

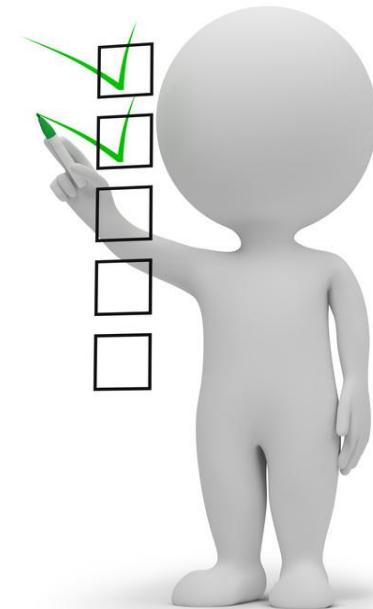
# Board Orientation: Part I

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May 23, 2019



# Outline of Presentation

- About of Engineers Canada
- Purposes of Engineers Canada
- Governance overview
  - Role of directors
  - Bylaws
  - Policies
- Meetings
  - Schedule
  - Planning and reporting
- Feedback on orientation



# Purpose of Engineers Canada

- Engineers Canada was established by the engineering regulators
- The engineering regulators are the **owners** of Engineers Canada, often referred to as the **Members**
- In 2017/2018 we re-confirmed our Purpose with them
- We also developed a new strategic plan with them that reflected those Purposes. The strategic plan was approved in May 2018. It covers the period 2019-2021

# Purpose of Engineers Canada

- The Purposes **define and constrain** the activities of Engineers Canada
  - If it's on the list we **must** do it
  - If it's not on the list we **can't** do it
- The Purposes are the foundation of the strategic plan

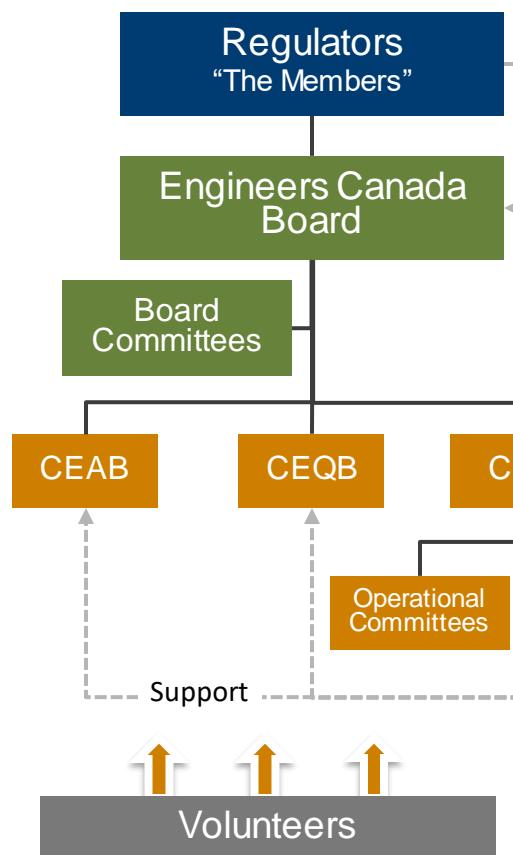
*Preamble:*

The purpose of Engineers Canada is **to serve the regulators, to promote and maintain the interests, honour and integrity of the Canadian engineering profession**, and to do all such lawful things as are incidental to or conducive to the attainment of the foregoing purpose, including:

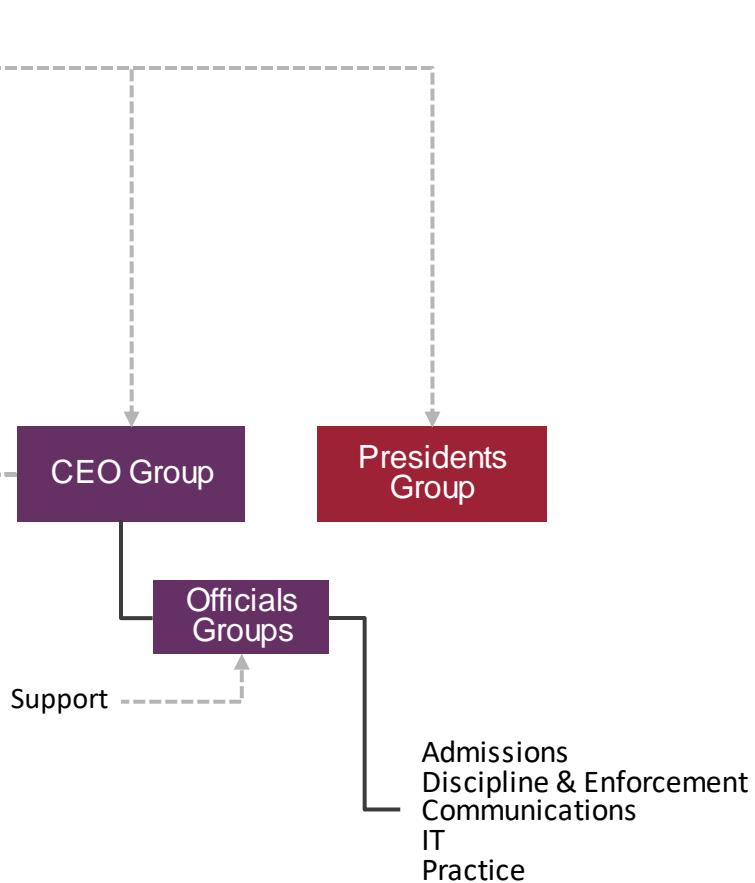
**To serve the regulators and strengthen the profession by:**

