in attendance</i>		
G. Legault	N. Martel	D. Smith
K. Sutherland	L. Tremblay	M. Walker
A. Lavoie	D. Yee	C. Comeau
E. Scharf	W. Meyer	
<i>The following guests was in attendance:</i>		
M. Boutin-Delisle (CFES)		

1. CALL TO ORDER

The president called the meeting of the Engineers Canada Board to order at 13:00 on Monday, September 29, 2013. He welcomed everyone and invited attendees to introduce themselves.

2. ADOPTION OF AGENDA

It was requested that the third bullet of agenda item 7.1c (GP-10) be removed from the consent agenda and be dealt with under agenda item 11.1d.

5458

On a motion by D. Benson, seconded by L. Staples it was RESOLVED THAT the Board adopt the agenda as amended for the September 29-30, 2014, meeting of the Engineers Canada Board and authorize the president to modify the order of discussion as required.

Motion carried

3. DECLARATION OF CONFLICT OF INTEREST

The following directors recused themselves from any participation in discussions and/or voting related to the agenda item 11.1d:

- J. Beckett (the Board was in agreement that he could present the item)
- P. Amyotte (the Board was in agreement that he could continue to chair)
- Z. Ghavitian
- D. Jayas

No other conflicts were identified.

4. ADOPTION OF MINUTES OF THE MAY 23, 2014, BOARD MEETING

D. Paddock requested an amendment to his report (update on ECA); he will forward his amendment to N. Martel.

5459

On a motion by R. Kinghorn, seconded by D. Ford, it was RESOLVED THAT the Board approve the minutes (incl. any appendices), of the May 23, 2014, Board meeting, as amended. Motion carried

5. STRENGTHENING GOVERNANCE

5.1 Meeting Evaluation Report - May 2014

D. Walters, author of the report, did not add anything further to his report.

It was noted that item 4 should have read GP-10 and not BP-10.

5.2 Deferred Monitoring Reports from May 2014

The chair noted that at its May 2014 Board meeting, the Board requested that the following eleven monitoring reports be referred back to the Governance Committee for review and recommendations:

- E Engineers Canada Purpose
- E-1 Consistency in Regulatory Standards and Practices
- E-2 Public Confidence in the Profession
- E-3 Sustainability of the Profession
- E-4 Protection of the Engineering Term
- EL General Executive Constraint
- EL-1 Treatment of Staff and Volunteers
- EL-2 Treatment of Constituent Associations
- EL-3 Financial Condition
- EL-6 Compensation and Benefits
- EL-7 Communication and Support to the Board

J. Beckett advised that the committee reviewed the monitoring reports at its August 5, 2014 meeting. In its assessment, it became clear to the committee that the scheduling of monitoring reports needed improvements; the revised schedule of monitoring reports would be brought forward at this meeting.

The committee looked at barriers in assessing the reports. An assessment tool was developed to help in that task. The directors were asked to assess the reports using the new assessment tool. The results showed that some work is required on the Ends statements as, in many cases, the Chief Executive Officer is being held accountable for things that are not measurable and/or achievable.

- 5460 **On a motion by J. Beckett, seconded by D. Benson, it was RESOLVED THAT this monitoring report partially confirms the accomplishment of End E during the reporting period. Future reports could be enhanced by providing metrics that measure outcomes and a rationale as to why the interpretation is reasonable.**
Motion carried
- 5461 a) **On a motion by J. Beckett, seconded by R. Kinghorn, it was RESOLVED THAT Ends Statement E-1 is referred to the Governance Committee for review as the CEO cannot be held accountable for constituent associations' regulatory standards and practices.**
Motion carried **Action by Governance Committee**
- b) **On a motion by J. Beckett, seconded by R. Kullman, it was RESOLVED THAT this monitoring report confirms the accomplishment of End E-1 during the reporting period. Future reports could be enhanced by providing metrics that measure outcomes.**
Motion carried
- 5462 a) **On a motion by J. Beckett, seconded by E. Cheung, it was RESOLVED THAT Ends Statement E-2 is referred to the Governance Committee for review as the CEO cannot be held accountable for public confidence in the profession.**
Motion carried **Action by Governance Committee**
- b) **On a motion by J. Beckett, seconded by D. Benson, it was RESOLVED THAT this monitoring report confirms the accomplishment of End E-2 during the reporting period.**
Motion carried
- 5463 **On a motion by J. Beckett, seconded by É. Potvin, it was RESOLVED THAT this monitoring report partially confirms the accomplishment of End E-3 during the reporting period. Future reports could be enhanced by improving the evidence available to ensure that compliance has been achieved, and providing rationales as to why the interpretations are reasonable.**
Motion carried
- 5464 **On a motion by J. Beckett, seconded by R. Shreewastav, it was RESOLVED THAT this monitoring report partially confirms the accomplishment of End E-4 during the reporting period. Future reports could be enhanced by providing rationale as to why the interpretation is reasonable.**
Motion carried
- 5465 **On a motion by J. Beckett, seconded by R. Kullman, it was RESOLVED THAT this monitoring report partially confirms compliance with Executive Limitation EL during the reporting period. Future reports could be enhanced by providing rationale as to why the interpretation is reasonable.**
Motion carried

