

**APPROVED MINUTES OF THE
191st ENGINEERS CANADA BOARD MEETING
September 26, 2018
Fairmont Chateau Laurier, Ballroom
Ottawa, ON**

The following directors were in attendance

A. Bergeron, President (Chair), PEO
R. Kinghorn, Past-President, Engineers & Geoscientists BC
D. Lynch, President-Elect, APEGA
C. Bellini, PEO
J. Boudreau, Engineers & Geoscientists New Brunswick
D. Brown, PEO
J. Card, PEGNL
L. Champagne, OIQ
D. Chui, PEO
S. Devereaux, Engineers Nova Scotia
L. Doig, APEGA
J. Dunn, Engineers PEI
G. Faulkner, APEGA
D. Gelowitz, APEGS
J. Holm, Engineers & Geoscientists BC
C. Lamothe, OIQ
D. Nedohin-Macek, Engineers Geoscientists Manitoba
C. Parenteau, APEGA

The following directors sent regrets

K. Baig, OIQ
T. Brookes, NAPEG
S. Gwozdz, OIQ
R. Shreewastav, PEO
R. Trimble, Engineers Yukon

The following advisor was in attendance

A. English, CEO & Registrar, Engineers & Geoscientists BC

The following direct reports to the Board were in attendance

G. McDonald, CEO
L. Benedicenti, Chair, CEAB
R. LeBlanc, Chair, CEQB
S. Price, Executive Vice President Regulatory Affairs & Secretary to the Board

The following observers were in attendance

C. Andrewes, President, Engineers & Geoscientists BC
J. Collins, President, Engineers PEI
K. Costello, President, NAPEG
J. Epp, President, Engineers Geoscientists Manitoba
L. Golding, Executive Director & Registrar, NAPEG
S. Holmes, President, APEGS
K. King, Executive Director, Engineers Yukon
G. Koropatnick, CEO & Registrar, Engineers Geoscientists Manitoba
Z. Kripki, President, CFES
J. Landrigan, Executive Director & Registrar, Engineers PEI
B. McDonald, Executive Director & Registrar, APEGS
A. McLeod, CEO, Engineers & Geoscientists New Brunswick
M. Miles, President, Engineers Nova Scotia
J. Perron, President, Engineers Yukon
C. Roney, former President, Chair, Nominations Task Force
D. Spracklin-Reid, Chair, PEGNL
J. Underhill, President, Engineers & Geoscientists New Brunswick

The following staff were in attendance

C. Brown, Vice President, Operations
J. Southwood, Vice President, Corporate Affairs and Strategic Partnerships
J. Monterrosa, Controller
A. Rangi, Interim Legal Counsel
L. Villeneuve, Manager, Accreditation
M. Ouellette, Manager, Qualifications
B. Gibson, Manager, Communications
C. Polyzou, Interim Manager, Diversity and Outreach
L. Scott, Manager, Member Services
J. Taylor, Manager, Public Affairs
H. Anderson, Interim Governance Administrator
S. Bourgon, Executive Assistant to the President
D. Smith, Executive Assistant
L. Tremblay, Meeting and Event Planner

1. OPENING

1.1 CALL TO ORDER AND APPROVAL OF AGENDA

The President called the meeting to order at 8:30 am and welcomed the participants. Everyone was invited to introduce themselves.

The agenda was modified to include item 10, an in-camera session at the end of the meeting. Item 4.2, "New policies for the Board manual", was moved to the end of section 4.

5710

Moved C. Parenteau, seconded D. Gelowitz

THAT the modified agenda be approved and the President be authorized to change the order of discussion.

Carried

1.2 DECLARATION OF CONFLICT OF INTEREST

No conflicts were declared.

A. Bergeron reviewed the meeting rules and ensured consensus in implementation:

The following meeting rules are proposed to ensure fairness, efficiency and effectiveness of the meeting:

1. No one is to speak for more than two minutes.
2. No one gets to speak a second time until everyone has had a chance to speak for a first time.
3. There is a limit of two chances to speak for any motion.
4. Restating or reiterating a point that has already been made is not permitted.

2. EXECUTIVE REPORTS TO THE BOARD

2.1 PRESIDENT'S REPORT TO THE BOARD

A. Bergeron noted that her report was included in the agenda book. There being no questions, the report was accepted as written.