1. Accrediting undergraduate engineering programs.
2. Facilitating and fostering working relationships between and amongst the regulators.
3. Providing services and tools that; enable the assessment of engineering qualifications, foster excellence in engineering practice and regulation, facilitate mobility of practitioners within Canada.
4. Offering national programs.
5. Advocating to the federal government.
6. Actively monitoring, researching, and advising on changes and advances that impact the Canadian regulatory environment and the engineering profession.
7. Managing risks and opportunities associated with mobility of work and practitioners internationally.
8. Fostering recognition of the value and contribution of the profession to society and sparking interest in the next generation of professionals.
9. Promoting diversity and inclusion in the profession that reflects Canadian society.
10. Protecting any word(s), mark, design, slogan, or logo, or any literary, or other work, as the case may be, pertaining to the engineering profession or to its objects.

## Engineers Canada organizational structure



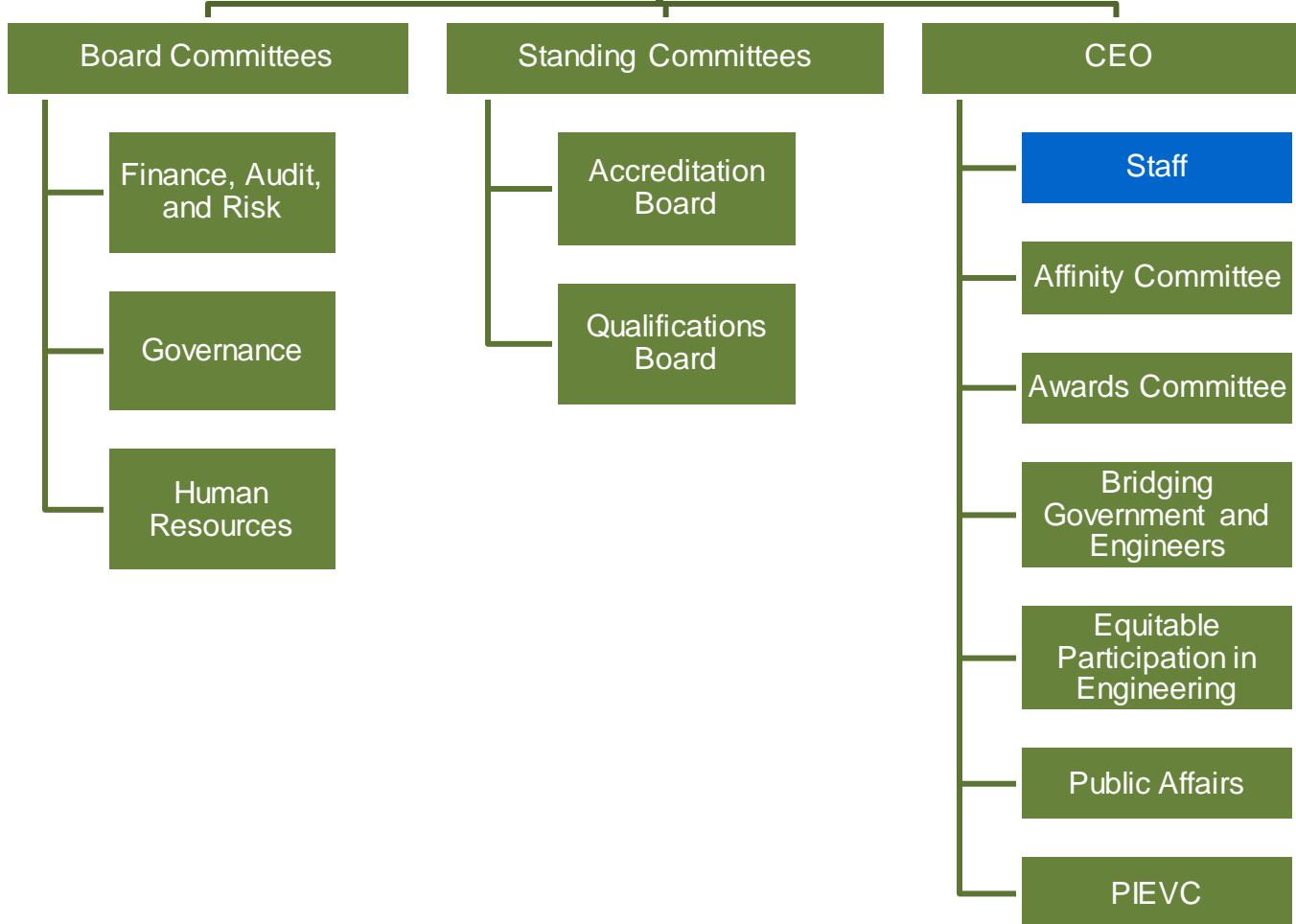
## Consultative and networking groups supported by Engineers Canada