- 5466** ***On a motion by J. Beckett, seconded by R. Shreewastav, it was RESOLVED THAT this monitoring report partially confirms compliance with Executive Limitation EL-1 during the reporting period. Future reports could be enhanced by providing rationale as to why the interpretation is reasonable. Motion carried***
- 5467** ***On a motion by J. Beckett, seconded by D. Jayas, it was RESOLVED THAT this monitoring report partially confirms compliance with Executive Limitation EL-2 during the reporting period. Future reports could be enhanced by improving the evidence available to ensure that compliance has been achieved, and providing rationales as to why the interpretations are reasonable. Motion carried***
- 5468** ***On a motion by J. Beckett, seconded by L. Staples, it was RESOLVED THAT this monitoring report partially confirms compliance with Executive Limitation EL-3 during the reporting period. Future reports could be enhanced by providing rationales as to why the interpretations are reasonable. Motion carried***
- 5469** ***On a motion by J. Beckett, seconded by D. Benson, it was RESOLVED THAT this monitoring report confirms compliance with Executive Limitation EL-6 during the reporting period. Motion carried***
- 5470** ***On a motion by J. Beckett, seconded by D. Benson, it was RESOLVED THAT this monitoring report partially confirms compliance with Executive Limitation EL-7 during the reporting period. Future reports could be enhanced by providing rationales as to why the interpretations are reasonable. Motion carried***

A discussion ensued on further improvements to the monitoring assessment tool.

On behalf of the Board, the President thanked the Chair for the work done on these monitoring reports.

5.3 Governance Committee Update

J. Beckett noted that the full Governance Coach reports will no longer be included on the agenda but will be available for review via the microsite. The May 2014 report has been posted.

5.4 Lessons Learned

J. Beckett advised the Board that lessons-learned comments were pulled from the Governance Coach report and consolidated into a glossary for education purposes and information to the Board. This glossary will be added to the website.

5.5 Non-material changes approved by the Governance Committee

J. Beckett reminded the Board that the committee is authorized to approve changes it views to be non-material, as set out in GP-9.3 Governance Committee Terms of Reference. To that end, the following changes had been approved by the committee at its August 5, 2014 meeting:

- Policy: Definition - Ends
Revised the definition of “Ends” from “That section of Board policy that states the reason for Engineers Canada’s existence” to “That section of Board policy that states the reason for Engineers Canada’s existence.
Ends answer three questions: what benefits should the organization produce, for whom, and how much they are worth?”
- Policy: Definition - Owners
Revised the definition of “owners” from “a term used in policy governance to mean Members” to “The constituent associations, from whom the Board derives its legal and/or moral authority and to whom the Board owes ultimate allegiance”.
- BMD-5 CEO Compensation and Expenses
Changed 9th bullet in 5.1 from “Costs for shots required for international travel” to “Pre-travel medical consultations, vaccines and medications required for international travel”.
Deleted 13th bullet under 5.1 “Traffic and parking violations”.
Moved the list of expenses under section 5.1, to section 5
- Policy: E-1 Consistency in Regulatory Standards and Practices
Changed E-1.3 from “Full mobility with jurisdictions exists where public accountability of engineering practice is required” to “Full mobility exists within Canadian and international jurisdictions where public accountability of engineering practice is required”.
- Policy: GP-2 Board Job Contributions
Modified section 1 from: “Create the link between the constituent associations and the operational organization” to “Create the link between the constituent associations, as the ownership, and the operational organization.”
- Policy: GP-9.5 Accreditation Board Terms of Reference and GP-9.6 Qualifications Board Terms of Reference
Removed the requirement for representatives to be from the Executive Committee.
Removed the requirement that the Executive Committee approve nominations.
Note: At the June workshop, the Board approved that one of its representatives on each the Accreditation and Qualification Boards no longer is required to be a member of the Executive Committee.

