

**MINUTES OF THE  
195th ENGINEERS CANADA BOARD MEETING  
May 24, 2019  
Séminaire de Québec, Québec, QC  
Salle des Promotions**

The following directors were in attendance

A. Bergeron, President (Chair), PEO  
R. Kinghorn, Past-President, Engineers & Geoscientists BC  
D. Lynch, President-Elect, APEGA  
K. Baig, OIQ  
C. Bellini, PEO  
J. Boudreau, Engineers & Geoscientists New Brunswick  
T. Brookes, NAPEG  
D. Brown, PEO  
J. Card, PEGNL  
L. Champagne, OIQ  
D. Chui, PEO  
L. Doig, APEGA  
J. Dunn, Engineers PEI  
D. Gelowitz, APEGS  
S. Gwozdz, OIQ  
J. Holm, Engineers & Geoscientists BC  
C. Lamothe, OIQ  
D. Nedohin-Macek, Engineers Geoscientists Manitoba  
C. Parenteau, APEGA  
R. Shreewastav, PEO  
R. Trimble, Engineers Yukon

The following directors sent regrets

S. Devereaux, Engineers Nova Scotia  
G. Faulkner, APEGA

The following advisor was in attendance

J. Landrigan, Executive Director & Registrar, Engineers PEI

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

M. Aitken, President, NSPE  
C. Borg, Account Manager, Affinity Markets, Manulife Financial Canada  
T. Bradfield, Marketing Specialist, Client Marketing, Great West Life Assurance Company  
T. Chong, Chief Regulatory Officer and Deputy Registrar, Engineers & Geoscientists BC  
K. Costello, President, NAPEG  
C. Dixon, President Engineers Yukon  
G. Eynon, President, APEGA  
S. Dupuis, President, Engineers & Geoscientists New Brunswick  
T. Fonstad, President, APEGS  
L. Golding, Executive Director and Registrar, NAPEG  
A. Harvey, Investment and Retirement Manager, Great West Life Assurance Company  
J. Hazenberg, Vice-President, NAPEG  
N. Hill, President, PEO  
K. King, Executive Director, Engineers Yukon  
G. Koropatnik, Engineers Geoscientists MB  
D. Lake, President, Canadian Federation of Engineering Students  
K. MacLeod, past president, Engineers Nova Scotia  
B. McDonald, Executive Director and Registrar, APEGS  
M. Miles, President, Engineers Nova Scotia  
J. Nagendran, Registrar and CEO, APEGA  
J. Nicell, Chair, NCDEAS  
S. Perruzza, CEO, OSPE  
G. Pickard, Director, Strategic Marketing, Affinity Markets, Manulife Financial Canada  
K. Reid, incoming director from PEO  
C. Roney, past president, Engineers Canada, 2016-2017  
B. Robertson, Western zone vice president, NCEES  
M. Rose, President elect, APEGNB  
K. Ryan, Marketing Manager, Affinity Markets, Manulife Financial Canada  
C. Sadr, incoming director from PEO  
J. Samaras, Director Account Management, Affinity Markets, Manulife Financial Canada  
N. Seraglio, Manager, Client Marketing, Great West Life Assurance Company  
D. Spracklin-Reid, President, PEGNL  
K. Tarnai-Lokhorst, President, Engineers & Geoscientists BC  
T. Turi, President, OSPE  
J. Underhill, Past-President, Engineers & Geoscientists New Brunswick  
J. Van der Put, President elect, APEGA  
A. Waldie, CEO, Geoscientists Canada  
L. White, CEO & Registrar, Engineers Nova Scotia  
M.L. Wolfe, President, ABET  
M. Wrinch, incoming director from Engineers & Geoscientists BC

C. Zinck, incoming director from Engineers Nova Scotia

J. Zuccon, Registrar, PEO

The following staff were in attendance

B. Gibson, Manager, Communications

W. Guy, Governance Administrator

J. Monterrosa, Controller

M. Ouellette, Manager, Qualifications

L. Scott, Manager, Member Services

J. Southwood, Vice President, Corporate Affairs and Strategic Partnerships

L. Tremblay, Meeting and Event Planner

L. Villeneuve, Manager, Accreditation

## 1. OPENING

### 1.1 CALL TO ORDER AND APPROVAL OF AGENDA

The President called the meeting to order at 8:48 am and welcomed the participants.

5747

**Moved J. Holm, seconded C. Parenteau**

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

***Carried***

Item 6.7 was added to the agenda, an update from John Gamble, CEO, ACEC.

Item 4.6 moved to after 4.8 Generative discussion, as the discussion has relevance to 4.6.

