

AGENDA201st ENGINEERS CANADA BOARD MEETING

April 8, 2020 | 1:00 pm – 3:00 pm (ET)

Webinar registration: <https://attendee.gotowebinar.com/register/4267556876279115276>Please refer to the [Board Policy Manual](#) and [Bylaw](#)

1.	OPENING
	1.1 Call to order and approval of agenda <i>THAT the agenda be approved and the president be authorized to modify the order of discussion.</i>
	1.2 Declaration of conflict of interest
2.	BOARD BUSINESS/REQUIRED DECISIONS
	2.1 Approval of 2019 audited financial statements – L. Doig (attachment page 2 to 38) <i>THAT the Board, on recommendation of the FAR Committee, approve the Engineers Canada financial statements for the fiscal year ending December 31, 2019, as audited by KPMG LLP, and that the financial statements be placed before the Members at the May 2020 Annual Meeting of Members for approval.</i>
3.	OTHER BUSINESS
	3.1 Covid-19 update – D. Lynch (attachment page 39 to 41) <i>THAT the Engineers Canada Board meeting and the 2020 Annual Meeting of Members, both scheduled to take place in Winnipeg, be converted to electronic meetings and held on the same dates as currently scheduled, being May 22 and 23, 2020 respectively.</i>
4.	NEXT MEETINGS
	Board meetings <ul style="list-style-type: none"> • May 21-23, 2020 • June 15-16, 2020 (Fredericton, NB – to be confirmed) • October 1-2, 2020 (Gatineau-Ottawa, QC-ON) • December 7, 2020 (Ottawa, ON) • February 22-24, 2021 (Ottawa, ON) • May 26-29, 2021 (Halifax, NS)
	Committee meetings <ul style="list-style-type: none"> • April 29, 2020 – FAR Committee • June 16, 2020 – First meeting of 2020-2021 committees (to be confirmed)
5.	IN-CAMERA SESSIONS
	<i>THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board directors, the Engineers Canada CEO, the chairs of the CEAB and CEQB, the CEO Group advisor to the Board, and the secretary.</i>
	<i>THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board directors and the Engineers Canada CEO.</i>
	<i>THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board directors.</i>
6.	CLOSING (motion not required if all business has been completed)

BRIEFING NOTE: For decision

Approval of 2019 audited financial statements		2.1
Purpose:	Inform the board of the auditor's determination and findings from the audit of 2019 financial statements. Recommend that the Members approve the 2019 audited financial statements.	
Link to the strategic plan	Board responsibility 5: Ensure the CEO maintains and acts on a robust and effective risk management system which reflects the Board's risk tolerance level and directs Board approved mitigation strategies Internal enablers: Finance and administrative services	
Motion(s) to consider:	<i>THAT the Board approve the Engineers Canada financial statements for the fiscal year ending December 31, 2019, as audited by KPMG LLP, and that the financial statements be placed before the Members at the May 2020 Annual Meeting of Members for approval.</i>	
Vote required to pass:	Simple majority	
Transparency:	Open session	
Prepared by:	Jorge Monterrosa, Controller	
Presented by:	Lisa Doig, Chair, Finance, Audit, and Risk Committee	

Problem/issue definition

- Annual audited financial statements prepared by a public accountant are required to comply with the requirements of the *Canada Not-for-profit Corporations Act* (NFP Act).

Proposed action/recommendation

- The audit process was completed by KPMG LLP after the close of year end. The Finance, Audit and Risk Committee met on December 8, 2019 with KPMG LLP to discuss the proposed audit plan. On March 18, 2020, the FAR Committee met with the auditors to review the draft financial statements and the 2019 Audit Findings Report. The Committee recommends that the Board approve the statements as presented for members' approval on May 23, 2020.

Financial implications

- None

Next steps (if motion approved)

- Draft 2019 audited financial statements to be placed before the Members at the May 23, 2020 meeting for their approval.

Appendices

- 2019 draft audited financial statements
- 2019 audit findings report



DRAFT Financial Statements of

ENGINEERS CANADA

Year ended December 31, 2019

INDEPENDENT AUDITORS' REPORT

To the Members of Engineers Canada

Opinion

We have audited the financial statements of Engineers Canada, which comprise:

- the statement of financial position as at end of December 31, 2019
- the statement of operations for the year then ended
- the statement of changes in net assets for the year then ended
- the statement of cash flows for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements, present fairly, in all material respects, the financial position of Engineers Canada as at December 31, 2019, and its results of operations and its cash flows for the year then ended in accordance with Canadian Accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of Engineers Canada in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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In preparing the financial statements, management is responsible for assessing Engineers Canada's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate Engineers Canada or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing Engineers Canada's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Engineers Canada's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Engineers Canada's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Engineers Canada to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Chartered Professional Accountants, Licensed Public Accountants

Ottawa, Canada

date

ENGINEERS CANADA

Statement of Financial Position

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December 31, 2019, with comparative information for 2018