6. REQUIRED APPROVALS

None were presented at this meeting.

7. CONSENT AGENDA

7.1 Policy Modifications

J. Beckett presented the following policy modifications considered minor in nature, for approval.

5471

On a motion by T. Brookes, seconded by D. Ford, it was RESOLVED THAT the Board approve the following policy modifications as recommended by the Governance Committee at its August 5, 2014, meeting:

a) GP-6 Board Planning Cycle and Agenda Control

- **Modify section 1.4 from:**
 - 1.4. **Regular review of the content of Executive Limitations, Governance Process and Board-Management Delegation policies. This review will be carried out by Directors through a rotation list maintained by the Governance Committee.**

to:

1.4 Regular review of the content of Executive Limitations, Governance Process and Board-Management Delegation policies. Policies will be assigned to Directors for initial review and suggestions through a rotation list maintained by the Governance Committee. The Board as a whole will engage in deliberation on those suggestions.

b) GP-9.3 Governance Committee Terms of Reference

- **Modify section 2.1 from:**

2.1 To make non-material changes to Board policies, such as the correction of typographical and grammatical errors, to ensure the consistent use of terminology and plain language, and to update references. All such changes shall be reported to the Board at its next meeting.

to:

2.1 To make changes to Board policies, such as the correction of typographical and grammatical errors, to ensure the consistent use of terminology and plain language, and to update references. All such changes shall be reported to and ratified by the Board at its next meeting.

c) GP-10 Board, Committee and Other Volunteer Expenses

- **Modify section 1.2 from: “president’s partner” to “president’s guest”.**
- **Modify section 1.3 from: “partners of Board members” to “guest of Board members”.**
- **Delete current section 2.5.1 (maximum reimbursement shall be for a mid-sized vehicle) and renumber section 2.5.1.1. as 2.5.1.**
- **Remove the redundant references to “original receipts” in all sections except in sections 9 and 9.1.**

d) EL-3 Financial Condition

Add section 7 “Use reserve funds identified in GP-15.”

e) Appendix C

Amendments to monitoring schedule to achieve a more equitable distribution of monitoring reports throughout the annual Board meeting schedule.

Motion carried

8. OWNERSHIP LINKAGE

8.1 Big Picture Thinking

The session was facilitated by C. Comeau. The topic for this session centered on the “Express Entry Immigration System”. A report on the session will be available on the EC microsite. Reports of past sessions are also posted on the microsite.

8.2 Presidents Group Report

Chair J. Gilliland noted the issues to be discussed at the group’s meeting to be held the following day: the group’s terms of reference, the group’s perception on their future role, and continued discussion from the morning’s Open Forum session.

8.3 Chief Executive Officers Group Report

D. Paddock reported on the group’s last meeting held in Campbell River, BC in August 2014. He highlighted some of the items discussed: recommendations on amendments to End E-2, credential recognition and the Washington Accord, education models, update on education credential assessment project and implications, request from

APEGBC re maternity/paternity/EI benefits, practices in aviation industry, aboriginal engagement strategies and initiatives, proposed EC online competency assessment project and comparison to APEGBC's, K. Allen updated the group on the recent IEA meeting, the Career Focus program, and Engineers Canada's 2014/15 operational committees. A. English demonstrated APEGBC's online registration system launched in June 2013.

8.3.1 Framework for Regulation Status Report

D. Paddock noted the name change and reminded the Board that the group will be getting together in the fall to restart work on the framework.

8.4 Linkages Task Force Update

D. Jayas advised that the Board task force had its Inaugural meeting on August 28. Task force members are J. Beckett, T. Brookes, A. Bergeron and É. Potvin, chaired by D. Jayas.

At that meeting, the group reviewed the terms of reference, the proposed work plan, as well as associated policies; revised terms of reference are submitted for approval on this agenda under item 11.2. The group also reviewed directors' linkage with the constituent associations.

Consultation will occur until January 15, 2015. The task force will present a report on the survey results in February 2015.

A substantive discussion ensued on the subject of various linkages and task force timelines, frustration over the length of time spent on process at Board meetings, directors' fiduciary responsibilities.

9. **BOARD EDUCATION**

9.1 Board Committees Report

9.1.1 Canadian Engineering Accreditation Board Update

On behalf of Chair G. Lachiver, W. MacQuarrie reported on the work of the AB, and gave a presentation, to be posted on the Board microsite following the meeting.