### 1.2 DECLARATION OF CONFLICT OF INTEREST

D. Lynch declared a personal conflict for Policy 7.1 in agenda item 4.5 as incoming president.

No further conflicts were declared.

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

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

1. No one should speak for more than two minutes, and please reference page numbers.
2. No one should speak a second time until everyone has had a chance to speak for a first time.
3. There would be a limit of two chances to speak for any motion.
4. Restating or reiterating a point that has already been made is discouraged.

## 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 adding that she recently attended an Engineers Geoscientists Manitoba Council meeting since the report was distributed.

### 2.2 INTERIM PERFORMANCE REPORT TO THE BOARD

G. McDonald referenced the interim performance report, noting that it is an iterative report. This report only contains 3 months of input, and is open to suggestions for improvement.

There was a request to see outcomes as they happen as opposed to on an annual basis.

### 2.3 CEO GROUP REPORT TO THE BOARD

J. Landrigan chaired the CEO Group who met for a full day, having full participation with the exception of representation from Quebec and New Brunswick.

The CEO Group had a fulsome discussion regarding the recommendations of the Funding Task Force. The Group commented that the report was well done, and supports motions a, b, and d, and could not reach a consensus on motion c.

R. Shreewastav requested further information on the discussion on motion c related to the Funding Task Force. J. Landrigan responded that the group was split on this item.

#### 2.4 PRESIDENTS' GROUP REPORT TO THE BOARD

S. Dupuis chaired the President's Group for a full day with representation from all regulators with the exception of PEI, Quebec, and Manitoba. There were five president-elects, and one past president in attendance to assist with continuity.

S. Dupuis will chair the next meeting, with G. Eynon acting as vice chair. Thanks to Engineers Canada for the increased materials to support their group.

S. Dupuis provided a brief update on the items discussed and noted there will be updated terms of reference to come. The group requests face to face meetings at each of the Engineers Canada board meetings.

### 3. CONSENT AGENDA

**5748**            **Moved T. Brookes, seconded J. Holm**  
***THAT the consent agenda items 3.1b, 3.2, and 3.3 be approved.***  
***Carried***

### 4. BOARD BUSINESS/REQUIRED DECISIONS

#### 4.1 Review of Action Items from previous meetings

A. Bergeron introduced this item, there being no questions the action items were accepted as written.

#### 4.2 Use of unallocated affinity revenue and transfer of funds from restricted reserves to unrestricted reserves

***THAT the Engineers Canada Board:***

- a) Approve the recognition of the \$2.14M currently in accounts payable as Engineers Canada revenue in the 2019 fiscal year.***
- b) Approve the closing of "the Capital reserve for purchase of assets" reserve and the transfer of its current balance of \$250,000 to the unrestricted reserves.***
- c) Approve the closing of the "Other internally restricted" reserve and the transfer of its current balance of \$211,400 to the unrestricted reserves.***
- d) Direct the proposed Finance, Audit, and Risk Committee to develop, for approval of the Board, an official net asset policy to determine the level of net assets required to mitigate identified risks and fund anticipated major projects.***

R. Shreewastav as Chair of the Finance Committee provided background information on the motion being put forward. He noted that PEO did not take the 2018 affinity funds, which impacted the nature of the motion. The motion would be presented in each individual part.

5749 Moved by R. Shreewastav, seconded by L. Doig  
**THAT the Engineers Canada Board:**  
a) **Approve the recognition of the \$2.14M currently in accounts payable as Engineers Canada revenue in the 2019 fiscal year.**  
**Carried**

5750 Moved by R. Shreewastav, seconded by J. Boudreau  
**THAT the Engineers Canada Board:**  
b) **Approve the closing of “the Capital reserve for purchase of assets” reserve and the transfer of its current balance of \$250,000 to the unrestricted reserves.**  
**Carried**

5751 Moved by R. Shreewastav, seconded by T. Brookes  
**THAT the Engineers Canada Board:**  
c) **Approve the closing of the “Other internally restricted” reserve and the transfer of its current balance of \$211,400 to the unrestricted reserves.**  
**Carried**

Moved by R. Shreewastav, seconded by J. Dunn  
**THAT the Engineers Canada Board:**  
d) **Direct the proposed Finance, Audit, and Risk Committee to develop, for approval of the Board, an official net asset policy to determine the level of net assets required to mitigate identified risks and fund anticipated major projects.**  
**Amended**

5752 Moved by R. Shreewastav, seconded by J. Dunn  
**THAT the Engineers Canada Board:**  
d) **Direct the proposed Finance, Audit, and Risk Committee to develop, for approval of the Board, an official net asset policy to determine the level of net assets required to mitigate identified risks and fund future anticipated major projects.**  
**Carried**

There was a request for a plan to prevent similar errors occurring in the future, G. McDonald responded that the financial statements will be reformatted to assist in preventing similar errors. The letter from A. Newman at KPMG in the agenda book provided further details.