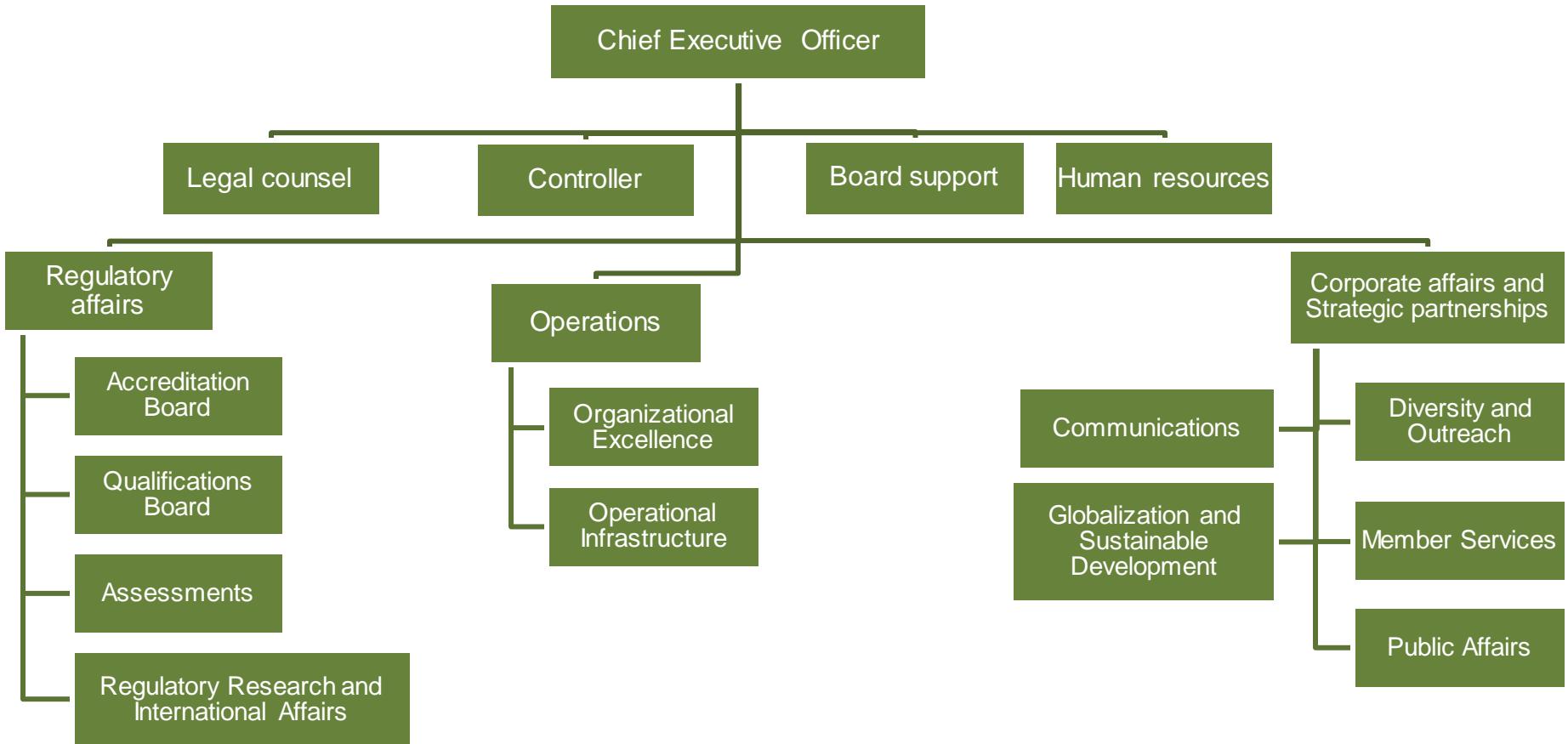
# About Engineers Canada

- Engineers Canada has a staff of about 45 people in Ottawa
- Engineers Canada has two standing committees:
  - Canadian Engineering Accreditation Board (CEAB or just AB)
  - Canadian Engineering Qualifications Board (CEQB or just QB)
- Engineers Canada works with the engineering regulators through the “officials groups” – these are groups of staff who work together on issues of common concern (admissions/licensure, discipline, enforcement, professional practice, communications and IT)