A question and answer session followed; some of the items discussed:

- How EC compares to other professions with respect to accreditation.
- Registration of professors – AB looks at qualifications (education, overall qualifications and competency) of faculty, but not at licensure. There is a requirement that the Dean of Engineering at teaching institutions be registered. Accreditation requirements are the only impetus to registration by academia.
- Fast-tracking of foreign educated engineers - The intent of the Washington Accord is to recognize education received by foreign students from an academic point of view.
- Classifications of institutions.
- Concern expressed by deans about the cost of accreditation. In response to a question as to whether AB is looking at streamlining the process to reduce cost by universities, W. MacQuarrie responded that the Board is looking at options to assist institutions.
- Value of observers appointed by EC's Board to AB. Board was

encouraged to continue this practice and continue to work openly with AB.

- Controversy over naming; i.e. EC Board vs the Accreditation Board.

9.1.2 Canadian Engineering Qualifications Board Update

Chair M. Symonds reported that for the past 18 months, a great deal of turmoil has been experienced by the QB in trying to understand relationships all around. Some of the issues raised were:

- Reporting structure - If the QB was to report to the EC Board, how can QB be assured it will have the staff support when needed and that strategic direction will be provided in a timely manner when needed? If the QB was to report to the CEO, what level of influence would he have in its operation? If the QB does not report to the CEO, how can he claim any outcome?
- Some work has been done by QB to determine its contribution/influence to policy governance by mapping its activities to the Ends policies.
- QB has noted a distinct drop in participation, communications and support by the constituent associations.

Overall, it has been a very difficult transition period for the QB.

A question and answer session followed; some of the items discussed:

- Confirmation by the President that the AB and QB continue to report to the Engineers Canada Board. The Board has a responsibility to address the QB's concerns.
- N. Lawen, one of the two Board observers on the QB noted he was impressed with the work of the Board. He identified three main issues: communication at all levels, who determines the issues QB should work on and whether the QB should be a Board or an operational committee.
- D. Walters echoed the comments of N. Lawen. Although most of the Board's issues had been captured, he added that the EC Board has failed to give the QB sufficient direction and needs to strengthen the link between QB and the constituent associations. Serious consideration is required as to process; how to give QB the direction required to further the Ends and who monitors the QB?

It was felt that the Board needs to settle the issues addressed by QB in short order. It is also important that it be done right. The problem we are trying to solve is how the QB fits within policy governance. Further steps may include discussions with the Governance Committee and the AB.

5472

On an amended motion by D. Walters, seconded by N. Lawen, it was RESOLVED THAT the Board of Engineers Canada set up a working group made up of Board representatives (N. Lawen and D. Walters) and the QB executive (M. Symonds, P. Blanchard, S. Barrington) to consider the following and other issues, and produce a policy direction to work towards solutions:

- 1. Relationship between QB and the Board***
- 2. Communications***
- 3. Responsibility***
- 4. Authority***

5. **Relationship with staff of Engineers Canada**
6. **Relationship with CAs and the CEO group**
7. **Deliverables**

**The representatives will report back to the Board at the February 2015 meeting.
Amended motion carried unanimously**

9.2 Canadian Federation of Engineering Students Update

President M. Boutin-Delisle addressed the group and noted the issues being considered by the Federation as well as upcoming events: code of conduct, inclusivity in engineering, raising awareness, and improved application of bilingualism as a strength. The CFES Congress will be held January 2-8, 2015 in Winnipeg.

10. ENDS ITEMS

10.1 Proposed Amendments to Ends Policies

No items were presented at this meeting.

11. GOVERNANCE PROCESS ITEMS

11.1 Proposed Amendments to Governance Process Policies

J. Beckett presented the proposed policy modifications:

a) GP-7.1 Process for In-camera Sessions

5473

**On a motion by J. Beckett, seconded by R. Kullman, it was
RESOLVED THAT the Board approve a new policy GP-7.1 "Process for In-camera Sessions" as recommended by the Governance Committee.
Motion carried**

b) GP-9.6 Qualifications Board Terms of Reference

It was requested that duplication in sections 3.4 and 3.5 be corrected and that the term "professional" be removed when found in front of the word engineering, in every instance.