	2019	2018
Assets		
Current assets:		
Cash (note 4)	\$ 4,263,039	\$ 1,829,187
Amounts receivable (note 5)	1,150,874	1,132,944
Prepaid expenses and deposits	109,413	361,161
	<u>5,523,326</u>	<u>3,323,292</u>
Investments (note 6)	6,591,605	5,759,124
Tangible capital and intangible assets (note 7)	687,742	887,220
	<u>\$ 12,802,673</u>	<u>\$ 9,969,636</u>

Liabilities and Net Assets

Current liabilities:		
Accounts payable and accrued liabilities (note 8)	\$ 409,250	\$ 2,859,032
Deferred contributions	10,534	33,000
	<u>419,784</u>	<u>2,892,032</u>
Deferred lease inducement (note 9)	570,841	658,294
Net assets (note 10):		
Internally restricted:		
Four-year rolling operational reserve	4,000,000	4,000,000
General contingency reserve	1,325,000	1,325,000
Capital reserve for the purchase of assets	-	250,000
Other internally restricted	-	211,400
Invested in tangible capital and intangible assets	407,896	564,690
Unrestricted	6,079,152	68,220
	<u>11,812,048</u>	<u>6,419,310</u>
Commitments (note 11)		
	<u>\$ 12,802,673</u>	<u>\$ 9,969,636</u>

See accompanying notes to financial statements.

On behalf of the Board:

_____ Director

_____ Director

ENGINEERS CANADA

Statement of Operations

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Year ended December 31, 2019, with comparative information for 2018

	2019	2018
Revenue:		
National programs (note 12)	\$ 11,361,095	\$ 7,028,983
Corporate services (note 13)	3,152,276	3,062,967
Unrealized gain (loss) in investments	651,071	(218,340)
Investment income	192,583	168,068
Outreach	104,667	158,166
	<u>15,461,692</u>	<u>10,199,844</u>
Expenses:		
Operating expenses:		
Accreditation	255,243	338,642
Fostering working relationships	96,314	143,489
Services and tools	47,007	384,043
National programs	921,663	1,110,222
Advocating to the Federal government	37,807	54,648
Research and regulatory changes	11,024	1,430
International mobility	43,530	89,889
Promotion and outreach	350,585	330,529
Diversity and inclusion	212,651	204,141
Protect official marks	115,598	61,181
Secretariat services	808,219	1,588,756
Corporate services	6,759,072	7,072,459
	<u>9,658,713</u>	<u>11,379,429</u>
Excess (deficiency) of revenue over expenses before the undernoted	5,802,979	(1,179,585)
Projects spending:		
Accreditation improvement project	113,482	285,091
Corporate services - space program	9,819	-
Secretariat services - GSPC project	69,161	16,756
Services and tools - competency-based assessment	217,779	-
International mobility - IIDD one-time project	-	3,119
	<u>410,241</u>	<u>304,966</u>
Excess (deficiency) of revenue over expenses	<u>\$ 5,392,738</u>	<u>\$ (1,484,551)</u>

See accompanying notes to financial statements.

ENGINEERS CANADA

Statement of Changes in Net Assets

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Year ended December 31, 2019, with comparative information for 2018

	Four-year rolling operational reserve (note 10)	General contingency reserve (note 10)	Capital reserve for the purchase of assets (note 10)	Other internally restricted (note 10)	Invested in tangible capital and intangible assets (note 10)	Unrestricted	2019	2018
Balance, beginning of year	\$ 4,000,000	\$ 1,325,000	\$ 250,000	\$ 211,400	\$ 564,690	\$ 68,220	\$ 6,419,310	\$ 7,903,861
Excess (deficiency) of revenue over expenses	-	-	-	-	-	5,392,738	5,392,738	(1,484,551)
Amortization of tangible capital and intangible assets	-	-	-	-	(223,174)	223,174	-	-
Additions to tangible capital and intangible assets	-	-	-	-	23,696	(23,696)	-	-
Amortization of leasehold inducement	-	-	-	-	42,684	(42,684)	-	-
Transfers from internally restricted	-	-	(250,000)	(211,400)	-	461,400	-	-
Balance, end of year	\$ 4,000,000	\$ 1,325,000	\$ -	\$ -	\$ 407,896	\$ 6,079,152	\$ 11,812,048	\$ 6,419,310

See accompanying notes to financial statements.

ENGINEERS CANADA

Statement of Cash Flows

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Year ended December 31, 2019, with comparative information for 2018

	2019	2018
Cash provided by (used in):		
Operating activities:		
Excess (deficiency) of revenue over expenses	\$ 5,392,738	\$ (1,484,551)
Items not involving cash:		
Amortization of tangible capital and intangible assets	223,174	291,948
Amortization of lease inducement	(87,453)	(87,453)
Change in net unrealized loss (gain) on investments (note 6)	(651,071)	218,340
Change in non-cash operating working capital:		
Decrease (increase) in amounts receivable	(17,930)	128,147
Decrease (increase) in prepaid expenses and deposits	251,748	(40,952)
Increase (decrease) in accounts payable and accrued liabilities	(2,449,782)	2,020,242
Decrease in deferred contributions	(22,466)	(93,171)
	2,638,958	952,550
Investing activities:		
Net sales (purchases) of investments	(181,410)	58,821
Additions to tangible capital and intangible assets	(23,696)	(49,492)
	(205,106)	9,329
Increase in cash	2,433,852	961,879
Cash, beginning of year	1,829,187	867,308
Cash, end of year	\$ 4,263,039	\$ 1,829,187

See accompanying notes to financial statements.

