

AGENDA

203rd ENGINEERS CANADA BOARD MEETING

June 15, 2020 | 11:00 – 11:45 am (Eastern time)

Webinar registration details to follow separately.

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 (attachment page 3 to 4)
2.	BOARD BUSINESS / REQUIRED DECISIONS
	2.1 Approval of directors to Board committees and other director appointments – D. Lynch (attachment page 5 to 9) <i>THAT the following individuals be appointed to committees and roles, for terms as outlined, on recommendation from the Human Resources Committee:</i>
	<ul style="list-style-type: none"> a) <i>Board representative – Accreditation Board</i> <ul style="list-style-type: none"> • <i>Jeff Card, 2020-2021 term</i> • <i>Tim Joseph, 2020-2022 term</i> b) <i>Board representative – Qualifications Board</i> <ul style="list-style-type: none"> • <i>Jeff Holm, 2019-2021 term (con’t)</i> • <i>Changiz Sadr, 2020-2022 term</i> c) <i>30 by 30 Champion</i> <ul style="list-style-type: none"> • <i>Justin Dunn, 2020-2021 term</i> d) <i>2020-2021 Finance, Audit, and Risk (FAR) Committee</i> <ul style="list-style-type: none"> • <i>Christian Bellini</i> • <i>Dwayne Gelowitz</i> • <i>Sudhir Jha</i> • <i>Carole Lamothe</i> • <i>Jane Tink</i> • <i>Steve Vieweg</i> • <i>Chris Zinck</i> e) <i>2020-2021 Governance Committee</i> <ul style="list-style-type: none"> • <i>Maxime Belletête</i> • <i>Victor Benz</i> • <i>Nancy Hill</i> • <i>David Lynch</i> • <i>Richard Trimble</i>
	2.2. Strategic Plan Task Force recommendation for the August strategic workshop (verbal update from recent meeting, with supporting slides) – J. Boudreau
3.	OTHER BUSINESS

4.	NEXT MEETINGS
	<p>Board meetings</p> <ul style="list-style-type: none"> • 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)
	<p>Committee meetings (June 15, 2020 - first meetings of 2020-2021 committees:</p> <ul style="list-style-type: none"> • FAR Committee: 12:00 – 12:40pm • Governance Committee: 1:00 – 1:40 pm • HR Committee: 2:00 – 2:40pm • CEAB chair and director appointees: 3:00 – 3:40pm • CEQB chair and director appointees: 4:00 – 4:40pm
5.	IN-CAMERA SESSIONS
	<p><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, the secretary and the governance administrator.</i></p>
	<p><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></p>
	<p><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></p>
6.	CLOSING (motion not required if all business has been completed)

Board support document

Conflicts of interest

Board members and members of Board committees have an ongoing obligation to identify and disclose actual, reasonably perceived, and potential conflicts of interest. These obligations are set out in case law and are also codified in statute, under the *Canada Not-for-profit Corporations Act* (“CNCA”).

While not expressly defined in the CNCA, a conflict of interest is understood to comprise any situation where:

- a) an individual’s personal interests, or
- b) those of a close friend, family member, business associate, corporation, or partnership in which the individual holds a significant interest, or a person to whom the individual owes an obligation, could influence their decisions and impair their ability to:
 - i. act in the best interests of the corporation, or
 - ii. represent the corporation fairly, impartially, and without bias.

Conflicts of interest exist if a director’s decision could be, or could appear to be, influenced. *It is not necessary that influence actually takes place.* In cases where directors are in an actual, perceived, or potential conflict of interest, they are required to disclose the conflicting interest to the Board¹ or, in the case where membership approval is sought, to the members,² as well as abstain from voting.

Handling conflicts of interest

Directors may use the following checklist when faced with a situation in which they think they might have an actual, perceived, or potential conflict of interest.

Step 1 - Identify the matter or issue being considered and the potential conflicting situation in which you are involved.

E.g. There is an item before the Board requiring discussion and a decision that involves potential litigation between Engineers Canada and the engineering regulator with whom you are licensed. Whether or not you are in a conflict of interest is not automatic—it will depend upon the personal circumstances of each director.

Step 2 – Assess whether a conflict of interest exists or may exist.

In assessing whether you have an actual, reasonably perceived or potential conflict of interest, it may be helpful to ask yourself the following questions:

- Would I, or anyone associated with me benefit from, or be detrimentally affected by my proposed decision or action?
- Could there be benefits for me in the future that could cast doubt on my objectivity?
- Do I have a current or previous personal, professional, or financial relationship or association of any significance with an interested party?