# Engineers Canada Board



# Organizational structure



# Governance



# Engineers Canada Board Responsibilities

1. Hold itself, its directors and its direct reports accountable.
2. Sustain a process to engage with regulators through regular communication that facilitates input, evaluation and feedback.
3. Provide ongoing and appropriate strategic direction.
4. Ensure the development and periodic review of Board policies.
5. Ensure the CEO maintains and acts on a robust and effective risk management system.
6. Provide orientation of new directors, and continuing development of directors and others.

# Role of a Board and Directors

- In general, the role of any Board is to
  - Set direction
  - Ensure necessary resources
  - Provide oversight
- Every director on the board owes a fiduciary responsibility to Engineers Canada
- This is a responsibility established in the Not-for-Profit Act, and failure to fulfill this responsibility can result in liability

# What is a Fiduciary Duty?

## Duty of Care

*“duty of care that an ordinary prudent person would exercise in a like position and under similar circumstance”*

- Take reasonable care when making a decision
- Be informed and ask questions

## Duty of Obedience

*Be faithful to the organization*

- Do not act in a way that is inconsistent with the central goals of the organization (our Purposes)

## Duty of Loyalty

*Show undivided allegiance to the organization’s welfare*

- Act in the best interests of the organization
- Comply with code of conduct and confidentiality policies

# Engineers Canada By-law

- Established by the Members to set the rules for Engineers Canada.  
Includes:
  - Who our members are
  - How they can be terminated or resign
  - How and when the Members meet and vote
  - The size and composition of our Board and director terms limits
  - How and when the Board meets and votes
  - Financial and fiscal requirements (audit and assessment fee)

# **By-law Section 5.7**

## **Approvals Requiring 2/3 Majority**

A Board resolution passed by a majority of not less than two-thirds of the votes cast on that resolution is required to make a decision in respect of the following matters:

- a) Board Recommendations required in section 5.8;
- b) Approval of the Budget or any amendments thereto;
- c) Adoption, amendment or repeal of any Board policies or procedures;
- d) Adoption, amendment or repeal of Standards;
- e) Adoption, amendment or repeal of Special National Initiatives; and
- f) Board decisions in respect of any litigious or potentially litigious matters that may endanger the organization's public image, credibility, or its ability to accomplish Ends.

# By-law Section 5.8

## Board Recommendations

The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law:

- a) Approval of the Strategic Plan;
- b) Amendments to Per Capita Assessment;
- c) Approval of Special National Initiatives; and
- d) Amendment or repeal of the Articles of Continuance (which includes changes to Engineers Canada's name and purposes) or By-law.

# Board Policy Manual

The [Board Policy Manual](#) includes the Board's policies regarding the governance of Engineers Canada.

Must read policies:

4.1 Board responsibilities

4.2 Director responsibilities

4.3 Code of conduct

7.1 Board, committee and other volunteer expenses

# Meetings and Events



# Board Meetings

Date	Location	Description	Participants
June 26-27, 2019	Whitehorse, YT	Board workshop	Board-only
October 2-4, 2019	Ottawa, ON	Board meeting	Board (and regulators)*
December 9, 2019	Ottawa, ON	Board-only meeting	Board only
February 24-26, 2020	Ottawa, ON	Board meeting and foresight workshop	Board and regulators
April 2020	Teleconference	Review of audited financial statements	Board only
May 20-23, 2020	Winnipeg, MB	Board meeting and Annual Meeting of Members	Board and regulators <sup>19</sup>

# Planning and Reporting

- The Board issues direction to the CEO and the chairs of the CEAB and CEQB via the **Three-Year Strategic Plan**
- The CEO and chairs produce an **annual operating plan** (AOP) and **budget**
  - First draft is presented at the Sept/Oct meeting
  - Final approval of the budget takes place at the December meeting
- The CEO and chairs provide **interim performance reports** in May, Sept/Oct, and December for Q1, Q2, and Q3
- The CEO and chairs of all committees (CEAB, CEQB, and board committees) provide an **annual performance report** to the Members in May (draft to the Board in February)

# Next Orientation Session

1. Role of the **Accreditation Board**
2. Role of the **Qualifications Board**
3. Role of the regulators' **Officials Groups**
4. Work of the **operational committees**
5. Key stakeholders: National Council of Deans of Engineering and Applied Science (**NCDEAS**) and Canadian Federation of Engineering Students (**CFES**)

# Feedback?