ENGINEERS CANADA

Notes to Financial Statements

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Year ended December 31, 2019

1. Governing statutes and nature of operations:

Engineers Canada is a national federation of the twelve provincial and territorial associations authorized to license engineers and regulate the practice of the profession across Canada. Engineers Canada exists so that constituent associations have support for an advancing engineering profession and its self-regulation in the public interest at a cost that is justified by the results.

Engineers Canada was originally incorporated without share capital under Part II of the Canada Corporations Act. Effective October 31, 2013, Engineers Canada continued its articles of incorporation from Canada Corporations Act to the Canada Not-for-profit Corporations Act and changed its name to Engineers Canada from the Canadian Council of Professional Engineers. Engineers Canada is a not-for-profit organization and as such is exempt from income tax under Section 149(1)(l) of the Income Tax Act (Canada).

2. Adoption of new accounting policies:

Engineers Canada has adopted the following Canadian not-for-profit accounting standards effective on January 1, 2019:

- Section 4433, to replace Section 4431, Tangible Capital Assets Held by Not-for-Profit Organizations
- Section 4434, to replace Section 4432, Intangible Assets Held by Not-for-Profit Organizations
- Section 4441, to replace Section 4440, Collections Held by Not-for-Profit Organizations

Engineers Canada has adopted these standards on a prospective basis and will apply the componentization approach to significant tangible capital asset acquisitions (and related amortization).

Engineers Canada does not have assets that meet the intangibles or collections definition set out by the revised standards and as such there is no impact to the prior period or current period financial statements.

The adoption of these standards did not result in any adjustments to the financial statements as at January 1, 2019.

ENGINEERS CANADA

Notes to Financial Statements (continued)

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Year ended December 31, 2019

3. Significant accounting policies:

These financial statements have been prepared by management in accordance with Canadian accounting standards for not-for-profit organizations in Part III of the CPA Canada Handbook - Accounting and include the following significant accounting policies:

(a) Revenue recognition:

Engineers Canada follows the deferral method of accounting for contributions for not-for-profit organizations.

Engineers Canada's principal sources of revenue are provincial assessment fees from members, amounts from affinity and insurance programs, and government project funding.

Revenues for provincial assessment fees are recognized when the constituent members have been invoiced and are included in corporate services revenue on the statement of operations. Revenues from affinity programs are recognized when the amount becomes collectible according to the terms of the arrangement. These amounts are included in national program revenues on the statement of operations.

Government funding that is externally restricted for specific projects are deferred and recognized as revenue in the period in which the related expenses are incurred. Funding received for tangible capital and intangible assets is deferred and amortized over the same term and on the same basis as the related asset.

Investment income is recognized based on the number of days the investment was held during the year. Dividends are recognized as of the ex-dividend date. Gains or losses on the disposal of investments are determined using the average cost method. All investment revenues including realized and unrealized gains and losses on investments are recognized in the statement of operations.

Externally funded project revenues, which include government funded project revenues, are recognized using the deferral method of accounting as the related eligible expenses are incurred in accordance with the terms of each contract. Amounts received in excess of eligible expenses are disclosed as a liability.

(b) Financial instruments:

Financial instruments are recorded at fair value on initial recognition. Equity instruments that are quoted in an active market are subsequently measured at fair value. All other financial instruments are subsequently recorded at cost or amortized cost, unless management has elected to carry the instruments at fair value. Engineers Canada has elected to carry investments at fair value.

ENGINEERS CANADA

Notes to Financial Statements (continued)

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Year ended December 31, 2019

3. Significant accounting policies (continued):

(b) Financial instruments (continued):

Transaction costs incurred on the acquisition of financial instruments measured subsequently at fair value are expensed as incurred. All other financial instruments are adjusted by transaction costs incurred on acquisition and financing costs, which are amortized using straight-line rate method.

Financial assets are assessed for impairment on an annual basis at the end of the fiscal year. Where an indicator of impairment is present, Engineers Canada determines if there is a significant adverse change in the expected amount or timing of future cash flows from the financial asset. If there is a significant adverse change in the expected cash flows, the carrying value of the financial asset is reduced to the highest of the present value of the expected cash flows, the amount that could be realized from selling the financial asset or the amount Engineers Canada expects to realize by exercising its right to any collateral. If events and circumstances reverse in a future period, an impairment loss will be reversed to the extent of the improvement, not exceeding the initial impairment charge.

(c) Tangible capital and intangible assets:

Tangible capital and intangible assets are recorded at cost less accumulated amortization. When a tangible capital or intangible asset no longer contributes to Engineers Canada's ability to provide services, its carrying amount is written down to its residual value.

