

**UNAPPROVED MINUTES OF THE
184th ENGINEERS CANADA BOARD MEETING
September 27, 2017
Fairmont Château Laurier
Ottawa, ON
Adam Room**

The following directors were in attendance		
R. Kinghorn, President	A. Bergeron, President-Elect	C. Roney, Past-President
K. Baig	J. Boudreau	T. Brookes
D. Brown	L. Champagne	D. Chui
S. Devereaux	L. Doig	J. Dunn
G. Faulkner	D. Gelowitz	S. Gwozdz
J. Holm	W. Hunt	D. Jayas
D. Lynch	C. Parenteau	R. Shreewastav
R. Trimble		
The following directors send regrets		
Z. Ghavitian		

The following advisors were in attendance		
J. Biedermann (NCDEAS)	A. English (CEOG)	W. MacQuarrie (AB)
D. Peters (QB)	S. Price (Engineers Canada)	

The following observers were in attendance		
E. Barber	S. Bilodeau	C. Dixon
R. Dony	G. Dunphy	G. Emberley
L. Golding	S. Jha	K. King
Z. Kripki (CFES)	J. Landrigan	J. Lindsay
K. MacLeod	G. McDonald	R. McDonald
A. McLeod	J. Nagendran	R. Stewart
J. Tink	J. Underhill	L. White

The following staff were in attendance		
C. Brown	B. Gibson	V. Kelly
M. Ouellette	L. Scott	D. Smith
J. Christou	J. Southwood	D. Yee
D. Lapp	L. Villeneuve	E. Spence
C. Christoffersen	J. Monterrosa	W. Guy

1. In Camera Session

On a motion by C. Parenteau, seconded by D. Jayas, it was resolved ***THAT the meeting move in camera and be closed to the public for the purposes of discussing personal matters about an identifiable individual, labour relations or employee negotiations, litigation or potential litigation, and that the permitted participants shall be the Directors of Engineers Canada and the Interim Chief Executive Officer.***

2. OPENING

2.1. CALL TO ORDER AND APPROVAL OF AGENDA

The president called the meeting to order at 09:41 and welcomed members.

5650

On a motion by R. Shreewastav, seconded by D. Jayas, it was resolved ***THAT the agenda be approved with the following amendments: CEO Group Report be moved up in the agenda after the CEO Update from S. Price Carried***

2.2. DECLARATION OF CONFLICT OF INTEREST

No conflicts were declared.

R. Kinghorn reviewed new meeting rules and ensured consensus in implementation:

Incorporating Meeting Rules proposed to conduct a meeting under reasonable time and fairness:

1. Speak for two minutes.
2. Opportunity to speak a second time only if everyone has had a chance to speak. Efficiency is key.
3. Limited to two chances to speak, i.e. effectiveness including all views.
4. Restating or reiterating the same point is not permitted. New information is suggested if and when you speak. A safe environment is encouraged.

Going forward at Board meetings, R. Kinghorn will work with the President-Elect to maintain a list of speakers. A timer will be present on the screen.

3. EXECUTIVE REPORTS

3.1. PRESIDENT'S REPORT TO THE BOARD

President Russ Kinghorn presented his President's Report highlighting that attending Council Meetings as President is very informative in hearing about local regulator issues. He also commented on the importance of mobility.

President Kinghorn's report is available on the Board [microsite](#).

3.2. CHIEF EXECUTIVE OFFICER'S REPORT TO THE BOARD

Interim CEO Stephanie Price updated the Board on the financial forecasting for 2017, and the 2018 planning and budgeting process. Included in the presentation deck is the September monthly update replacing the email.

A discussion occurred around the current financial breakdown, and more granularity was requested. S. Price will provide a draft of potential new format, and solicit feedback from all directors.

The CEO's presentation is available on the Board [microsite](#).

3.3 CEO GROUP UPDATE

Chair of the CEO Group, Ann English presented the CEO Group Presentation.

The CEO Group presentation is available on the Board [microsite](#).

4. CONSENT AGENDA

- 5651 4.1 On a motion by S. Devereaux, seconded by R. Trimble, it was resolved THAT the consent agenda items 4.1 be approved in one motion. Carried**

5. REPORTS TO THE BOARD

5.1 QUALIFICATIONS BOARD UPDATE

Dennis Peters, Chair of the Qualifications Board, provided highlights of his presentation which included an update on the Qualifications Board's 2017-2019 work plan, an update on the Guideline on the Assessment of non-CEAB Applicants, and recommendations on the review of the QB's new Terms of Reference.

D. Peters highlighted the need for two more members and asked if a notice of motion was required.

- 5652 On a motion by A. Bergeron, seconded by S. Devereaux, it was resolved THAT the Board suspend notice of motion Carried by the required two-thirds majority**

- 5653 On a motion by A. Bergeron, seconded by S. Devereaux, it was resolved THAT the Qualifications Board be requested to obtain a list of candidates from the regulators and QB members to fill two additional at-large positions to address workload and the aspirational diversity objectives of the Board, and that the QB's Nominations Committee use this list to propose two new appointments for review by the regulators and approval by the Board by December 31, 2017. Carried**

The QB Presentation is available on the Board [microsite](#).