¹ Section 141(1) and (2) of the CNCA

² Section 141(9)(a) of the CNCA

- Would my reputation or that of a relative, friend, or associate stand to be enhanced or damaged because of the proposed decision or action?
- Do I or a relative, friend, or associate stand to gain or lose financially in some way?
- Do I hold any personal or professional views or biases that may lead others to reasonably conclude that I am not an appropriate person to deal with the matter?
- Have I made any promises or commitments in relation to the matter?
- Have I received a benefit or hospitality from someone who stands to gain or lose from my proposed decision or action?
- Am I a member of an association, club, or professional organization, or do I have particular ties and affiliations with organizations or individuals who stand to gain or lose by my proposed decision or action?
- Could this situation have an influence on any future employment opportunities outside my current duties?
- Could there be any other benefits or factors that could cast doubts on my objectivity?
- Am I confident of my ability to act impartially in the best interests of Engineers Canada?

What perceptions could others have?

- What assessment would a fair-minded member of the public make of the circumstances?
- Could my involvement on this matter cast doubt on my integrity or on Engineers Canada's integrity?
- If I saw someone else doing this, would I suspect that they have a conflict of interest?
- If I did participate in this action or decision, would I be happy if my colleagues and the public became aware of my involvement?
- How would I feel if my actions were highlighted in the media?

Step 3 – Is the duty to disclose triggered?

If, in assessing the situation, you determine that you are in an actual, potential, or reasonably perceived conflict of interest, your duty to disclose is triggered. Directors disclosing a conflict must make the disclosure at the meeting at which the proposed contract or transaction is first considered and should request to have the disclosure entered into the minutes of the meeting.³

Disclosure must be made of the nature and extent of the interest that you have in the contract or transaction (or proposed contract or transaction).⁴ The limited case law dealing with the nature and scope of the disclosure required by a conflicted director suggests that disclosure must make the other directors fully informed of the real state of affairs (e.g. what your interest is and the extent of the interest).⁵ It will rarely suffice to simply declare that you have a conflict of interest.

Step 4 – What next?

Subject to limited exceptions, the general rule is that a conflicted director cannot vote on the approval of a proposed contract or transaction, even where their interest is adequately disclosed.⁶ Further, as a best practice, they should leave the room and not participate in the salient part of the Board meeting.

3 Section 141(1) of the CNCA

4 Section 141(1) and 141(9)(b) of the CNCA

5 *Gray v. New Augarita Porcupine Mines Ltd.*, 1952 CarswellOnt 412 (Jud. Com. of Privy Coun.)

6 Section 141(5) of the CNCA

BRIEFING NOTE: For decision

Approval of directors to Board committees and other director appointments

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Purpose:	To deliver the Human Resources (HR) Committee's recommendation for the Board for consideration in appointing the 2020-2021 committees and other director appointments
Link to the Strategic Plan:	Board Responsibility 1: Accountability
Motion(s) to consider:	<p>THAT the following individuals be appointed to committees and roles, for terms as outlined, on recommendation from the Human Resources Committee:</p> <ul style="list-style-type: none"> a) Board representative – Accreditation Board <ul style="list-style-type: none"> • Jeff Card, 2020-2021 term • Tim Joseph, 2020-2022 term b) Board representative – Qualifications Board <ul style="list-style-type: none"> • Jeff Holm, 2019-2021 term (con't) • Changiz Sadr, 2020-2022 term c) 30 by 30 Champion <ul style="list-style-type: none"> • Justin Dunn, 2020-2021 term d) 2020-2021 Finance, Audit, and Risk (FAR) Committee <ul style="list-style-type: none"> • Christian Bellini • Dwayne Gelowitz • Sudhir Jha • Carole Lamothe • Jane Tink • Steve Vieweg • Chris Zinck e) 2020-2021 Governance Committee <ul style="list-style-type: none"> • Maxime Belletête • Victor Benz • Nancy Hill • David Lynch • Richard Trimble
Vote required to pass:	Simple majority
Transparency:	Open session
Prepared by:	Christina Mash, Governance Administrator, HR Committee Staff Liaison
Presented by:	David Lynch, Chair of the HR Committee

Problem/issue definition

- The Human Resources (HR) Committee is responsible for annually nominating new committee members and recommending committee chairs (policy 6.12)
- The 2019-2020 committees presented reports at the May 22 Board meeting summarizing their progress with the 2019-2020 work plans and providing recommendations for the 2020-2021 work plans.