It was agreed that the wording of the final part of motion d would be amended to “fund future anticipated major projects” in English, with the wording “projet à venir” in the French motion.

#### 4.3 Funding Task Force Recommendations

**THAT the Engineers Canada Board:**  
a) **Direct the proposed Finance, Audit, and Risk Committee to develop a policy that will limit the growth of the operational budget (excluding major projects) of Engineers Canada to an amount not greater than the rate of inflation, for consideration by the Board at its meeting of October 4, 2019.**  
b) **Direct the proposed Finance, Audit, and Risk Committee to develop a policy that will cap the unrestricted reserve of Engineers Canada at \$2M (subject to periodic review) and that any excess of this amount be distributed back to those regulators participating in the**

*Engineers Canada Home and Automobile Insurance Program in a proportion equivalent to the Total Written Premium Value attributable to each regulator, for consideration by the Board at its meeting of October 4, 2019.*

- c) Recommend to the Members, at their meeting of May 23, 2020, that the Engineers Canada By-law be changed to increase the Per Capita Assessment by 2% commencing in 2022 and increase by a further 2% every year thereafter.*
- d) That the Funding Task Force be stood down with thanks.*

D. Gelowitz provided background on the work of the Funding Task Force, and the recommendations being put forward. He recognized the members of the Funding Task Force for their hard work, and G. McDonald and J. Monterrosa from the Engineers Canada staff. The motion was put on the table in each individual part.

**5753**

**Moved by D. Gelowitz, seconded by J. Holm**

***THAT the Engineers Canada Board:***

- a) Direct the proposed Finance, Audit, and Risk Committee to develop a policy that will limit the growth of the operational budget (excluding major projects) of Engineers Canada to an amount not greater than the rate of inflation, for consideration by the Board at its meeting of October 4, 2019.*

***Carried***

**Moved by D. Gelowitz, seconded D. Nedohin-Macek**

***THAT the Engineers Canada Board:***

- b) Direct the proposed Finance, Audit, and Risk Committee to develop a policy that will cap the unrestricted reserve of Engineers Canada at \$2M (subject to periodic review) and that any excess of this amount be distributed back to those regulators participating in the Engineers Canada Home and Automobile Insurance Program in a proportion equivalent to the Total Written Premium Value attributable to each regulator, for consideration by the Board at its meeting of October 4, 2019.*

***Amended***

D. Brown requested a friendly amendment to remove the word participating from the motion as written. The friendly amendment was not accepted by the mover, and a discussion ensued regarding the agreements with the affinity partners, and it was recommended to amend the motion as follows:

**5754**

**Moved by D. Gelowitz, seconded D. Nedohin-Macek**

***THAT the Engineers Canada Board:***

- b) Direct the proposed Finance, Audit, and Risk Committee to develop a policy that will cap the unrestricted reserve of Engineers Canada at \$2M (subject to periodic review) and propose options for the disposition of any amount above the \$2M, for consideration by the Board at its meeting of October 4, 2019.*

***Carried***

5755

Moved by D. Gelowitz, seconded L. Doig

**THAT the Engineers Canada Board:**

- c) **Recommend to the Members, at their meeting of May 23, 2020, that the Engineers Canada By-law be changed to increase the Per Capita Assessment by 2% commencing in 2022 and increase by a further 2% every year thereafter.**

**Deferred to October 4, 2019**

A lengthy discussion occurred where directors expressed either support or opposition for the motion as written. It was clarified that the intent is to rebalance revenues in order to reduce reliance on affinity revenues, not to raise additional funds for Engineers Canada. A motion to defer was put forward to allow more time for analysis and discussion before agreeing to an increase in assessment fees.

Moved by D. Brown, seconded by R. Kinghorn

**THAT the motion be deferred to the October 4, 2019 board meeting.**

**Carried**

Moved by R. Kinghorn, seconded R. Trimble

- d) **That the Funding Task Force be stood down with thanks.**

**Carried**

#### **4.4 Governance, Strategic Planning and Consultation project close-out**

R. Kinghorn opened the conversation by highlighting that the project has come in under budget, and significant work has been done to update the governance model, and strategic planning process. A question was raised on which committee the work of the strategic plan would be assigned to, and it was confirmed that a task force would be struck no earlier than October.

J. Landrigan commented that there is not a requirement for a multi-year budget in the strategic planning process, and it was noted that this is included in the CEO Objectives.