5.2 ACCREDITATION BOARD UPDATE

Wayne MacQuarrie, Chair of the Accreditation Board, Lynn Villeneuve, Practice Lead, Accreditation, and Bob Dony, Chair AU Task Force provided a report to the Board, including: an overview of the Accreditation Board; accomplishments from June 2017 to September 2017; progress of the AU Task Group, and the Accreditation Improvement Program.

D. Lynch recognized that W. MacQuarrie has served the AB for thirteen years and requested a motion of thank you from the Board for his hard work and dedication. The Board echoed D. Lynch's recognition with applause.

The AB presentation is available on the Board [microsite](#).

5.3 GOVERNANCE COMMITTEE

Sarah Devereaux, Chair of the Governance Committee provided a brief update on the ongoing work of the committee.

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5.3a On a motion by S. Devereaux, seconded by W. Hunt, it was resolved THAT the Board direct the CEO to provide the following progress reports in 2018:

- 1. Monthly Activities Email and webinar**
- 2. Progress on Strategic Plan**

To be provided at every Board meeting (three times per year), including:

- **Direction given by the Board**
- **Goals set by EC as a result**
- **Programs contributing towards achievement of those goals**
- **Progress (% complete, if applicable), status (on track, some disruption, major disruption), and financials**

- 3. Financial Updates**

To be provided at every Board meeting (three times per year), including:

- **Approved budget**
- **Spend to date**
- **Current forecast**
- **Variance**

- 4. Progress on Projects Funded from Reserves**

To be provided at every Board meeting (three times per year), including:

- **Project description**
- **Project budget**
- **Progress to date (including financial and status)**

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5.3b On a motion by S. Devereaux, seconded by D. Jayas, it was resolved THAT the Board authorize the CEO to use reserve funds for the Governance, Strategic Planning and Consultation project for 2018. This authority shall permit the CEO to draw down up to a maximum of:

- a) ***\$179,000 for governance improvements and***
- b) ***\$292,000 for strategic planning and***
- c) ***\$36,000 for consultations and***
- d) ***\$22,000 for capacity building.***

***And mitigate cost as much as possible with due diligence
(18 in favour, 3 opposed, 1 abstention)***

A discussion about the Governance, Strategic Planning and Consultation project took place, and it was agreed that the work was necessary but there were concerns around cost. The Board wanted to ensure that the rate being paid was competitive.

5.4 EXECUTIVE COMMITTEE

R. Kinghorn provided a brief update on the Executive Committee's work on the Governance, Strategic Planning and Consultation project, referencing the memo circulated in the Agenda Book.

5.5 SEARCH COMMITTEE

C. Roney provided an update on the CEO Search. On November 7th the long list will be reviewed and narrowed down to three candidates, on November 15th the short-listed candidates will be interviewed by the CEO Search Committee, with the hope of putting one candidate forward to the Board at the December 19th Teleconference.

5.6 NOMINATIONS TASK FORCE

C. Roney provided an update on the work of the Nominations Task Force. The group has completed the first item for review on composition. The next items to be reviewed in early October are term limits and succession planning. The Task Force is working towards the goal of completing the work plan, and providing a complete update to the Board at the December 19th Teleconference.

C. Roney noted that there is a peer review process in place as this work is tied to the work the Governance Committee is doing, and they must be aligned.

6. BOARD BUSINESS/REQUIRED DECISIONS

6.1 Risk Register

S. Price referenced the Risk Register that was circulated in the Agenda Book. It was suggested that the risk associated with item #19 should be increased as Affinity Programs are currently attracting more interest.

6.2 Additional business (if any)

No additional business was brought forward.

7. UPDATES FROM STAKEHOLDERS

7.1. National Council of Deans of Engineering and Applied Science (NCDEAS)

J. Biedermann, on behalf of Ishwar Puri, provided an update on concerns around Accreditation, and the relationship with Engineers Canada.

NCDEAS understands that the reduction of advisors under the new governance model will increase efficiency, but would like to continue to work with Engineers Canada on not only accreditation, but other items as well.

7.2. Canadian Federation of Engineering Students (CFES)

Zenon Kripki, President of the Canadian Federation of Engineering Students (CFES) presented an update to the Board. The CFES presentation is available on the Engineers Canada [microsite](#).

8. NATIONAL BUSINESS

8.1. Presidents' Group Report

Katherine MacLeod provided a report from the President's Group meeting on September 26, 2017.

It was noted that there were no further items on Affinity required.

There was some discussion around the motion in May passed on board size. The observation is that the board is not as efficient as it could be, and a plan should be brought forward for consideration to the members.

The group discussed how to be a more effective group and concluded that more support from staff at Engineers Canada in providing a welcome package, and updated Terms of Reference, could help keep continuity with the high turnover of the group.

The Chair of the Presidents Group will work to collect a list of challenges facing each Regulator to be discussed at each meeting.

8.2. Matters impacting the profession (if any)

Engineers and Geoscientists BC was subject to a human rights complaint regarding life membership and age discrimination, and were found to be in breach. This will be affecting other Regulators across the country.

No additional matters were brought forward.

9. NEXT MEETINGS

- December 19, 2017 (Teleconference)
- February 26-28, 2017 (Ottawa, ON)

10. CLOSING (motion not required if all business has been completed)

Meeting adjourned 2:55pm

Minutes prepared by W. Guy for:

Russ Kinghorn, FEC, P.Eng.
President

Stephanie Price, CAE, P.Eng.
Interim Chief Executive Officer

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