

**APPROVED MINUTES OF THE
189th ENGINEERS CANADA BOARD MEETING
May 25, 2018
Delta Bessborough, Adam Ballroom
Saskatoon, SK**

The following directors were in attendance		
R. Kinghorn, President	C. Roney, Past-President	A. Bergeron, President-Elect
K. Baig	J. Boudreau	T. Brookes
D. Brown	L. Champagne	D. Chui
S. Devereaux	L. Doig	J. Dunn
G. Faulkner	D. Gelowitz	Z. Ghavitian
S. Gwozdz	J. Holm	W. Hunt
D. Jayas	D. Lynch	C. Parenteau
R. Shreewastav	R. Trimble	

The following advisor was in attendance		
A. English		

The following observers were in attendance		
C. Andrewes	J. Beehler	C. Bellini
L. Benedicenti	C. Borg	J. Collins
K. Costello	N. Dorjee	G. Dunphy
J. Emberley	J. Epp	M. Frenette
J. Gamble	B. Gingras	L. Golding
J. Hack	A. Harvey	S. Holmes
K. King	G. Koropatnick	Z. Kripki
C. Lamothe	J. Landrigan	R. LeBlanc
K. MacLeod	W. MacQuarrie	B. McDonald
A. McLeod	J. Nagendran	D. Nedohin-Macek
J. Perron	S. Perruzza	D. Peters
G. Pickard	V. Raponi	T. Roberts
J. Samaras	N. Serraglio	T. Smith
D. Spracklin-Reid	J. Underhill	A. Waldie
L. White	J. Zuccon	

The following staff were in attendance		
H. Anderson	S. Bourgon	B. Gibson
G. McDonald	R. Melsom	M. Ouellette
S. Price	E. Rowan	J. Southwood
L. Scott	L. Tremblay	L. Villeneuve

1. OPENING

1.1 CALL TO ORDER AND APPROVAL OF AGENDA

The President called the meeting to order at 8:30 am and welcomed members.

5696

Moved C. Parenteau, seconded T. Brookes

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

Carried

1.2 DECLARATION OF CONFLICT OF INTEREST

No conflicts were declared.

R. Kinghorn 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.

President Kinghorn then welcomed incoming Board members: Christian Bellini, PEO, replacing Chris Roney; Carole Lamothe, OIQ, replacing Zaki Ghavitian; and, Dawn Nedohin-Macek, Engineers Geoscientists Manitoba, replacing Digvir Jayas, who were all in attendance. Jeff Card, PEGNL, replacing Bill Hunt, was unable to attend this meeting.

Special guests were also welcomed, including Z. Kripki (Canadian Federation of Engineering Students), T. Roberts (National Society of Professional Engineers), J. Gamble (Association of Consulting Engineers – Canada), and A. Waldie (Geoscientists Canada).

2. EXECUTIVE REPORTS TO THE BOARD

2.1 PRESIDENT'S REPORT TO THE BOARD

R. Kinghorn noted that the report was included in the agenda book. There being no questions, it was accepted as written.

2.2 CEO REPORT TO THE BOARD

G. McDonald stated that the CEO's report was included in the agenda book. He highlighted that revenue in Q1 was down slightly due to member assessments being less than forecast and investments not doing as well as expected. This resulted in revenue being down by \$140K. The forecast has been adjusted to reflect this and to ensure we meet budget. It was noted that there is \$1M in Affinity revenue, which is not budgeted. This is affinity revenue from TD insurance related to Ontario policy-holders, which is being held until the regulator advises what they would like to do with it. There being no further questions, the report was accepted as written.

2.3 CEO GROUP REPORT TO THE BOARD

A. English informed the attendees that at its last meeting, the CEO Group decided to appoint a vice-chair, J. Landrigan. As Mr. Landrigan chaired the May 24th meeting in A. English's absence, she requested that he present the CEO Group's report.

J. Landrigan provided a summary of the May 24th meeting discussion. This included the ongoing work of officials groups and their coordination with the CEQB; the CEQB's upcoming consultation on their 2019 workplan . They received reports regarding Engineers and Geoscientists BC's one-year Canadian work experience project, their competency assessment project and their ongoing professional reliance review. They discussed the recent meeting between the CEAB policies and procedures committee and the deans' liaison committee, and the issue of diploma mills and fake credentials. It was agreed that this is not a widespread problem and that use of credential assessment bodies and the IIDD database help flag fraudulent activity. Also discussed was a recent request from the Canadian Information Centre for International Credentials regarding the UNESCO Global Convention on the Recognition Higher Education Qualification. The CEO Group asked Engineers Canada to prepare one response on behalf of the profession.