Amortization of tangible capital and intangible assets is provided on the straight-line basis as follows:

Asset	Terms
Tangible capital:	
Furniture, fixtures and equipment	4 years
Computer hardware	4 years
Leasehold improvements	Remaining term of lease
Intangible:	
Computer software	4 years
Engineering Talent project	4 years

(d) Deferred lease inducement:

Leasehold inducements are deferred and amortized over the term of the lease. Annual amortization is recorded as a credit to rent expense.

ENGINEERS CANADA

Notes to Financial Statements (continued)

DRAFT

Year ended December 31, 2019

3. Significant accounting policies (continued):

(e) Allocated expenses:

In the statement of operations, Engineers Canada presents its expenses by function.

Engineers Canada does not allocate expenses between functions subsequent to initial recognition.

(f) Foreign currency translation:

Foreign currency transactions are initially recorded at the rate of exchange prevailing at the date of translation. Thereafter, monetary assets and liabilities are translated at the exchange rate in effect at the statement of financial position date. Revenue and expenses in a foreign currency are translated at the average monthly rate in effect during the year. Gains and losses resulting from the translation are included in investment income in the statement of operations.

(g) Use of estimates:

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from these estimates. These estimates are reviewed annually and as adjustments become necessary, they are recognized in the financial statements in the period they become known.

4. Cash:

Engineers Canada's operating cash is held in Canadian chartered banks. Substantially all the accounts are Canadian dollar accounts and earn interest at variable rates established from time to time by the bank based on its prime rate less 2.75% (2018 - prime rate less 2.75%).

Line of credit

Engineers Canada has a line of credit allowing it to borrow up to \$500,000 (2018 - \$500,000) at an interest rate of prime plus 1%. That line of credit is subject to annual renewal. There was no outstanding balance as at December 31, 2019 (2018 - \$Nil).

ENGINEERS CANADA

Notes to Financial Statements (continued)

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Year ended December 31, 2019

5. Amounts receivable:

	2019		2018	
Affinity and insurance programs	\$	1,066,930	\$	1,058,956
Due from members		40,402		17,022
Government remittances receivable		43,542		56,966
	\$	1,150,874	\$	1,132,944

6. Investments:

	2019		2018	
	Fair value	Cost	Fair value	Cost
Bond funds	\$ 2,808,348	\$ 2,782,805	\$ 2,668,838	\$ 2,681,008
Canadian equity funds	1,227,674	867,151	1,184,624	911,080
U.S. equity funds	1,666,037	1,078,764	1,203,589	855,917
International equity funds	889,546	664,741	702,073	566,710
	\$ 6,591,605	\$ 5,393,461	\$ 5,759,124	\$ 5,014,715

Investments are held by Engineers Canada to fund its internally restricted net assets for the purposes specified in note 9(a).

ENGINEERS CANADA

Notes to Financial Statements (continued)

DRAFT

Year ended December 31, 2019

7. Tangible capital and intangible assets:

			2019	2018
	Cost	Accumulated amortization	Net book value	Net book value
Tangible capital:				
Furniture, fixtures and equipment	\$ 203,098	\$ 193,627	\$ 9,471	\$ 42,449
Computer hardware	516,471	477,584	38,887	49,970
Leasehold improvements	1,045,996	406,612	639,384	737,401
Intangible assets:				
Computer software	-	-	-	23,085
Engineering Talent project	-	-	-	34,315
	\$ 1,765,565	\$ 1,077,823	\$ 687,742	\$ 887,220

Cost and accumulated amortization at December 31, 2018 amounted to \$2,436,092 and \$1,548,872, respectively. During the year, Engineers Canada disposed of software intangible assets with a cost and accumulated amortization of \$692,222.

8. Accounts payable and accrued liabilities:

	2019	2018
Operating	\$ 235,880	\$ 289,964
Payroll related accruals	126,889	264,025
Accrued liabilities	5,595	2,264,966
Secondary Professional Liability insurance premiums repayable to members	40,886	40,077
	\$ 409,250	\$ 2,859,032

There are no amounts payable for government remittances such as sales or payroll-related taxes included in operating or accrued liabilities.

ENGINEERS CANADA

Notes to Financial Statements (continued)

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Year ended December 31, 2019

9. Deferred lease inducement:

In 2015, Engineers Canada entered into a lease agreement to rent premises for the next ten years. As part of this agreement, Engineers Canada received a tenant allowance to cover fit-up costs up to a maximum of \$30 per square foot of space rented, as well as a rent-free period for nine months.

	Rent-free leasehold inducements	Tenant allowance - fit-up costs	Total
Balance, beginning of year	\$ 335,764	\$ 322,530	\$ 658,294
Less amortization	(44,769)	(42,684)	(87,453)
Balance, end of year	\$ 290,995	\$ 279,846	\$ 570,841

10. Net assets:

Engineers Canada's overall objective with regard to its net assets is to fund future projects, ongoing operations and tangible capital and intangible assets. Engineers Canada manages its net assets by establishing restricted funds and committing amounts in the internally restricted net assets for anticipated future projects, contingencies and other capital requirements. These allocations are presented in the statement of changes in net assets and disclosed in note 10(a).

