

DRAFT AGENDA

**Engineering Regulators' Presidents' Group Meeting
The Château Laurier, Ottawa, ON
Tuesday, September 26, 2017
9:00am – 12:00pm**

AGENDA

- 1. CALL TO ORDER AND INTRODUCTIONS**
- 2. APPROVAL OF AGENDA**
- 3. REVIEW OF DRAFT MINUTES FROM MAY 25, 2017 MEETING (attachment)**
- 4. BUSINESS**
 - 4.1. ENGINEERS CANADA ITEMS
 - 4.1.1. Affinity Memo – Russ Kinghorn
 - 4.1.2. Governance, Strategic Planning and Consultation (GSPC) project update – Russ Kinghorn
 - 4.2. President's Group Structure & Goal Setting
 - 4.3. Review of Outstanding Action Items (attachment)
 - 4.4. Other Business
- 5. RECOGNITION**
 - 5.1. Outgoing Presidents
- 6. NEXT MEETING DATE (February 27, 2018 at 9:00 in Ottawa, ON)**
- 7. IN CAMERA SESSION**
- 8. ADJOURNMENT**

UNAPPROVED MINUTES OF THE
PRESIDENTS GROUP MEETING
DELTA ST. JOHN'S HOTEL, ST. JOHN'S, NL
THURSDAY, MAY 25, 2017
13:00 – 16:30

The following Presidents were in attendance:		
C. Zinck, Chair (Engineers NS)	C. Roney (President, Engineers Canada)	R. Kinghorn (President-Elect Engineers Canada)
K. Baig (OIQ)	E. Barber (APEGS)	D. Brown (Director, Engineers Canada)
N. Cleary (Chair, PEGNL)	J. Collins (Vice-President, Engineers PEI)	B. Dony (PEO)
G. Dunphy, Chair-elect (PEGNL)	S. Jha (NAPEG)	M. Kearney (APEY, for Josée Perron)
J. Lindsay (Engineers PEI)	K. MacLeod (Vice-President, Engineers NS)	L. Melvin (Engineers Geoscientists Manitoba)
B. Stewart (APEGBC)	J. Tink (APEGA)	J. Underhill (Vice-President, APEGNB for Matt Hayes)
The following staff were in attendance:		
S. Price (CEO)	D. Smith (Secretary)	K. Sutherland (Vice-President)
1.	<p>CALL TO ORDER AND INTRODUCTIONS</p> <p>The Chair called the meeting of the Presidents Group to order at 13:00. The Chair noted that the meeting was being recorded and welcomed Presidents, with the addition of: Michael Kearney, Treasurer, Yukon representing Josée Perron, Engineers Yukon; Joshua Collins, Vice-President, PEI, Katherine MacLeod, Vice-President, Engineers Nova Scotia, Jeff Underhill Vice-President Engineers Geoscientists New Brunswick representing Matt Hayes, and David Brown, Director, PEO).</p>	
2.	<p>APPROVAL OF AGENDA</p> <p>On a motion by N. Cleary, seconded by L. Melvin, it was resolved <i>THAT the agenda be approved.</i> <i>Carried</i></p>	
3.	<p>REVIEW OF DRAFT MINUTES FROM MARCH 1, 2017 MEETING</p> <p>On a motion by B. Stewart, seconded by S. Jha, it was resolved <i>THAT the minutes dated March 1, 2017 be corrected to reflect that Lindsay Melvin did attempt to connect to the meeting by teleconference and she was available however there was technical difficulty therefore, she should be indicated as present.</i></p>	

Carried

4. BUSINESS

4.1. ENGINEERS CANADA ITEMS

4.1.1. Board of Directors Structure

As an opportunity for discussion at and before the Meeting of Members, the group reviewed the topic of board size. S. Price and C. Roney provided short reports on the upcoming governance review and the likely direction concerning board size. General consensus was reached that a restructuring of the board is necessary. New structuring options were discussed and while no solution was found, a board of 12 members with proportional/weighted voting was seen as a likely candidate. K. Sutherland indicated that weighted voting would be possible under the current federal incorporation of Engineers Canada. A final discussion will be held during Engineers Nova Scotia's motion at the Meeting of Members on May 27, 2017.

C. Roney confirmed that the Governance Committee identified that the Board requires a reduction in size. Twelve appears to be the obvious number equalling one seat per province/territory. A work plan is being developed with size of the Board as one of the key elements in the revamped governance structure.

S. Price indicated that the recommendations from the Governance Committee will be presented at the Board meeting and, assuming that these presentations are accepted, the reduction in Board Size should be accomplished by 2019. The plan is to look at the purposes of Engineers Canada and the Guiding Principles for a Governance Model in 2017. 2018 is the year to look at a Strategic Plan for Engineers Canada and 2019 will review Board effectiveness, which includes both the size of the Board and the frequency and types of meetings.

The Directors have a responsibility to make decisions in the best interests of Engineers Canada. However, in order to accomplish this, they require an understanding of the perspectives of all of the owners of Engineers Canada.

L. Melvin appreciated that the proposed motion is very broad as opposed to trying to be too prescriptive and reminded the group that engineering regulators from all provinces are resolved to work together for one united profession.