The following output and actions arose from the meeting: A discussion on accreditation noted encouraging improvements in the relationship between the CEAB and deans' liaison committee. Of special note is an improvement in communications. However, there remains a dissatisfaction on the lack of progress on improvements and the CEO Group recommends the following items:

- a) to accelerate where possible the work in strategic priority two, keeping in mind that we need to maintain high standards of accreditation; and,
- b) given their concern with what higher education institutions might do in regard to withdrawal from accreditation, that this be added to the risk register. (it was later noted that this is presently contained in the Risk Register)

Concern was expressed regarding the overlap of consultations, meetings, requests for feedback, etc. over the past year. This has placed high demands on regulators' time. In some cases this resulted in lower response rates on some consultations. It is therefore recommended that Engineers Canada:

- c) ensure overall consultation program is not burdensome;
- d) provide coordination and a calendar of all meetings and events across the country to avoid conflicts. It was noted that all meetings should be added to the Engineers Canada website calendar.

2.4 PRESIDENTS' GROUP REPORT TO THE BOARD

K. MacLeod reported that most of the Group's discussion focussed on the motions being presented at the Annual Meeting of Members on May 26th. The group held two calls in April and May to discuss the Strategic Plan and items relating to the motions. They will be proposing a small wording change to the bylaw on term limits to remove the words "successive" and "consecutive" . The discussion on Board size was extensive. Generally the Group is not opposed to a reduction in Board size, however they would like to have more information before making a decision. They are proposing no more increases to the Board until the final size is decided upon

and are also seeking a more global approach to determining Board size based on the outcome of Governance 2.0. N. Dorgee discussed emerging issues, such as globalization and artificial intelligence. A discussion was held on affinity risks and also work being done by the advisory committee and Funding Task Force. The role of the Presidents' Group in 2.0 was also raised. J. Underhill will chair the next meeting. K. MacLeod advised that this is her last Board meeting as Engineers Nova Scotia president and thanked everyone for their support during her term.

3. CONSENT AGENDA

5697 **Moved J. Holm, seconded D. Brown**
THAT the consent agenda items 3.2 and 3.3 be approved.
Carried

5698 **Moved D. Brown, seconded L. Doig**
THAT item 3.1, the minutes from the April 9, 2018 meeting, be approved with a correction made on page 2, second line from bottom: CSA should read ESA.
Carried

4. REPORTS TO THE BOARD

4.1 ACCREDITATION BOARD UPDATE

W. MacQuarrie touched on some highlights of the ongoing work found in his report including on-going work with the Accreditation Board, the Accreditation Improvement Program (AIP) and the AU Task Force. During the 2017-18 cycle, 65 programs were visited at 14 institutions. Two directors participated, as well as the president and president-elect, and two regulatory staff. Consultations on the AU Task Force report are underway and will conclude shortly. The AU Task Force will assess the findings and report to the CEAB and then to the Board in September. It is anticipated that further work on the learning units will lead to the creation of a pilot program later this year.

4.2 QUALIFICATIONS BOARD UPDATE

D. Peters thanked the Board for approving the model guide and guidelines. The CEQB has provided feedback to the Nominations Task Force and is responding to the AU Task Force. He provided an overview of the work being done by the CEQB and how it will align with the proposed Strategic Plan. The new, aligned CEQB work plan will be brought to the September Board meeting for consideration. He invited new Board members to attend the next CEQB meeting being held in Quebec City and thanked the Board and staff for their support during his term as Chair.

On behalf of the Board, D. Brown thanked both W. MacQuarrie and D. Peters for their dedicated work on their respective boards during their terms.

4.3 COMPENSATION COMMITTEE UPDATE

C. Roney re-stated the committee's mandate and advised that they are working with a consultant to establish a better process going forward for development of the CEO's performance goals and performance review guidelines. The committee met on May 2, 2018 with the CEO and the consultant to begin this work. Once established, the goals will be brought to the Board for approval.

4.4 GOVERNANCE COMMITTEE UPDATE

S. Devereaux advised that the committee continues to work on the Board Policy Manual. Four policies were approved in April and 13 more will come to the Board in September, which will wrap up this project. Policies will then be reviewed annually. The committee will meet over the summer to discuss Governance 2.0 (mandate of directors, role of regulators and presidents in governance, the role of the CEO Group advisor, and the relationship with the NCDEAS and CFES). Additional items may be added to this work and will form the basis of the fall consultations with regulators.

4.5 FUNDING TASK FORCE UPDATE

D. Gelowitz noted that the task force has met three times this year, and have assembled the financial information documenting the funding contributions from the regulators and determined the value of the affinity revenues from our various programs, including where it is generated across the country. They are also contacting national organizations similar to ours to determine how they are funded and to see if there is something Engineers Canada could adopt. This research is currently underway and will be reviewed at an in-person meeting being held during the June workshop. The committee will develop a reporting schedule at that time.