2.2 CEO'S REPORT TO THE BOARD

The CEO's report was included in the agenda book. G. McDonald provided a verbal update on GSPC spending. Budgeted amounts for the project were: \$391,000 for 2017, \$699,000 for 2018, and \$275,500 for 2019, totaling \$1.367 million. The actual spend for 2017 was \$372,000. 2018 is forecast to be \$630,000, and 2019 will be \$89,144, for a three-year total of \$1.092 million. The report was accepted as written.

2.3 CEO GROUP REPORT TO THE BOARD

The Group met on Monday afternoon and Tuesday morning with representation from every province except Quebec and Ontario; Alberta joined by phone. Main topics of discussion included Indigenous peoples' participation in engineering, a review of the QB workplan and work to date on the CEAB's accountability and accreditation improvement projects. Officials groups' reports were received, and changes were made to some of their terms of reference. The budget was reviewed for information. Concerns regarding Affinity funding issues were

discussed; the Affinity advisory committee would be happy to provide options and ideas to the Board for consideration. The Group does not feel it is worth pursuing the QB white paper on the evolution of assessment of applicants for licensure. Support was given for the new aeronautical engineering and aerospace engineering syllabus. National officials groups are in agreement on both positions. The Group supports the proposal to separate PEO and OIQ from the balance of regulators during the Governance 2.0 consultations.

2.4 PRESIDENTS' GROUP REPORT TO THE BOARD

The Presidents' Group met on Tuesday afternoon. This was their first meeting without staff support. Continuity among the participants was noted as an issue, as always, given that the membership changes by approximately one third at each meeting. Some feel the group is marginalized as they don't have an official role at Board meetings. Interest was expressed to add professional development at each meeting. Concerns were expressed regarding privacy in sharing membership lists for the Affinity program. The Group is looking forward to upcoming GSPC consultations on Governance 2.0. Discussion took place on the perceived conflict of interest regarding presidents who also serve as Board members. While legal counsel confirmed that this is not an issue, the group would like to change the policy or by-law to disallow anyone serving in both roles. Presidents will discuss the matter with their councils and with Engineers Canada staff and will bring a document for consideration to the February meeting. 30 by 30 was discussed and each regulator shared what is happening in their jurisdiction. There is interest around the table in having Engineers Canada lead some national initiatives. An update was provided on the professional reliance situation in BC. Some regulators have been approached by their provincial fairness commissioners regarding the requirement for one-year of Canadian experience and four years of required experience for immigrants. This was J. Underhill's last meeting. K. Costello will chair the next meeting.

3. CONSENT AGENDA

5711 **Moved R. Kinghorn, seconded L. Doig**
THAT the consent agenda items 3.1, 3.2, and 3.3 be approved.
Carried

4. BOARD BUSINESS/REQUIRED DECISIONS

4.1 2019 ANNUAL OPERATION PLAN AND BUDGET

It was noted that this is a transition year for the budget process, resulting in a lengthy document. The budget is presented in two formats: the one used in previous years and then in a new format which aligns it with the portfolios defined in the new strategic plan. An operational deficit of \$1.7M is currently projected for the coming year. A list of considerations has been created whereby savings may be achieved. Opportunities for deferral were presented to and ranked by the Finance committee at its August meeting. The chair opened the floor for questions and comments were received and addressed. The presented deferral opportunities still leave a \$600K deficit. The Board requested staff to identify ongoing vs one-time costs and to find an additional \$250K in deferral opportunities. The desire is to have a non-material deficit for 2019.

4.2 ACCREDITATION CRITERIA

Universities are encouraged to include language courses in their complementary studies. Regulator feedback to this criteria change has been positive.

5712 **Moved D. Brown, seconded J. Holm**
THAT the Board approve changes to criteria 3.4.5 and the deletion of criteria 3.4.5.2, as recommended by the Accreditation Board.
Carried

4.3 NOMINATIONS TASK FORCE FINAL RECOMMENDATIONS

An overview of the report was provided. Former Board president, and Nominations Task Force Chair, C. Roney was in attendance and responded to questions and concerns regarding the 18 recommendations made in the final report. The CEQB and CEAB both met last week and provided additional comments by letter. The issues raised in both letters had also been raised during the original consultation process.

It was noted that under Recommendations 6 and 8 that we have historically carried forward our geographic regions. It was suggested that the Governance committee consider grouping Yukon, the Northwest Territories and Nunavut together to ensure each board has a representative to guarantee a voice from the north. The number of at-large members could be reduced from six to five to accommodate this change.

The motion was amended to include the wording *1 through 18*. This was removed in advance of the question being called.