It was agreed that a multi-year budget requirement would be added to the Finance, Audit, and Risk Committee Terms of Reference, and that this item would appear in the Board's action log.

#### **4.5 New policies for Board policy manual**

5756

Moved by R. Kinghorn, seconded by J. Holm

**THAT the Engineers Canada Board approve the following policies:**

- a) **Policy 1.4 Three Year Strategic Plan**
- b) **Policy 4.10 Standing agenda items**
- c) **Policy 6.1 Board committees and task forces**
- d) **Policy 6.4 Finance, audit, and risk committee terms of reference**
- e) **Policy 6.8 Governance committee terms of reference**
- f) **Policy 6.12 Human resources committee terms of reference**
- g) **Policy 6.13 Process to elect the president-elect**
- i) **Policy 7.4 Board relationship with other organizations**
- j) **Policy 9.1 Board-approved documents and products, Accreditation Criteria and Procedures Report**

***THAT the following policies be rescinded:***

***k) Policy 6.5 Compensation committee terms of reference***

***l) Policy 6.7 Finance committee terms of reference***

***m) Policy 6.11 Funding Task Force terms of reference***

***Carried with two-thirds majority***

D. Lynch left the room as he had previously declared a conflict regarding Policy 7.1.

**5757** ***h) Policy 7.1 Board, committee and other volunteer expenses***

**Moved by R. Kinghorn, seconded by R. Shreewastav**

***Carried with two-thirds majority***

**5758** **4.6 Sub-strategy for Operational Imperative 6: Actively monitoring, researching, and advising on changes and advances that impact the Canadian regulatory environment and the engineering profession.**

**Moved by R. Kinghorn, seconded by L. Doig**

***THAT the Board recommend to the Members that the Strategic Plan be amended such that the timing for the delivery of the sub-strategy for Operational Imperative #6 be moved to May 2020.***

***Carried with two-thirds majority***

G. McDonald provided background for the request referencing the amount of consultation that is currently being done in regards to sub-strategies. The extension is from Feb 2020 to May 2020 would allow more time to prepare a better quality product.

**4.7 Change to Accreditation criterion 3.1.5**

**Moved by J. Boudreau, seconded by J. Card**

***THAT the Engineers Canada Board approve the following change to Accreditation Criterion 3.1.5:***

***3.1.5 Assessment results: At least one set of assessment results must be obtained for all twelve attributes over a period of six years or less. The results should provide clear evidence that graduates of a program possess the above list of attributes.***

***Carried with two-thirds majority***

L. Benedicenti introduced this item and identified it as a correction to wording only.

**4.8 Generative discussion**

A. Bergeron introduced the topic of the generative discussion as threats to self regulation. D. Brown from PEO opened who referenced a regulatory review PEO is undergoing, along with issues surrounding self regulation. K. Baig from OIQ followed by discussing the trusteeship and the issues that came with working through that. T. Chong from Engineers & Geoscientists BC discussed their recent governance review, and the implementation of the new *Professional Governance Act* being implemented in BC.

A lengthy discussion occurred capturing the following thoughts:

- A modern, relevant model to self regulation needs to be developed. We don't have the answers, but we know what issues need to be addressed.
- The pros and cons of self regulation should be examined, considering public perception and the public's understanding of what "regulating in the public interest" means.
- Consideration of what is being regulated should be given; there are many types of engineering and ways of doing engineering work, and not all are being regulated or fall within our current purview.
- It is important to reflect on engineering errors and mistakes in order to learn and innovate going forward and consider what this means for the profession.
- Practice review can be costly and does not often uncover issues. Organizational self-audits could be an additional tool, but the public may not see them as objective.

## **5. REPORTS TO THE BOARD**

### **5.1 a) Accreditation Board update**

L. Benedicenti referenced the Accreditation Board Report, noting that the AU Task Force currently has a paper out for consultation.

L. Benedicenti would like to thank the Accreditation team at Engineers Canada, all volunteers of the AB, the Policies and Procedures committee, the AU Task Force, and the Design Working group, thanks to the president, president-elect, past president, and the whole board for strong support and constructive feedback.

R. Shreewastav referenced the succession planning that was recently implemented in the updated policies and asked if work had been done to make progress on this item. A transition plan will be coming forward relatively soon.

### **5.2 Qualifications Board update**

R. LeBlanc commented that the QB report was circulated in advance of the meeting. He reviewed highlights and invited all board members to attend their meetings.

### **5.3 Early wins for SP3**

J. Southwood provided an update on early wins for SP3. There will be a further update on the strategy at the Board Strategic Retreat in June.

