

EXECUTIVE COMMITTEE MEETING  
 Wednesday, January 9, 2019 (1:00 – 3:00 pm ET)  
 Webinar  
 APPROVED MINUTES

Committee Members			
A. Bergeron, Chair – Present	D. Lynch – Present	R. Kinghorn – Present	K. Baig - Absent
S. Devereaux – Present	D. Gelowitz – Present	C. Parenteau – Present	
Advisor			
A. English – Present			
Staff			
G. McDonald – Present	S. Price - Present	W. Guy - Present	

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| 1. | <p><b>CALL TO ORDER AND APPROVAL OF AGENDA</b><br/>         The chair called the meeting to order at 1:00 pm.<br/>         Moved C. Parenteau seconded by D. Gelowitz that the agenda be approved and that the President be authorized to modify the order of discussion.<br/>         CARRIED</p>   |
| 2. | <p><b>APPROVAL OF MINUTES</b><br/>         Moved by C. Parenteau, seconded by D. Gelowitz that the minutes of the December 10, 2018 Executive Committee be approved.<br/>         CARRIED</p>  |
| 3. | <p><b>POLICY APPROVAL</b><br/>         Policy 4.12 Board self-assessment.<br/>         A. Bergeron introduced the policy and solicited input section by section. The policy was edited to reflect the conversation with some minor changes. A brief discussion about meeting assessment occurred and it was agreed that a paper survey would be added in an effort to increase the response rate.</p> <p>It was agreed that the meeting assessment would remain in-camera, and the in-camera session would be staged in the agenda. Unless additional items were added, the first stage would include Board members, its direct reports (CEO, and Chairs of the CEAB and CEQB), the CEO Group advisor, and the Corporate Secretary. The second stage would be the Board members and the CEO, and the third stage would be Board members only.</p> <p>It was clarified that if the committee structure was to change, and the Executive Committee no longer existed, the policy would be rewritten.</p> |

#### Policy 4.13 Individual director assessment

A. Bergeron introduced the policy and solicited input section by section. The question if the regulators would have access to individual board assessments was raised, and it was agreed that these would not be shared, but that attendance could be. A. English noted she would solicit feedback from the CEO Group on reporting of Engineers Canada directors performance. A. Bergeron requested that each Executive Committee member discuss director performance with their regulator and report back at the next meeting.

It was agreed that attendance for board meetings and committee meetings would be included in the board package. A. English volunteered to send a template that Engineers & Geoscientists BC was currently using.

A discussion around the necessity and work load of face to face checkins occurred, and A. English added that this is the recommendation of the Institute of Corporate Directors (ICD). It was agreed that an in person discussion could provide greater feedback, and this item in the policy was not modified.

Consensus was that both policies would be put before the Board on March 1, 2019 for approval, with the understanding that committee structure, and regulator feedback on director performance may require them to be modified.

#### OTHER BUSINESS

A. Bergeron introduced a proposed motion by PEO that has been tentatively added to the March 1<sup>st</sup> board meeting agenda.

G. McDonald provided a background of the current situation, noting that OSPE and Consulting Engineers Ontario (C.E.O.) were concerned about the affinity funds regarding PEO, and wrote the Attorney General of Ontario. On December 14, 2018 the Attorney General sent a letter urging the three organizations to work together before PEO moves forward. As a result PEO has not made a decision on the funds. President Dave Brown requested that Engineers Canada hold the funds in abeyance until they have had an opportunity to discuss with OSPE and C.E.O. PEO had until end of 2018 to decide to join the program, and TD is willing to agree to this request with the extension being until April 30<sup>th</sup>, 2019.

The Executive Committee agreed this motion could be added to the agenda for the March 1, 2019 board meeting, presented with an accompanying briefing note. Consideration is being given to who will present the motion, and if there are any conflicts of interest.

A. Bergeron discussed the current order of the board meeting agenda, and requested that some items be reordered. The committee agreed the new order made sense, and that the agenda would be updated as discussed.

4. CLOSING

All business being completed, the meeting was adjourned at 1:54pm.

The next meeting will be March 27, 2019.

**Action items:**

Item #	Action	Responsible
1.	Survey CEO Group for feedback on Engineers Canada Director performance	A. English
2.	Solicit informal feedback from respective regulators on Engineers Canada Director performance	Each committee member
3.	Send attendance template to Engineers Canada	A.English
4.	Reorder agenda	W. Guy