R. Kinghorn reiterated that the Strategic Plan needs to be looked at. It is not in isolation of what the presidents' want, it will be a fundamental part of what is in the best interest of Engineers Canada.

J. Lindsay expressed that each province needs a seat at the Board table regardless of the size of that association.

K. Sutherland indicated that the members collectively appoint the directors. The regulators nominate but it is the members that collectively appoint and may remove directors. This was done specifically so that the directors are independent from the regulators. The *Act* provides: *Every Director of a corporation in exercising their powers in discharging their duties shall act honestly and in good faith in the best interests of the corporation.*

4.1.2. Affinity Funding

The group discussed the need for transparency around affinity funding. C. Roney and S. Price both reiterated their goal of providing the requested transparency. The group identified that the fundamental issue is one of governance.

L. Melvin expressed that a Motion about transparency sends a clear message that endorses the activities around the table.

4.2 IN-CAMERA SESSION

An in-camera session was held. It was decided that each future Presidents Group meeting would have an in-camera session added to the agenda as a regular item.

The Group brought an issue forward and would like this addressed with the Governance Committee. Why does the Engineers Canada President chair the Meeting of the Members? This appears odd that the owners are chaired by the Board. Not a current issue but a governance issue that the group would like addressed.

4.3 PRESIDENTS GROUP STRUCTURE AND FUTURE DIRECTION

The future direction of the Presidents Group was discussed. It was generally agreed that it is useful to meet and review Regulators' current issues. However, it was also agreed that the Presidents Group provides a unique opportunity for owners' input and consultation. A new focus on providing input as owners will be used to construct future agendas. The Engineers Canada staff will provide options on issues of importance to be discussed.

C. Zinck pointed out that the Meeting of the Members does not get used or does not provide direction through that opportunity. This group becomes the discussion point for that.

L. Melvin raised the point that initially the group was used as an "information sharing" informal session with very high-level items and general discussions. This last year, the Chair has used a very pro-active approach and key issues were brought forward in February and provided the Presidents with ample time to return to their counsels with the items for discussion and contemplate the issues raised.

S. Price reiterated that it is entirely appropriate that when there are issues that need to be solved that the owners, i.e. the Presidents Group, speak about these items and bring motions to the Meeting of Members. However, policy decisions are coming to the CEO from various groups. The situation is already very complex. When items are going well it is entirely appropriate that the exchange of information is conducted and when issues are not going as well, it is entirely appropriate that the Group come forward and direct issues accordingly.

C. Zinck illustrated that with frequent turnover of Presidents, there is no corporate history. Historically it has simply been a little better than a social group to get together and talk about various Association issues. Because of the turnover and the way that this group works, it is not clear how to keep the corporate history consistent and present. This needs addressing. It is clear with consistent Engineers Canada staff this can happen.

N. Cleary expressed that from his perspective; the meetings were working well and should move forward in that direction.

R. Kinghorn expressed that going forward, if the Strategic Plan is looked at as a “central document,” that will be rewarding for everyone. He indicated that he will work on the strategic plan with the regulators and this is the correct forum to do this in.

S. Price provided an update that the Governance Committee has identified that stakeholder engagement is an important part of a new governance model and the consultant has been asked to develop a stakeholder engagement plan so that there is a clear coordinated way of how this will be put together. Input is required from all parties therefore, if this group can be factored into that plan that would be really beneficial.

L. Melvin requested clarification to one earlier comment with respect to taking direction from various parties, to clarify if anything happens at the Annual Meeting of Members that direction goes back to the Board and then the Board will give direction to Engineers Canada. S. Price confirmed this is correct.

E. Barber expressed his thought that the organization requires consulting and that there is an opportunity for the Presidents to weigh in on something other than the way Engineers Canada is governed. There is an excellent opportunity to bring topics to this group and have a very good outcome.

C. Roney suggested that a good use of the group’s time would be to choose topics for discussion which would be very beneficial.

S. Price would like to be responsible for providing the group with the tools to be effective and that would include the One Hub collaboration space for all documents to be kept.

4.4 ELECTION OF CHAIR FOR THE NEXT MEETING

Katherine MacLeod, Engineers Nova Scotia

4.5 REVIEW OF OUTSTANDING ACTION ITEMS

The Orientation presentation will be circulated to new presidents-elect in order to provide them with an overview.

S. Price confirmed that the Governance Committee discussed a better way of onboarding the presidents and because they change so frequently, this is on their work plan to think about. That is within their scope of work that not just a piece of paper is circulated but a conversation to be had.

The group agreed that the new Board Member presentation is a very helpful and useful tool.

The following items were closed from the Action Log:

- 20160223-009
- 20160223-010
- 20160223-016
- 20160927-001

- 20160927-002
- 20160927-004
- 20160927-005
- 20160927-006
- 20160927-008
- 20170301-20

4.6 OTHER BUSINESS

Possible teleconference prior to May 2017 AGM.

5 NEXT MEETING DATE

Tuesday, September 26, 2017 at 9:00a.m. in Ottawa, ON at the Fairmont Château Laurier.

6 CLOSING

The meeting concluded at 15:10p.m.

Minutes prepared by D. Smith for C. Zinck, Chair