Engineers Canada's objective with respect to unrestricted net assets is to maintain a balance sufficient to meet the needs associated with ongoing operations and to finance any unrealized losses on Engineers Canada's investments. Engineers Canada's net assets invested in its tangible capital and intangible assets is equal to their net book value less the corresponding lease inducement.

Engineers Canada is not subject to externally imposed capital requirements and its overall strategy with respect to net assets remains unchanged from the year ended December 31, 2018.

(a) Internally restricted net assets:

Internally restricted net assets are funds committed for specific purposes, which reflect the application of Engineers Canada's Board policy as follows:

The Four Year Rolling Operational Reserve is to provide Engineers Canada with sufficient resources to identify other sources of revenue in the eventuality that significant sources of revenues are no longer available, or in the event of a severe disruption of operations to downsize activities in a rational manner. This reserve is being maintained at a target level of \$4,000,000.

ENGINEERS CANADA

Notes to Financial Statements (continued)

DRAFT

Year ended December 31, 2019

10. Net assets (continued):

(a) Internally restricted net assets (continued):

The General Contingency Reserve ensures that funds are available in case of legal challenge, to provide funds to cover the deductibles for insurances, and to assist the constituent members where it is demonstrated that they do not have the financial resources to defend an enforcement action and/or statutory obligation that has a clear and significant impact on the other members. This reserve has a target level of \$1,325,000.

Engineers Canada's Board of Directors will also create new reserves and/or discontinue existing reserves, if and when required.

11. Commitments:

Engineers Canada leases office space under an operating lease which expires on June 30, 2026. The future minimum rental payments required over the next five years and thereafter are as follows:

2020	\$	376,618
2021		341,003
2022		360,161
2023		360,161
2024		300,134
Thereafter		600,267
		<hr/>
		\$ 2,338,344

12. Affinity and insurance programs:

The Engineers Canada is a party to a number of agreements with financial services companies. Under these agreements Engineers Canada derives revenues, referred to in these financial statements as affinity program and secondary professional liability insurance based on the purchase of goods and services by the members of Engineers Canada's various provincial and territorial member associations.

These agreements have varying terms and conditions as well as varying termination dates and methods, some of which have fixed expiry dates with renewal options and some of which are on-going until terminated with notice by either party.

ENGINEERS CANADA

Notes to Financial Statements (continued)

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Year ended December 31, 2019

12. Affinity and insurance programs (continued):

The two most significant agreements account for 99% (2018 - 89%) of the affinity and insurance program revenues and have the following terms:

- twelve-year term expiring December 2029 with automatic five year renewals until terminated by either party with 180 days' notice prior to the end of any such period which accounts for 85% (2018 - 64%) of the affinity program revenues; and
- on-going with no fixed expiry date which accounts for 14% (2018 - 25%) of the insurance program revenues.

13. Corporate services:

This revenue line includes the annual per capita assessment fees.

14. Pension plan contributions:

Engineers Canada is the administrator of the Staff Pension Plan for Employees of Engineers Canada, which is a defined contribution plan registered with Financial Services Commission of Ontario. The contributions to the plan are \$194,370 (2018 - \$193,938), which are included in salaries and benefits expense.

15. Financial risk management:

Engineers Canada is exposed to various financial risks resulting from both operational and investment activities. Engineers Canada's management addresses the situation by having different related policies such as the Reserves Policy, the Financial Commitments and Payment Policy, amongst others. Engineers Canada also outsources the management of its investment portfolio to an outside firm.

(a) Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Engineers Canada is exposed to market risk with respect to its investments, as disclosed in note 6.

ENGINEERS CANADA

Notes to Financial Statements (continued)

DRAFT

Year ended December 31, 2019

15. Financial risk management (continued):

(b) Foreign currency risk:

Engineers Canada is not exposed to significant foreign currency risk as it does not hold significant cash or investments denominated in foreign currencies.

(c) Credit and interest rate risk:

Engineers Canada is exposed to credit and interest rate risk with respect to its interest-bearing investments. The bond mutual funds held by Engineers Canada are disclosed in note 6 and bear interest at fixed rates and Engineers Canada is therefore, exposed to the risk resulting from interest rate fluctuations. Engineers Canada's other financial assets and financial liabilities do not bear significant amounts of interest at fixed rates and therefore do not comprise any significant interest rate risk exposure to Engineers Canada. Engineers Canada does not use derivative financial instruments to reduce its interest rate risk exposure.

(d) Liquidity risk:

Liquidity risk is the risk that Engineers Canada will be unable to fulfill its obligations on a timely or cost effective manner. Engineers Canada manages its liquidity risk by monitoring its operating requirements. Engineers Canada prepares budget and cash forecasts to ensure it has sufficient funds to fulfill its obligations.

There has been no change to the risk exposures from 2018.

16. Comparative information:

Certain 2018 comparative information has been reclassified to conform to the financial statement presentation adopted for 2019.

Engineers Canada

Audit Findings Report
for the year ended
December 31, 2019

KPMG LLP

Prepared on March 10, 2020 for the Finance, Audit
and Risk Committee meeting on March 18, 2020

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Executive summary



Purpose of this report*

The purpose of this Audit Findings Report is to assist you, as a member of the Finance, Audit and Risk (FAR) Committee, in your review of the results of our audit of the financial statements as at and for the year ended December 31, 2019.