4.6 NOMINATIONS TASK FORCE UPDATE

C. Roney reviewed the recent work of the task force. A detailed draft report has been circulated and consulted upon. The task force will meet in June to discuss the findings and incorporate them into the final report for presentation to the Board in September.

4.7 RISK REGISTER

G. McDonald noted that the report is included in the agenda book and opened the floor to questions.

- PIEVC contracting: The organization has been entering into a number of contracts and listing this as a risk on the register helps ensure that we monitor them internally. Conversations have started on how to divest this program. All contracts will end by December 2019 and we won't take on any new contracts without the CEO's approval after that point.
- No. 26 – The Board has prioritized the accreditation system but there is still concern regarding a Higher Education Institution (HEI) leaving the system. It was noted that the CEAB intends to meet with the deans' council to discuss this issue. An action plan is needed to discuss matters in a timely manner.
- It was noted that some of the risk categories have no monitoring method, i.e. no. 30. This will be corrected in future.
- It was confirmed that there are no overall concerns with contracting, but that PIEVC is a risk given the volume and rapidity of contracts produced.
- G. McDonald confirmed that senior management reviews the document in advance of each Board meeting (three times per year), which he feels is adequate. While the register is currently a staff function, under Governance 2.0 we may move this to a Board committee, such as Audit. This is common practice in other organizations. It was noted that as our risk register is fairly small, the Board as a whole can provide adequate oversight.
- It was suggested that items such as no. 35 (risks to the holism of the federation) might benefit from consultation with external sources, such as regulators.

BOARD BUSINESS/REQUIRED DECISIONS

5.1 2019-2021 STRATEGIC PLAN

The President advised that the draft strategic plan is included in the agenda book and is recommended for approval by the Executive committee. Once approved by the Board and regulators, any changes to the plan can only be made by the regulators. Upon consideration, a change to the sub-initiative of operational imperative 3 (page 19) regarding the awards program was proposed.

5699 **Moved by B. Hunt, seconded by R. Shreewastav**
THAT the Engineers Canada Board recommend approval of the amended 2019-2021 strategic plan to the Members.
Carried as amended, unanimously

5700 **Moved by J. Holm, seconded by S. Gwozdz**
THAT the strategic plan be amended to reflect the following change to operational imperative 3:
That the current Engineers Canada awards program be reviewed and brought back to the Board for discussion.
Carried by two-thirds

5.2 BOARD POLICY MANUAL

5.2a Policies for approval

Policy 4.3: Concern was expressed regarding the strong language used in Policy 4.3. Further, Section 15, item D was raised as not being within the power of the Board. There is no bylaw covering removal of a member, therefore the policy addresses this noting that sanctions are possible, if needed. This should be clarified in the next revision with a process clearly defined. Additionally, item 11 refers to section 147 of the Not-for-profit Act, but the language therein does not apply. The Governance committee will review this policy at its next meeting to ensure all components are in order.

Policy 4.11: This policy requires a correction in section 2.d changing “The Board” to “Directors”.

Policy 8.2: Item 2 – Is this too restrictive and short-term? Item 3 should also include the word “leadership”. Both comments were duly noted by the committee for future revisions.

It was requested that anyone having concerns with any policy should submit them in writing to S. Price, copying S. Devereaux to allow them to be brought to the Governance committee.

5701 **Moved by S. Devereaux, seconded by T. Brookes**

THAT the Canada Board approve the following policies:

- a) Policy 4.2 Directors’ responsibilities**
- b) Policy 4.3 Code of conduct**
- c) Policy 4.11 Board management delegation**
- d) Policy 8.2 Diversity and inclusion**

Carried

5.2b Finance Committee

As the Finance committee is developed, it is advised to consider including risk and audit as part of its terms of reference. While finance committees generally look forward, and audit committees look backward, there is value in having them combined in one committee. Investments oversight should also form part of the terms of reference. All Board committees should be reviewed as part of Governance 2.0.

5702 Moved by C. Roney, seconded by S. Devereaux
THAT the Engineers Canada Board establish a Finance Committee and direct the Executive Committee to appoint members. The first task of the committee being to finalize its terms of reference in keeping with the example put forward by the Governance Committee.
Carried

5.3 ACCREDITATION CRITERIA CHANGES

5703 Moved by A. Bergeron, seconded by D. Jayas
THAT the Board approve the change of Accreditation criterion 3.4.5.1 d) to “The impact of technology and/or engineering on society.”
Carried

5.4 ADDITIONAL BUSINESS

None

6. ANNUAL UPDATES FROM STAKEHOLDERS

6.1 CANADIAN FEDERATION OF ENGINEERS STUDENTS (CFES)
Z. Kripki, President of the CFES, presented their report, noting that the results of the student survey conducted last year are now available on-line. Three of the four stances stemming from the survey are relevant to the CEAB and are highlighted in the report. He further noted that the CFES is always looking for speakers for their conferences and that they would be very happy to have Board members and regulators participate in them. He also requested feedback on the CFES reports in the meeting feedback survey.