5474

**On an amended motion by D. Benson, seconded by R. Kinghorn, it was
RESOLVED THAT the Board approve the modifications to GP-9.6
"Qualifications Board Terms of Reference" with a further amendment; the
removal of the term professional, in every instance, in front of engineering.
Amended motion carried**

5475

c) GP-14 Tracking of Volunteer Hours

**On a motion by J. Beckett, seconded by E. Cheung, it was
RESOLVED THAT the Board approve the removal of policy GP-14 "Tracking
of Volunteer Hours" as recommended by the Governance Committee.
Motion carried**

d) GP-10 Board, Committee and Other Volunteer Expenses

The President reminded the Board of the declared conflicts.

**On a main motion by D. Ford, seconded by R. Shreewastav, it was proposed
to add a section 1.4 "Engineers Canada past-presidents are eligible to attend
the annual general meeting for the first 10 years after their presidency (1
year as past-president and 9 additional years) and will be compensated for
travel expenses and event registration costs if they reside in Canada."**

6 in favour – 10 opposed

On an amended motion by T. Brookes, seconded by D. Benson, it was proposed to add a section 1.4 “Engineers Canada past-presidents are eligible to attend the annual general meeting for the first 5 years after their presidency (1 year as past-president and 4 additional years) and will be compensated for travel expenses and event registration costs if they reside in Canada.”

6 in favour – 8 opposed – 1 abstention

After considerable discussion, both the main and the amended motions were defeated.

11.2 GP-11.1 Linkages Task Force Terms of Reference

At the request of the Board, D. Jayas, Chair, presented the Linkages Task Force’s revised terms of reference for Board approval.

5476 **On a motion by D. Jayas, seconded by A. Bergeron, it was RESOLVED THAT the Board approve a new policy GP-11.1 “Linkages Task Force Terms of Reference”.**
Motion carried

12. GOVERNANCE PROCESS POLICY MONITORING (REVIEW)

12.1 GP-2 Board Job Contributions (R. Kinghorn)

5477 **On a motion by R. Kinghorn, seconded by D. Benson, it was RESOLVED THAT the Board approve the review of policy GP-2 “Board Job Contributions” as presented.**
Motion carried

12.2 GP-3 Code of Conduct (S. Bilodeau)

S. Bilodeau noted one element that preoccupied him, that of director engagement on the application of policy governance. He felt a formula has to be developed to appropriate the governance model in order to ease discomfort. It was his wish that the Board review the directors’ code of conduct annually as a reminder.

5478 **On a motion by S. Bilodeau, seconded by D. Ford, it was RESOLVED THAT the Board approve the review of policy GP-3 “Code of Conduct” as presented.**
Motion carried

12.3 GP-9.2 Audit Committee Terms of Reference (R. Shreewastav)

5479 **On a motion by R. Shreewastav, seconded by S. Bilodeau, it was RESOLVED THAT the Board approve the review of policy GP-9.2 “Audit Committee Terms of Reference” as presented.**
Motion carried

12.4 GP-10 Board, Committee and Other Volunteer Expenses (D. Walters)

D. Walters noted he does not consider it proper for an individual director to review this particular policy and recommends that in the future, the review be referred to the Audit Committee.

5480 ***On a motion by D. Walters, seconded by J. Beckett, it was RESOLVED THAT the Board approve the review of policy GP-10 “Board, Committee and Other Volunteer Expenses” as presented. Motion carried***

13. **BOARD-MANAGEMENT DELEGATION ITEMS**

13.1 Proposed Amendments to Board-Management Delegation Policies

No items were presented at this meeting.

14. **BOARD-MANAGEMENT DELEGATION MONITORING (REVIEW)**

14.1 BMD-3 Delegation to the Chief Executive Officer (J. Beckett)

5481 ***On a motion by J. Beckett, seconded by D. Jayas, it was RESOLVED THAT the Board approve the review of policy BMD-3 “Delegation to the CEO” as presented. Motion carried***

15. **EXECUTIVE LIMITATIONS ITEMS**

15.1 Proposed Amendments to Executive Limitation Policies

J. Beckett noted the intent of this motion is to ensure that of highlighting that the Chief Executive Officer is not involved in decisions involving the AB and QB.

5482 ***On a motion by J. Beckett, seconded by D. Benson, it was RESOLVED THAT the Board approve removing “Terms of Reference” from the title of the policy and moving the orphan statement “Other than support services to the Accreditation and Qualifications Boards, the chief executive officer shall neither conduct nor make decisions regarding accreditation and qualifications services” at the bottom of EL-8 to a new policy EL-9 “Accreditation and Qualifications Boards” as recommended by the Governance Committee. Motion carried***

16. **MONITORING CHIEF EXECUTIVE OFFICER PERFORMANCE**

16.1 Ends

None scheduled for monitoring at this meeting.