Proposed action/recommendation

- The 2020-2021 HR Committee met on May 23 to discuss options for committee composition. Several factors were considered, including self-assessment survey results, known director competencies,

experience, term availability, committee composition requirements mandated by terms of reference, and knowledge continuity for committees.

- D. Lynch, in his capacity as HR Committee Chair and Past-President has confirmed each director's willingness to serve in the roles as outlined in the motion text above.

Other options considered:

- None

Risks

- None

Financial implications

- None

Benefits

- The proposed composition provides at minimum one role for each director who indicated a preference in serving. One of the incoming directors have indicated a preference to observe the committees during their first year on the Board.
- Each director has been placed in a role within their top two choices captured in the director-assessment survey.
- Committees will begin work immediately following the approval of this motion.

Consultation

- Rationale supporting each placement decision is provided in appendix A.
- The HR Committee considered the following:
 - Knowledge transfer
 - Skills and committee preferences (effort was made to ensure every director was placed within their top 2 preferences.)
 - Representation across regulators
 - Terms of reference notes on mandatory composition
 - Recommendation from 2019-2020 committees with regards to number of members on each committee
 - Each director was appointed to a minimum of one role, except for one new director who indicated a preference to observe
- Each director was asked to identify the committees on which they would like to serve as part of the 2020 director self-assessment survey. The results are summarized below, in appendix A.
- Incoming directors were also asked to complete the director self-assessment survey and they further expanded on their committee preferences when E. Spence and C. Mash spoke to them during their welcome/onboarding calls.
- Each committee's year-end report, provided in the materials for the May Board meeting, included workload and committee composition recommendations, which were referenced.

Next steps (if motion approved)

- Staff to update information on the website.
- 2020-2021 committees convene and work begins.

Appendices

- Appendix A: Matrix of responses to committee volunteering question in 2020 self-assessment survey and summary of placement rationale

Appendix A: Matrix of responses to committee volunteering question in 2020 self-assessment survey and summary of placement rationale

Name	Prov.	Term Ends	Term #	Observer	HR Ctee	Gov Ctee	FAR Ctee	CEAB	CEQB	30x30	SPTF	Affinity
Christian Bellini	ON	2021	1			X	X					
Danny Chui	ON	2023	2		M						M	M
Nancy Hill	ON	2023	1		2	1		3	4			
Kelly Reid	ON	2022	1		M							
Changiz Sadr	ON	2022	1		4	3	5	2	1			
Kathy Baig	QC	2022	2								M	M
Maxime Belletête	QC	2023	1	3	2	1	5	4	6			
Carole Lamothe	QC	2021	1		5	1	2	3	4			
Nicolas Turgeon	QC	2023	1	1								
Chris Zinck	NS	2022	1		X		X					
Jean Boudreau	NB	2022	2		M						M	M
Dawn Nedohin-Macek	MB	2021	1		M							
Jeff Holm	BC	2021	2		X	X	X		M			
Michael Wrinch	BC	2021	1		X	X	X				M	M
Justin Dunn	PEI	2023	2		2	3	1	5	4	X		
Dwayne Gelowitz	SK	2021	2		X		X					
Victor Benz	AB	2023	1	1		X		3	2			
Tim Joseph	AB	2023	1		5	4	3	1	2			
David Lynch	AB	2021	2		M	M					M	
Jane Tink	AB	2022	1			X	X					
Jeff Card	NL	2023	2		3	4	5	1	2		M	
Sudhir Jha	NWT	2023	1	3			1	2				
Richard Trimble	YK	2021	2			X	X					

- Red highlight indicates placement within the committee/role.
- “M” indicates mandated or (previously) approved placement within the committee/role.
- Other numbers reflect preferences received in the self-assessment survey and welcome calls; X’s indicate interest, with no specific preference noted.

Summary of placement rationale

The following summaries include the individual's interest level and their self-assessment of the area of skill required for the role. In addition, roles mandated by TOR composition and those that will promote knowledge transfer have been noted.

(a) Governance Committee (Board Policy 6.8)

The Committee is comprised of a minimum of three directors, including the past-president. The 2019-2020 Governance Committee recommended 4 members total. This number was exceeded to accommodate one role.