A. Bergeron noted that she will be giving testimony at the House of Commons Standing Committee on Human Resources Skills and Social Development on behalf of Engineers Canada on experiential learning and pathways to employment for youth, which ties in with Stance #3.

6.2 NATIONAL SOCIETY OF PROFESSIONAL ENGINEERS (NSPE)
Tom Roberts, President of the National Society of Professional Engineers (USA) thanked the Board for the opportunity to address the meeting and highlighted activities in his organization. NSPE’s main objective is working to improve the lives of PEs and the general public at the national, regional, state and local levels. They advocate to and defend the PE licence. One of the emerging themes they are dealing with is licensure being viewed as a commodity versus a professional service. Mr. Roberts highlighted the interactive threat map on NSPE’s website that provides a summary of the threats to engineering regulation in each state.

6.3 ASSOCIATION OF CONSULTING ENGINEERING COMPANIES (ACEC)

John Gamble, President & CEO of ACEC, thanked the Board for inviting ACEC to attend the meeting. ACEC's membership is firms, not individuals, and they are a federation of 12 member organizations. He clarified that they are a business association as opposed to an engineering one. Their priorities are to advocate for the consulting engineering sector in Canada. Key issues that ACEC is addressing include continued infrastructure investment, advocating for the resource sector, changes to taxation of Canadian-controlled private corporations, and general competitiveness issues.

6.4 GEOSCIENTISTS CANADA

Andrea Waldie, CEO of Geoscientists Canada, thanked the Board for the invitation to attend the meeting. She noted that Geoscientists Canada is currently developing admission support tools, on-line work experience competencies, and creating an on-line self-assessment tool to help applicants determine the chance of registration. They are also producing a *Geoscience in Canada* booklet to inform policy makers and the public. Their annual meeting will be held in St. John's, NL on June 9th.

7. ELECTIONS TO EXECUTIVE COMMITTEE

C. Roney provided an overview of the policy governing elections to the Executive Committee as well as the process. The scrutineers for the election were Gerard McDonald, CEO of Engineers Canada and Stormy Holmes, President of APEGS, as per the policy.

The candidates for President-elect, D. Gelowitz and D. Lynch each addressed the assembly for five minutes.

Following the vote, C. Roney declared D. Lynch as President-elect.

The candidates for the Executive Committee's at-large position, T. Brookes, J. Holm, C. Parenteau and R. Shreewastav each addressed the assembly for two minutes.

Following the vote, C. Roney declared C. Parenteau as the at-large member for the Executive Committee.

C. Roney declared the election closed, with the following directors appointed to the Executive Committee:

- a) THAT R. Kinghorn be confirmed to the position of Past-president for the 2018-2019 term.**
- b) THAT A. Bergeron be confirmed to the position of President for the 2018-2019 term.**
- c) THAT the following directors be confirmed to the 2018-2019 Executive Committee:**
 - i. President-elect – D. Lynch**
 - ii. OIQ –**
 - iii. APEGA – D. Lynch**
 - iv. PEO – position is filled by A. Bergeron, President**
 - v. PEGNL, Engineers NS, Engineers PEI or APEGNB – S. Devereaux**
 - vi. APEGM or APEGS – D. Gelowitz**
 - vii. APEGBC, Engineers Yukon or NAPEG – position is filled by R. Kinghorn, Past-president**

At-large position – C. Parenteau

5704 Moved by D. Jayas, seconded by J. Holm
THAT the ballots be destroyed by the scrutineers.
Carried

5705 Moved by D. Lynch, seconded by L. Doig
THAT K. Baig be confirmed as the OIQ representative on the Executive Committee.
Carried unanimously

8. NEXT MEETINGS

- June 18-19, 2018 – Workshop (Picton, ON)
- September 24-26, 2018 (Ottawa, ON)
- December 2018 (exact date TBD) - teleconference
- February 27-March 1, 2019 (Ottawa, ON) note: change in meeting days and venue
- April 2019 (exact date TBD) – teleconference
- May 23-25, 2019 (Quebec City, QC)

9. IN-CAMERA SESSION

5706 Moved D. Brown, seconded L. Champagne
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 and Engineers Canada staff and the regulator Presidents or their delegates.
Carried

Guests and members of the public left the meeting.

10. CLOSING

All items on the agenda were completed, therefore the Chair declared the meeting adjourned at 2:18 pm.

Minutes prepared by H. Anderson for:

Russ Kinghorn, FEC, P.Eng.
President

Gerard McDonald, MBA, P.Eng.
Chief Executive Officer