

Open Forum

Paul Amyotte, FEC, P.Eng., President

May 21, 2015



Today's Agenda

- 8:00 Welcome & Introductions (P. Amyotte)
- 8:05 Lessons Learned Taskforce Panel (C. Roney, A. English, S. Bilodeau)
- 9:30 Presentations – Strengthening Governance
 - Five year Synergy Review (J. Beckett)
 - Linkages Task Force (D. Jayas)
- 10:15 Coffee Break
- 10:35 Alternate Governance Proposal - Panel (D. Jayas & J. Beckett)
- 10:55 Big Picture Thinking Follow-up - Canadian Experience Requirement (C. Comeau)
- 11:15 Presentation: Kathleen Moore
Director, Domestic & International Labour Mobility Unit - Government of Alberta
- 11:45 Discussion

Lessons Learned Task Force

Chris D. Roney, FEC, P.Eng.



Strengthening Governance

Presentations

- Five Year Synergy Review - Jim Beckett
- Linkages Task Force Report – Digvir Jayas

Panel Discussion

- Alternate Governance Proposal

Five Year Synergy Review

W. James Beckett, P.Eng., FEC, FGC (Hon.)



Why are we here?

The 2010 Synergy Task Force Review included a recommendation that:

Engineers Canada's Board of Directors will conduct a full review of the effectiveness of the 2010 changes and the subsequent ongoing improvements and make recommendations for consideration by the Constituent Associations at the May 2015 Engineers Canada annual general meeting.

Views & Recommendations

This report provides the 2014-2015 Past-President's views on the effectiveness of the 2010 Synergy changes, and makes recommendations for consideration.

Views & Recommendations

1. Size of the Board
2. Makeup of the Executive Committee
3. Board Voting and Approval Protocol
4. Rules of Order
5. Observers to the Board
6. Role of the Assembly of Constituent Associations
7. CA Right to Appoint and Remove Directors
8. Accreditation and Qualifications Boards

Size of the Board

- At 22 Directors, with 5 Advisors, (and growing) the Board is very large.
- While this number of Directors and Advisors is very effective at serving the interests of the Constituent Associations and other stakeholders, it clearly struggles with holding the Chief Executive Officer accountable to the Ends.
- As a result a disproportionate amount of Board time is spent on governance matters, and not enough on serving the interests of the owners.
- Consideration should be given to reducing the size of the Board to focus primarily on governance issues and management, and to developing an inclusive body which would focus on serving the interests of the owners.

Makeup of the Executive Committee

- With the changes in assessed members that have occurred since 2010, the makeup of the Executive Committee (2 from the West, 1 from Ontario, 1 from Quebec, 1 from the Atlantic Provinces, and 1 member-at-large) no longer matches the intentions of the Synergy Task Force.
- Additional clarity is required to determine if the makeup of the Executive Committee is expected to ensure regional representation, or to ensure guaranteed seats for the largest Constituent Associations.
- In addition, the role of the Chair of the Chief Executive Officers Group as advisor to the Executive Committee should be reviewed.

Board Voting and Approval Protocol

- The Bylaws require the Board to approve the annual budget of Engineers Canada.
- This is somewhat inconsistent with current Board policies, and should be addressed.

Rules of Order

- The Bylaws should be amended to adopt Robert's Rules of Order, and new Directors should be trained in the use of these rules.

Observers to the Board

- The Synergy Task Force expected Constituent Association Presidents and Chief Executive Officers to attend all Board meetings.
- In addition, members of the Canadian Engineering Leadership Forum were appointed as observers, and expected to attend Board meetings.
- Unless the Linkages Task Force identifies a better Board-Constituent Association linkage mechanism, Constituent Association Presidents and Chief Executive Officers should continue to attend Board meetings, which they agreed to do when they approved the recommendations of the Synergy Task Force.
- The role of the Canadian Engineering Leadership Forum members as Board observers has not been working effectively (with the possible exception of the Canadian Federation of Engineering Students), and should be amended if it is not clearly warranted.

Role of the Assembly of Constituent Associations

- The role of the Assembly of Constituent Associations has been unevenly applied since the Synergy Task Force Recommendations were accepted.
- Constituent Associations must provide input on the activities and actions of Engineers Canada.
- The expectation of the Synergy Task Force was that this would be done primarily through the Directors.
- The Linkages Task Force should review the relationship between the Assembly of Constituent Associations and the Engineers Canada Board.
- In addition, the Bylaws should be revised to reserve the super majority voting protocol (60% threshold) for significant matters, rather than mundane items such as approval of the agenda or previous minutes.

CA Right to Appoint and Remove Directors

- Constituent Association Right to Appoint and Remove Directors. As mentioned above, there is a current conflict with the Engineers Canada Bylaws and the *Canada Not-for-Profit Act* which needs to be resolved.

Accreditation and Qualifications Boards

- Canadian Engineering Accreditation Board and Canadian Engineering Qualifications Board.
- The work these two Boards do is a significant component of value provided by Engineers Canada to the Constituent Associations.
- Work is required to eliminate the current sense of frustration that exists.
- It is not apparent that the Engineers Canada Board is prepared to perform the “hands-on” role of supervising these two very important Boards.

Board Linkage with Ownership

Digvir Jayas, FEC, Ph.D., P.Eng., Chair
May 21, 2015



Linkages Task Force Final Report

- Task Force - Members & Mandate
- Charges Completed
- Survey Results
- Barriers to True Linkages
- Alternative Governance Proposal
- Discussion

Task Force Members

Directors

- Digvir Jayas - Chair
- Jim Beckett
- Annette Bergeron
- Terry Brookes
- Éric Potvin

CA Representatives

- Ann English
- Mark Flint
- David Adams
- Andrew Loken

Mandate

To enhance the Board's effectiveness and efficiency by creating a program of Board two-way dialogue and deliberation with constituent associations to inform Board policy development with particular emphasis on Ends policies.