This Audit Findings Report builds on the Audit Plan we presented to the FAR Committee.



Changes from the Audit Plan

Materiality was communicated to be \$330,000 in the audit plan but was revised to \$300,000 based on a lower actual current year expense benchmark of \$10,068,954. This also resulted in a lower audit misstatement posting threshold of \$15,000.



Finalizing the audit

As of the date of this report, we have completed the audit of the financial statements, with the exception of certain remaining procedures, which include amongst others:

- completion of certain file review procedures and file documentation;
- completing our discussions with the FAR committee;
- obtaining evidence of the Board's approval of the financial statements.

We will update the FAR committee, and not solely the Chair (as required by professional standards), on significant matters, if any, arising from the completion of the audit, including the completion of the above procedures. Our auditors' report will be dated upon the completion of any remaining procedures.

*This Audit Findings Report should not be used for any other purpose or by anyone other than the FAR Committee. KPMG shall have no responsibility or liability for loss or damages or claims, if any, to or by any third party as this Audit Findings Report has not been prepared for, and is not intended for, and should not be used by, any third party or for any other purpose.



Executive summary



Audit risks and results

We discussed with you at the start of the audit the different areas of audit focus pertaining to the significant accounts as well as the related to the presumed risk of management override of controls.

These risks have been addressed in our audit.



Significant accounting policies and practices

There have been no initial selections of, or changes to, significant accounting policies and practices to bring to your attention.

The Accounting Standards Board (AcSB) issued three new, revised accounting standards with an effective date of fiscal years beginning on or after January 1, 2019, with early adoption permitted, regarding tangible capital assets, intangible capital assets, and collections.

These standards were adopted by Engineers Canada but did not have any impact on the current or prior year financial statements.



Executive summary



Adjustments and differences

We did not identify differences that remain uncorrected. See summary of corrected misstatements in the Management Representation Letter.



Control and other observations

We did not identify any control deficiencies that we determined to be significant deficiencies in internal control over financial reporting (ICFR).

Further, we did not identify any control deficiencies that we consider to be other internal control deficiencies.



Independence

We confirm to you that we are independent with respect to Engineers Canada, within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any other standards or applicable legislation or regulation.





Audit risks and results

We highlight our significant findings in respect of significant financial reporting risks as identified in our discussion with you in the Audit Plan, as well as any additional significant risks identified.

Significant financial reporting risks

Why is it significant?

Fraud risk from management override of controls

This is a presumed fraud risk.

We have not identified any specific additional risks of management override relating to this audit.

Our response and significant findings

- As the risk is not rebuttable, our audit methodology incorporates the required procedures in professional standards to address this risk. These procedures include testing of journal entries and other adjustments, performing a retrospective review of estimates and evaluating the business rationale of significant unusual transactions.



Technology in the audit

As previously communicated in our Audit Planning Report, we have utilized technology to enhance the quality and effectiveness of the audit.

Areas of the audit where Technology and D&A routines were used	
Tool	Our results and insights
Sharefile Client Collaboration	– KPMG created an online client collaboration portal to share and store audit working papers.
KPMG DataShare	– KPMG sent an invitation to use our DataShare service to extract financial data from Engineers Canada’s accounting system. Due to difficulties connecting with the service provider to obtain access to the information, we were unable to achieve any efficiencies from the use of this service.



Financial statement presentation and disclosure

The presentation and disclosure of the financial statements are, in all material respects, in accordance with the Company's relevant financial reporting framework. Misstatements, including omissions, if any, related to disclosure or presentation items are in the management representation letter.

We also highlight the following:

Form, arrangement, and content of the financial statements

The presentation and disclosure included in the financial statements of Engineers Canada are in accordance with Canadian accounting standards for not-for-profit organizations.

We believe the financial statement presentation and disclosure is adequate including the application of new Canadian accounting standards for not-for-profit organizations:

- Section 4433 Tangible capital assets held by not-for-profit organizations;
- Section 4434 Intangible assets held by not-for-profit organizations; and
- Section 4441 Collections held by not-for-profit organizations.

See Note 2 in the financial statements.

Adjustments and differences



Adjustments and differences identified during the audit have been categorized as “Corrected adjustments” or “Uncorrected differences”. These include disclosure adjustments and differences.

Professional standards require that we request of management and the audit committee that all identified adjustments or differences be corrected. We have already made this request of management.

Corrected adjustments

The management representation letter includes all adjustments identified as a result of the audit, communicated to management and subsequently corrected in the financial statements.

Uncorrected differences

We did not identify differences that remain uncorrected.

Control observations



In accordance with professional standards, we are required to communicate to the FAR Committee any control deficiencies that we identified during the audit and have determined to be material weaknesses or significant deficiencies in ICFR.

Significant deficiencies

Description	Potential effect
We did not identify any control deficiencies that we determined to be significant deficiencies in internal controls over financial reporting (ICFR).	