Name	Regulator	Position	2019-2020 Ctee	Reason
Maxime Belletête	OIQ	Member	None (new director)	Skilled in this area; Reported interest through survey and welcome calls
Victor Benz	APEGA	Member	None (new director)	Skilled in this area
Nancy Hill	PEO	Recommended chair	None (new director)	Skilled in this area; Legal background; Reported interest through survey and welcome calls
David Lynch	APEGA/P.P.	Member	Various	TOR mandated - Past-president role; Knowledge transfer/succession planning
Richard Trimble	YK	Member	FAR	Highly skilled in this area; One of two choices reported through survey

(b) Finance, Audit, and Risk (FAR) Committee (Board Policy 6.4)

The FAR Committee is comprised of a minimum of five directors, including one director from each of the three larger regulators: PEO, OIQ, and APEGA. In addition, a Certified Professional Accountant shall be a member of the FAR Committee. The 2019-2020 FAR Committee recommended 7 members total.

Name	Regulator	Position	2019-2020 Ctee	Reason
Christian Bellini	PEO	Member	QB	TOR mandated – PEO; Skilled in this area; Reported interest through survey
Dwayne Gelowitz	APEGS	Recommended chair	HR	Skilled in this area; Reported second choice following HR reported through survey; Chair experience
Sudhir Jha	NAPEG	Member	None (new director)	Skilled in this area; First choice reported through survey
Carole Lamothe	OIQ	Member	Governance	TOR mandated – OIQ; Skilled in this area; Reported interest through survey
Jane Tink	APEGA	Member	Observer	TOR mandated – APEGA; Some experience in this area; Reported interest through survey
Steve Vieweg	CPA	Member	FAR	TOR mandated – CPA role; continuation from 2019-2020; Knowledge transfer/succession planning
Chris Zinck	NS	Member	Observer	Highly skilled in this area; Reported second choice, following HR, through survey

(c) Board representative – Accreditation Board (Board Policy 6.9)

As senior board representative to the CEAB, J. Card will serve as representative on the Accountability in Accreditation Committee, and T. Joseph should be included as an observer for knowledge continuity.

Name	Regulator	Position	2019-2020 Ctee	Reason
Jeff Card	NL	2020-2021 term	AB Board rep	Knowledge transfer/succession planning; Primary choice reported through survey
Tim Joseph	APEGA	2020-2022 term	None (new director)	Strong interest in the role, reported through survey and welcome calls; Experience in this area

(d) Board representative – Qualifications Board (Board Policy 6.10)

Name	Regulator	Position	2019-2020 Ctee	Reason
Jeff Holm	NL	2019-2021 term (con't)	QB Board rep	Knowledge transfer/succession planning
Changiz Sadr	PEO	2020-2022 term	Observer	Strong interest in the role; Primary choice reported through survey

(e) 30 by 30 Champion

S. Gwozdz has now left the Board and the role will be vacant as of June 30. This role was not included on the self-assessment questionnaire and will be in future years to gauge interest amongst the directors. J. Dunn was identified based on his strong interest in and commitment to the subject matter and has agreed to assume the role.

Already established, included for reference:

(i) HR Committee (Board Policy 6.12)

The HR Committee is comprised of the president, president-elect, and past-president, as well as an advisor from the CEO Group and a minimum of two other directors.

- a) The past-president normally serves as chair, unless the committee decides otherwise.

Name	Regulator	Position
Danny Chui	PEO	Member
David Lynch	APEGA	Chair
Jean Boudreau	APEGNB	Member
Dawn Nedohin-Macek	EGMB	Member
Kelly Reid	PEO	Member
Ann English	CEO-G Advisor	Member

(ii) Strategic Plan Task Force (appointed by the Board in October 2019)

The 2022-24 Strategic Plan Task Force will be comprised of the president, president-elect, and the past-president (in May 2020, the outgoing past-president will be replaced by the incoming president-elect); and three other Board members meeting the following criteria:

- Either in their first term on the Board (with a reasonable probability of reappointment), or in their second term, as long as that term extends to at least 2022. This is to ensure that all task force members will be directors for the full development of the plan and at least its first year of implementation, save for the current president and past-president.
- Each member is from a different jurisdiction.

Name	Regulator	Position
Danny Chui	PEO	Member
David Lynch	APEGA	Member
Jean Boudreau	APEGNB	Chair
Kathy Baig	OIQ	Member
Michael Wrinch	EGBC	Member
Jeff Card	PEGNL	Member