### **5.4 Finance Committee update**

R. Shreewastav referenced the agenda book materials noting there are no areas of concern.

### **5.5 Risk Register**

R. Shreewastav presented the risk register, noting that the Finance Committee reviewed the risks at their most recent meeting.

D. Brown commented that there is a need to add a strategic (board) risk on the financial viability due to declining membership of the regulators. It was noted this would be included in the action log.

R. Shreewastav thanked the Finance Committee members, including the CEO and staff.

#### **5.6 Audit Committee**

D. Chui commented that the Audit Committee has not met since the last board meeting, and he thanked the committee members and staff for their work.

#### **5.7 Compensation Committee**

R. Kinghorn noted that the Compensation Committee provided its major deliverable at the March meeting with the performance of the CEO.

#### **5.6 Executive Committee**

A. Bergeron commented that the committee set the agenda for the board meeting, and the committee will be stood down if supported by the Members.

#### **5.9 Governance Committee**

R. Kinghorn noted all of the policies that the Governance Committee has worked on, had approved, and thanked the committee for their hard work.

### **6. ANNUAL UPDATES FROM STAKEHOLDERS**

#### **6.1 National Council of Deans of Engineering and Applied Science**

J. Nicell started his presentation referencing a document called the “Calgary Declaration” which is included in the agenda book. He presented his slides as posted on the Engineers Canada website.

#### **6.2 Canadian Federation of Engineering Students**

D. Lake provided a background on the CFES and the work they have been doing lately. A briefing note was provided in the agenda book.

#### **6.3 ABET**

M.L. Wolfe, President of ABET provided an update addressing a few topics: Cybersecurity, Equity, Diversity and Inclusion, Transition to Modified Criteria, and Looking Forward. Her slides are posted on the Engineers Canada website.

#### **6.4 Geoscientists Canada**

A. Waldie, CEO, Geoscientists Canada presented an update on the work Geoscientists Canada has been doing. Her slides are posted on the Engineers Canada website.

#### **6.5 National Council of Examiners for Engineering and Surveying**

B. Robertson, Western zone vice president provided a brief update from NCEES. His slides are posted on the Engineers Canada website.

#### **6.6 National Society of Professional Engineers**

M. Aitken, President, NSPE provided an update. After his presentation, M. Aitken discussed autonomous vehicles at the request of President Bergeron. He offered to share a white paper that they have prepared, and to continue the discussion. His slides are posted on the Engineers Canada website.

#### **6.7 Association for Consulting Engineers**

J. Gamble, CEO, ACEC provided an update on ACEC, and recognized the value that Engineers Canada provides to the profession. His slides are posted on the Engineers Canada website.

## **7. ELECTION OF THE PRESIDENT-ELECT**

J. Boudreau and J. Holm each addressed the assembly for five minutes before the vote commenced. T. Fonstad, President, APEGS and G. McDonald acted as scrutineers.

Following the vote, R. Kinghorn declared J. Boudreau as President-elect.

**5759**            **Moved by D. Gelowitz, seconded by J. Card**  
***THAT the ballots be destroyed by the scrutineers.***  
***Carried***

## **8. APPOINTMENT OF THE HR COMMITTEE**

**5760**            **Moved by D. Gelowitz, seconded by J. Holm**  
***THAT the following directors be appointed to the 2019-2020 Human Resources Committee:***  
***a) President David Lynch***  
***b) Past-President Annette Bergeron***  
***c) Jean Boudreau, Director from APEGNB***  
***d) Dwayne Gelowitz, Director from APEGS***  
***e) Dawn Nedohin-Macek, Director from Engineers Manitoba***  
***Carried***

## **9. OTHER BUSINESS**

C. Lamothe indicated she would like to provide a demonstration on the document management software used by OIQ at board meetings. President Bergeron asked staff to follow up with OIQ to assess the feasibility and utility of using this software.

## **10. NEXT MEETINGS**

- June 27 – 28, 2019 Board Workshop (Whitehorse, YT)
- October 2-4, 2019 (Ottawa, ON)
- December 9, 2019 (Ottawa, ON)
- February 24 – 26, 2020 (Ottawa, ON)
- May 20 – 23, 2020 (Winnipeg, MB)

## **11. IN-CAMERA SESSION**

**5761**            **Moved R. Kinghorn, seconded by D.Gelowitz**  
***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 members, and the CEO.***  
***Carried***

## **12. CLOSING**

All items on the agenda were completed, the Chair declared the meeting adjourned at 4:36 pm.

*Minutes prepared by W. Guy for:*

Annette Bergeron, FEC, P.Eng.  
President

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