Key deliverables and milestones

Audit work and deliverable description	Planned Milestone Date for FY2019 Audit	Actual Date for FY2019 Audit
Draft audit plan and send to management for review and approval	November 2019	November 5, 2019
KPMG provides audit work paper requirements listing to EC management	January 2020	January 8, 2020
Presentation of audit planning report to the Finance, Audit and Risk Committee	November 5, 2019	November 5, 2019
Receipt of the confirmation letters from management	January 2020	January 9, 2020
Audit interim fieldwork to be performed by KPMG	January 13-17, 2020	January 13-17, 2020
Management to complete the close of the year-end books and records	January 31, 2020	January 31, 2020
Management to provide required working papers based on year-end audit work paper requirements listing	February 10-14, 2020	February 7 - March 9, 2020
Audit fieldwork to be performed by KPMG	February 10-14, 2020	February 10-14, 2020
Draft financial reporting deliverables prepared by KPMG and provided to management	March 2020	March 11, 2020
Presentation of audit findings to the Finance, Audit and Risk Committee	March 2020	March 18, 2020

Other matters

Professional standards require us to communicate to the Audit Committee other matters, such as material inconsistencies or material misstatements between MD&A and the audited financial statements, identified fraud or non-compliance with laws and regulations, consultations with other accountants, significant matters relating to Engineers Canada’s related parties, significant difficulties encountered during the audit, and disagreements with management. Over the course of our audit, we have not identified any significant matters we are professionally required to communicate.

We have highlighted below other significant matters that we would like to bring to your attention:

Matter	KPMG Comment
<p>Adoption of changes to accounting standards for not-for-profits</p>	<ul style="list-style-type: none"> • New, revised accounting standards relating to Section 4433, to replace Section 4431, Tangible Capital Assets Held by Not-for-Profit Organizations, Section 4434, to replace Section 4432, Intangible Assets Held by Not-for-Profit Organizations and Section 4441, to replace Section 4440, Collections Held by Not-for-Profit Organizations were considered as at January 1, 2019. • Engineers Canada does not have assets that meet the definitions and as such there is no impact to the prior period or current period financial statements. • Engineers Canada will apply componentization of significant tangible capital assets and amortization prospectively. • KPMG reviewed and discussed the implication of the accounting standard change with management. • The adoption of these standards did not result in any adjustments to the financial statements as at December 31, 2018. • The impact of the adoption of these new accounting policies has been appropriately disclosed in the notes to the financial statements.

Appendices



Appendix 1: Required communications



Appendix 2: Audit Quality and Risk Management



Appendix 3: Management representation letter



Appendix 4: Current developments

Appendix 1: Required communications



In accordance with professional standards, there are a number of communications that are required during the course of and upon completion of our audit.

These include:



Auditors' Report

The conclusion of our audit is set out in our draft auditors' report attached to the draft financial statements.



Management representation letter

In accordance with professional standards, copies of the management representation letter are provided to the FAR Committee. The management representation letter is attached.

Appendix 2: Audit Quality and Risk Management



KPMG maintains a system of quality control designed to reflect our drive and determination to deliver independent, unbiased advice and opinions, and also meet the requirements of Canadian professional standards.

Quality control is fundamental to our business and is the responsibility of every partner and employee. The following diagram summarizes the six key elements of our quality control system.

Visit our [Audit Quality Resources page](#) for more information including access to our audit quality report, [Audit quality: Our hands-on process](#).

Other controls include:

- Before the firm issues its audit report, the Engagement Quality Control Reviewer reviews the appropriateness of key elements of publicly listed client audits
- Technical department and specialist resources provide real-time support to audit teams in the field

We conduct regular reviews of engagements and partners. Review teams are independent and the work of every audit partner is reviewed at least once every three years.

We have policies and guidance to ensure that work performed by engagement personnel meets applicable professional standards, regulatory requirements and the firm's standards of quality.

All KPMG partners and staff are required to act with integrity and objectivity and comply with applicable laws, regulations and professional standards at all times.



We do not offer services that would impair our independence.

The processes we employ to help retain and develop people include:

- Assignment based on skills and experience
- Rotation of partners
- Performance evaluation
- Development and training
- Appropriate supervision and coaching

We have policies and procedures for deciding whether to accept or continue a client relationship or to perform a specific engagement for that client.

Existing audit relationships are reviewed annually and evaluated to identify instances where we should discontinue our professional association with the client.

Appendix 3: Management representation letter



Appendix 4: Current developments

Current Developments, created by the KPMG Public Sector and Not-for-Profit Practice, summarizes some of the regulatory, operational and governance developments impacting public sector, charitable and not-for-profit organizations. We provide this summary to inform our clients of changes that they may impact their organization, and the trends we see in the industry based on our discussions with the management and Board members of our clients.

We attach this summary to our audit plans and audit findings reports that we provide to the Audit Committees of our public sector, not-for-profit and charity clients. Some of these developments may not impact your organization directly but we believe it is important for management and Committee members of charities and not-for-profit organizations to understand what is happening in the broader public, not-for-profit and charity sector.

Please refer to our Accelerate report attached.