5713 **Moved C. Parenteau, seconded J. Dunn**
THAT the Board approve the recommendations of the Nominations Task Force and direct the Governance Committee to modify the affected policies.
Carried

Moved by J. Holm, seconded D. Brown
THAT the motion be amended to include recommendations 1, 2, 4, and 6 to 18 only.
Failed

5714 4.4 APPOINTMENT OF SECRETARY
Moved R. Kinghorn, seconded S. Devereaux
THAT the Board appoint Stephanie Price, Executive Vice-President, Regulatory Affairs as Secretary to the Board of Engineers Canada.
Carried

4.5 OBJECTIVES FOR THE CHIEF EXECUTIVE OFFICER - 2018
It was noted that these objectives are for the year 2018 and many have been completed. The 2019 objectives will be brought to the February meeting for approval and will be based on the strategic and operational plans.

5715 **Moved R. Kinghorn, seconded J. Card**
THAT the Board of Directors approve the 2018 Objectives for the Chief Executive Officer.
Carried

4.6 NEW POLICIES FOR BOARD POLICY MANUAL

The need for Policy 6.11 (terms of reference for the Funding Task Force) to be included in the manual was queried, as the task force will only exist for a limited time. The Governance committee considered this and going forward will develop a policy to indicate that every task force must have terms of reference, but that they will not be included in the Board policy manual.

5716

Moved R. Kinghorn, seconded C. Lamothe

THAT the Engineers Canada Board approve the following policies:

- a) Policy 4 Role of the Board***
- b) Policy 4.2 Board responsibilities***
- c) Policy 4.3 Code of conduct***
- d) Policy 4.7 Monitoring of CEO***
- e) Policy 4.8 Board competency profile***
- f) Policy 6.6 Executive committee nomination and elections process***
- g) Policy 6.11 Funding Task Force terms of reference***
- h) Policy 7.8 Rules of order***
- i) Policy 7.9 Process for in-camera meetings***
- j) Policy 7.10 Whistleblower policy and procedure***
- k) Policy 8.1 Emerging disciplines***
- l) Policy 8.2 Diversity and inclusion***
- m) Policies 9.1 and 9.2 Board approved documents***
- n) Section 2 Definitions***
- o) Table of contents***

Carried

4.7 ADDITIONAL BUSINESS (IF ANY)

None

5. IN-CAMERA SESSION

5717

Moved R. Kinghorn, seconded S. Devereaux

THAT the meeting move in-camera and be closed to the public at the recommendation of the Executive Committee. The attendees at the in-camera session shall include Board members, regulator staff, the regulator Presidents or their delegates and Engineers Canada staff.

Carried

6. REPORTS TO THE BOARD

6.1 FUNDING TASK FORCE UPDATE

An overview was provided of the task force's work to date. The task force is open to receiving input from the Board on its work.

The task force has looked at the funding models of organizations similar to our own that might suggest other sustainable funding in the long term, aside from Affinity. A survey was developed and distributed but with no feedback received.

The task force has not studied the potential for declining revenues with TD. It was requested that they consider this possibility.

There are two ways to look at funding; increasing revenues and decreasing costs. It was suggested that the task force investigate opportunities within the travel industry to lower expenses and possibly provide revenues.

The funding issue was discussed during the CEO Group's meeting, in terms of the amount charged for membership fees.

The task force has not yet discussed consultation extensively, however it is agreed that they need to hear from the regulators on this matter.

The split and managed options make assumptions regarding increased membership.

A sensitivity analysis would be helpful in the final report.

6.2 ACCREDITATION BOARD

a) Accrediation Board update

L. Benedicenti thanked all of the Board members who have participated as observers in site visits and at CEAB meetings and welcomed others to do so.

At the CEO meeting, strategic priority 2 (accountability) was discussed. The task force that will take care of this has altered its terms to have one regulator as a full voting member. The work is on track.

b) Report of the AU Task Force consultation

Next steps for the task force are to prepare to test the learning units with six institutions that have expressed interest in the pilot.

6.3 QUALIFICATIONS BOARD

a) Qualifications Board update

R. LeBlanc provided an update on the work of the QB, including items a, b, and c in his remarks.

Clairfication was provided on the evolution of assessment of applicants. The work has looked at ways to have the CEAB and non-CEAB streams better aligned. When accreditation was created in 1965, most graduates were Canadian. The non-CEAB graduate process has evolved slowly over time and currently, some jurisdictions have more non-CEAB applicants than CEAB.