16.2 Executive Limitations

16.2.1 EL-3 Financial Condition (discussion led by L. Staples)

L. Staples noted that he used the assessment tool to carry out his review and believed this monitoring report was a significant improvement over previous reports. He identified further improvements:

- Fiscal jeopardy has been defined as the use of reserve funds; leading indicators should be identified prior to that happening.
- With reference to borrowing of funds (aggregate credit card limit), the limit should be identified.

5483 ***On a motion by R. Kinghorn, seconded by C. Harwood, it was RESOLVED THAT the monitoring report confirms compliance with policy EL-3 during the reporting period. Motion carried***

16.2.2 EL-5 Planning (discussion led by R. Kinghorn)

R. Kinghorn identified further improvements:

- In the overall statement, additional comments could be added with respect to human resources, both at EC and constituent associations, as well as other resources. Alternately, this should be renamed financial planning instead of just planning. Proper planning includes beyond what is identified in GP-15.
- If referencing proportionality, proportions should be defined.
- Rather than adding a reference to VP, a good enhancement would be to say where the evidence is stored.
- With respect to section 2, long-term liabilities should be identified.
- Specific example of risk assessment should be done (i.e. membership numbers).
- More rationale for reasonableness of interpretation required; must be able to measure some outcomes.

5484

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

16.2.3 EL-7 Communication and Support to the Board (discussion led by T. Brookes)

T. Brookes identified further improvements:

- Subsection 1 – there was agreement that this section should be eliminated.
- Would prefer to see “compliance will be achieved when” written more as a preferred result rather than an action item.
- Section 3 – evidence of non-compliance by the Board is listed concisely,
- Section 4 – there is opportunity to flesh out interpretations to be more fullsome. Lack of complaints does not equal evidence of compliance.
- Improved interpretations and evidence required; rationale missing.
- Section 5 – should indicate preferred result instead of non-compliance; more details on non-compliance tracking system would be welcome.
- Section 6 – laid out nicely but would like to see options for raising the 80% indicated.

5485

On a motion by T. Brookes, seconded by D. Ford, it was RESOLVED THAT the monitoring report partially confirms compliance with Executive Limitation EL-7 during the reporting period. Future reports could be enhanced by providing rationales as to why the interpretations are reasonable. Motion carried (3 opposed)

17. INFORMATION REQUESTED BY THE BOARD (3:17)

No items were presented at this meeting.

18. OTHER INFORMATION

18.1 President's Update

The Chair reported on his linkage with constituent associations and visits across the country, on behalf of Engineers Canada.

18.2 Chief Executive Officer Update

K. Allen provided a PowerPoint presentation to update the Board on four items; environmental scan, public affairs activities, ethics and professionalism and career action program. The presentation will be available on the microsite following the meeting.

18.3 Office Space Project – Purchase vs. Lease Financial Considerations

G. Legault, Vice-President, Business Development and Services, presented the financial considerations with respect to the office space project (purchase vs. lease).

The Chair proposed that a Board teleconference be scheduled in the near future to deal with this issue; the teleconference is to include constituent associations.

Action by CEO

19. MEETING EVALUATION

19.1 Report on the Meeting

A. Bergeron presented her report on the process and where applicable and offered a few enhancements:

- Reformatting the agenda to place decision items at the beginning with policy governance items near the end.
- Focus on obtaining and considering more ownership input,
- Interaction with owners was good at this meeting.
- Diversity of viewpoints was respected and good debates occurred.
- At this meeting, she felt like the Board had dealt mostly with the present.
- Great job by the Chair; directors' roles well done.
- The Board enjoyed the big picture thinking – in light of linkage, wonders how the owners feel about it?
- CEO's report should be moved up to allow for more discussion.

A dissenting report was presented by a director who felt frustrated and alarmed with only a small part of the agenda dealing with substantive issues. He felt the Board was not spending its time as a Board appropriately and alarmed to hear that constituent associations question the value of Engineers Canada and when substantive concerns are voiced but not dealt with.

It was requested that the Executive Committee take these issues under advisement; if the issues are operational, the CEO should address them, if not the Board should address them by policy.

Action by Executive Committee

20. ADJOURNMENT

The president adjourned the meeting.

Minutes prepared by N. Martel for:

Paul Amyotte, FEC, P.Eng.
President

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