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BRIEFING NOTE: For decision by the Board

COVID-19 Update – Convening May Board and the Annual Meeting of Members as electronic meetings		3.1
Purpose:	To obtain a decision to convene the May Board and the Annual Meeting of Members (collectively, the “May meetings”) electronically.	
Link to the strategic plan	Internal enablers: Secretariat services	
Motion(s) to consider:	<i>THAT the Engineers Canada Board meeting and the 2020 Annual Meeting of Members, both scheduled to take place in Winnipeg, be converted to electronic meetings and held on the same dates as currently scheduled, being May 22 and 23, 2020 respectively.</i>	
Vote required to pass:	Simple majority	
Transparency:	Open session	
Prepared by:	Evelyn Spence, Corporate Secretary	
Presented by:	David Lynch, President	

Problem/issue definition

- The COVID-19 outbreak, declared a global pandemic, has resulted in many changes to the way we live and work. Travel restrictions are currently in place, and large gatherings have been banned in most, if not all, Canadian provinces. Officials have stated that these restrictions will be in place for an undeterminable length of time, and we expect that the restrictions will most likely still be in effect when the Board and Members are scheduled to meet in May 2020.
- Therefore, in all doing “our part” and ensuring we heed the advice of health officials and government authorities, we need to plan and prepare to convert affected face-to-face meetings to electronic meetings.
- Further, given that the dates for the meetings had been scheduled long in advance and many participants had already set those dates aside, it is proposed that the May meetings be held on the same dates as currently scheduled, being May 22 and 23, 2020 respectively, with minor adjustments made to the timing of the meetings (see attached revised meeting grid).
- Engineers Canada has held meetings electronically in the past and is well equipped to employ the technology it currently has in place. Of course, the participants’ experience will be very different and there will be some limitations, including:
 - Simultaneous interpretation of the May meetings is proving very difficult to accommodate. This has been raised, cursorily, with our OIQ colleagues, and we are grateful that they have expressed understanding of this situation. It is proposed that all materials and the slide presentations will be presented in both English and in French, as in the normal course of Engineers Canada meetings, but that the meeting discussions will take place in English.
 - In-camera sessions will be scheduled as usual, at the end of the agenda. To ensure appropriate plans can be made for efficient disconnection and reconnection of meeting participants, Board members are asked to raise any areas that may require additional in-camera discussion well in advance of the meeting date, by email notification to the President and Corporate Secretary.

Proposed action/recommendation

- It is recommended that the Board approve the motion to convene the May meetings electronically, to be held on the originally scheduled dates. Doing so will allow the Board to move forward in making critical

decisions pertaining to its own governance as well as to ensure the organization meets its operational and strategic objectives. Moreover, holding the Annual Meeting of Members on the originally scheduled date will ensure compliance with the requirements of the *Canada Not-for-profit Corporations Act* (CNCA), which provides that the annual meeting of members be held within six (6) months after the end of the corporation's latest financial year (December 31). No exemptions have been announced under the CNCA to date.

- Face-to-face meetings are impracticable in the present climate, and it would be difficult to find alternative dates that work for all participants.

Financial implications

- Dependent on negotiations with vendors.

Next steps (if motion approved)

- The May 22, 2020 Board meeting and the May 23, 2020 AMM will be held on the scheduled dates, but members will participate electronically, using the Go-To Webinar platform.

Appendices

- Revised schedule: Engineers Canada 2020 virtual spring meetings grid

Engineers Canada 2020 Virtual Spring Meetings and AMM – May 20-23, 2020 (all times are Central)



Wednesday, May 20	Thursday, May 21	Friday, May 22	Saturday, May 23
	<p>8:00-9:00 Breakfast – networking and trickle-in connection</p>	<p>8:00-9:00 Breakfast – networking and trickle-in connection</p>	
	<p>09:00-12:30 Presidents Group meeting</p>	<p>9:00-12:30 Board Meeting</p>	<p>8:30-9:30 Breakfast – networking and trickle-in connection</p>
<p>10:30-14:30 CEO Group meeting</p>	<p>09:00-10:30 Regulator Presentations (option 1: proposal to hold this item at the beginning of the meeting, where CEOs and Board will be invited to join)</p>		<p>9:30-11:00 Annual Meeting of Members</p>
			<p>11:00-11:30 Induction ceremony</p>
	<p>12:30-13:00 Lunch break</p>	<p>12:30-13:00 Lunch break</p>	
	<p>13:00-15:00 Presidents Group meeting</p>	<p>13:00-16:00 Board meeting and elections</p>	<p>12:30-14:30 HR Committee meeting</p>
	<p>13:30-15:00 Regulator Presentations (option 2: proposal to hold this item at the end of the meeting, where CEOs and Board will be invited to join)</p>		
<p>Virtual activities for families during the meeting:</p>			
<p>Journey to Churchill - Learn all about polar bears! Meet the polar bear team at the Winnipeg zoo, and follow the links on the page to learn more about them.</p>	<p>Canadian Museum for Human Rights Check out the museum’s impactful online compilation of human rights stories and learn about other people’s experiences.</p>	<p>Aquarium Tour Dreaming of warmer days? Check out the amazing live camera feeds offered by the Monterey Bay Aquarium.</p>	
<p>Engineers Canada Office: Via email!</p>			