It was confirmed that the CEQB work plan has a schedule in place and that an outline of the resource requirement is under development. They do not expect to need additional volunteers.

The final work plan coming to the Board for approval in December, as is the budget.

Need to be conscious in dealing with these items as one affects the other.

b) Status update

No additional comments.

c) Proposed draft 2019-2021 work plan

No additional comments.

6.4 AUDIT COMMITTEE

The committee held its first meeting on Tuesday. R. Clayton from KPMG gave a presentation describing the role and responsibilities of the committee. The committee usually meets twice yearly (September and March) but may hold a third meeting, in December 2018, to ensure all is in order with the changeover to the new accounting software system.

6.5 COMPENSATION COMMITTEE

The committee met on Tuesday to plan the 360 review of the CEO. In 2019, this will include directors, CEOs and direct reports; 16 people in total. A more comprehensive review will be done every third year.

6.6 EXECUTIVE COMMITTEE

The report was accepted as written.

6.7 FINANCE COMMITTEE

The committee has been engaged in reviewing the draft budget and will meet on October 12th to review changes to the document. They will also meet to review the terms of reference and work plan for the committee.

6.8 GOVERNANCE COMMITTEE

The committee will be meeting twice this fall to review new and existing policies and to incorporate work stemming from the Nominations Task Force recommendations.

6.9 NOMINATIONS TASK FORCE

As the recommendations were accepted, it was decided that the task force be stood down.

5718

Moved L. Doig, seconded D. Brown

THAT as the work of the Nominations Task Force is complete that they be stood down, with thanks.

Carried

6.10 RISK REGISTER

Two Board risks have decreased (vision or strategy and succession planning). Five Organizational risks have changed. Two have been added (38 and 39) regarding divestiture of PIEVC and IRP. Financial risk is captured in number 19.

Concern was expressed that membership will decrease in the long term, which will have a negative financial impact. As Engineers Canada does not have access to this data, it would have to be provided by the regulators.

It was suggested that the tables be sorted by severity level rather than number.

A typo was noted on page 309 – IRP is indicated as 35 but is represented as 39 on the graph. Additionally, 34 appears erroneously on the Organizational risks map; it is a Board risk.

6.11 AFFINITY PROGRAMS

A general update on the program was provided. TD contributes 2.6% of total written values, which is shared with the seven participating regulators (51% to regulators/49% to Engineers Canada). Five of the seven regulators have signed the new agreements.

6.12 a) PIEVC divestiture, and b) IRP divestiture

The plans are presented in the briefing note. Some expressions of interest have been received. The Board will be kept apprised of any developments.

7. UPDATES FROM STAKEHOLDERS

7.1 Canadian Federation of Engineering Students

Z. Kripki highlighted some of the work undertaken by the CFES. Student mental health issues continue to be a priority. An MOU is under development with Engineers Canada to codify the relationship moving forward.

8. IN-CAMERA SESSION

5719 Moved R. Kinghorn, seconded J. Holm
THAT the meeting move in-camera and be closed to the public at the recommendation of the Executive Committee. The attendees at the in-camera session shall include Board members, regulator staff, the regulator Presidents or their delegates and Engineers Canada staff.
Carried

9. GREETINGS FROM THE HONG KONG INSTITUTION OF ENGINEERS (HKIE)

9.1 Update on HKIE activities

The president welcomed Ir Peter Wong, Ir Dr. Philco Wong, Ir Ringo Yu, Monica Yuen to the meeting. Mr. Wong addressed the meeting, noting the reciprocal agreement between Canada and Hong Kong, and then discussing some of the challenges and opportunities currently affecting the HKIE. The delegates then entertained questions from the meeting participants.

10. NEXT MEETINGS

- December 10, 2018 – teleconference (may be held in-person, in Ottawa)
- February 27-March 1, 2019 (Ottawa, ON) note: change in meeting days and venue
- April 16, 2019 – teleconference
- May 23-25, 2019 (Quebec City, QC)
- June 23-25, 2019 (tentative) Retreat, Whitehorse, YK

11. IN-CAMERA SESSION

5720 Moved L. Doig, seconded J. Holm
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.

12. CLOSING

All items on the agenda were completed, therefore the Chair declared the meeting adjourned at 4:35 pm.

Minutes prepared by H. Anderson for:

Annette Bergeron, FEC, P.Eng.
President

Stephanie Price, P.Eng., CAE
Secretary to the Board