Charges

Work Completed



Assigned Tasks

- ✓ Identify practices, resources and develop the baseline, through consultation with the constituent associations, to form a three-year linkage plan as set out in GP-11(3).
- ✓ Recommend a plan of action that includes a structure, baseline, practices, resources and work plan for the Board to manage the linkage plan.
- ✓ Prepare a report for the Board to report to the constituent associations at the 2015 annual general meeting.

Assigned Work Completed

Board will consider the three-year linkage plan tomorrow.



Survey Results

Promising Practices



Survey Results

- Disappointing response
- Directors – 16 of 22 responded
 - 12 questions – 9.5 minute survey
- Constituent association councillors – 64 of 189
 - 7 questions – 4.5 minute survey
- Constituent association review of directors
 - 6/12 associations reported on 12/22 directors
- Engineers Canada Director Consultation
 - 9/12 associations responded

Surveys are Part of the Answer

Promising practices were identified

- Education of Council on an element of Engineers Canada at each meeting.
- Engineers Canada director provides a 30 minute Engineers Canada orientation during new councilor orientation.
- Conference call with President, CEO, senior staff and EC directors to go over Engineers Canada agenda.
- Invite Engineers Canada directors to constituent association planning session.
- Do not overthink it - it is an effective two-way dialogue.
- Some of the practices are already being implemented!

Barriers to True Linkages



Stage 1 – Foundation for Ownership Linkage

- ✓ Policy governance principles related to linkages
- ✓ Who are the owners?
- ✓ Definition of linkages
- ✓ Purpose of each linkage
- ✓ Benefits of linkages
 - Barriers to ownership linkages

Barriers and Questions

- Who speaks on behalf of the constituent associations?
- Owner wrong concept/misnomer

Suggestion: drop owner and refer to constituent associations! Have one term!

- Context: owner – long-term view; customer – what am I getting today, consumers of products; constituent associations are both; tension; all over the map now; some tasks done by staff.
- Need for a term limit for directors.



Barriers and Questions

- Double duty for directors to ensure linkages, compared to other boards – only fiduciary duty.
- It dilutes accountability when you have many directors from the same jurisdiction.
- Too many people at each Board meeting
 - Why does it take 51 people at every board meeting (22 directors, 5 advisors, 12 presidents, 12 CEOs)?
- Councils too busy to do their stuff and too new and short-term to understand and provide meaningful input to Engineers Canada.

Policy governance not perfect; adapt it

- Purpose vs. Articles of Incorporation?
Total alignment is required
- If Ends are wrong, change them; do not blame the model!
- Fundamental linkage: staff to staff component; not just Board job as per model!
- Eliminate frustrations of governance;
 - Should have only a few Board committees (audit, governance, compensation).
 - Get people involved as per their interest, expertise required.
 - QB and AB are Board committees is this hindering linkages?
 - Board cannot provide required oversight.

Who speaks on behalf of the constituent associations?

- Survey: all over the map.
- CEOs on Chief Executive Officers Group mostly as a jurisdictional expert.
- President on Presidents' Group as owner!
- How can Chief Executive Officer have an impact and not be at the governance table?

Alternative Governance Proposal

Assembly of Member Delegates
Smaller Board



Assembly of Member Delegates Concept

- Make it the Key Linkage event – start in 2016.
 - Replaces the Meeting of Members.
 - Increases the number of constituent association councilors attending.
 - Current Board could serve as the transitional structure.
- Voting conducted in the same manner as the current meeting of members – 2/3 members + 60% registrants.

Objective of Assembly of Member Delegates

- National alignment is the goal
 - how to break barriers
 - share understanding
- Linkages more than PR
 - receiving policy direction
- Engineers from all provinces resolved to drop personal or group interests and work together for the sake of one united profession throughout Canada.



Assembly of Member Delegates Approval Items

- Key 3-4 directional issues for the profession following a full briefing and thoughtful debate.
- Election of the:
 - president-elect, and
 - Board members (staggered terms).
- Current approvals required by Members, such as
 - Amendments to Per Capita Assessments,
 - Requests for special project funding,
 - Enactment, amendment or repeal of Articles which includes, changes to Engineers Canada name and purposes) or Bylaws, in accordance with the requirements of the Act.

Smaller Board

- Composition similar to the Engineers Canada Executive Committee
 - *AGEGA is only filling 2 of its 4 Board seats for 2015-16*
- Provide oversight to Engineers Canada CEO.
- Board meets at the workshop, Fall and Winter meetings without observers.
- Prepare strategic items for Assembly of Member Delegate consideration.



Task Force Willing to Advance the Proposal

- Board is being asked to:
 - Refer the decision to continuing work on the alternative to the meeting of members.
 - Expand the Terms of Reference for the Linkages Task Force to work out the details and report at special meetings of members at the Fall Board meeting and possible approval at the Winter Board meeting.

Other Considerations



Recommendations

- Engineers Canada advise constituent associations that CEOs involvement as director is welcome.

So, what do you think?



COFFEE BREAK

10:15 – 10:35



Big Picture Thinking Follow-up - Canadian Experience Requirement

Christina Comeau



Summary of BPT Discussion

- >>
- >>

Adjustments to Ends



Kathleen Moore

**Director, Domestic and
International Labour Mobility Unit
Government of Alberta**



Discussion



Thank you!

