

MINUTES OF THE 200th ENGINEERS CANADA BOARD MEETING

February 26, 2020 8:30am-5:00pm ET

Hilton Lac-Leamy, 3 boulevard du Casino, Gatineau, QC J8Y 6X4 | Salon Royal

The following directors were in attendance	
D. Lynch, President (Chair), APEGA J. Boudreau, President-Elect, APEGNB A. Bergeron, Past-President, PEO K. Baig, OIQ C. Bellini, PEO T. Brookes, NAPEG J. Card, PEGNL * L. Champagne, OIQ D. Chui, PEO L. Doig, APEGA J. Dunn, Engineers PEI	G. Faulkner, APEGA D. Gelowitz, APEGS S. Gwozdz, OIQ J. Holm, Engineers & Geoscientists BC D. Nedohin-Macek, Engineers Geoscientists MB K. Reid, PEO C. Sadr, PEO J. Tink, APEGA R. Trimble, Engineers Yukon M. Wrinch, Engineers & Geoscientists BC C. Zinck, Engineers Nova Scotia
The following directors sent regrets	
C. Lamothe, OIQ	
The following advisor was in attendance	
J. Landrigan, Chair, CEO Group	
The following direct reports to the Board were in attendance	
B. Dony, Vice-Chair, CEAB, for L. Benedicenti, Chair, CEAB M. Mahmoud, Vice-Chair, CEQB for R. LeBlanc, Chair, CEQB	G. McDonald, CEO S. Price, Executive VP Regulatory Affairs & Secretary
The following observers were in attendance	
J. Bradshaw, CEO & Registrar, PEGNL K. Costello, President, NAPEG L. Daborn, CEO, APEGNB C. Dixon, President, Engineers Yukon A. English, CEO & Registrar, Engineers & Geoscientists BC G. Eynon, President, APEGA T. Fonstad, President, APEGS L. Golding, Executive Director & Registrar, NAPEG N. Hill, President, PEO K. King, Executive Director, Engineers Yukon	A. Lockwood, President-Elect, APEGS L. Mah, President, Engineers & Geoscientists BC P. Mann, CEO Engineers Nova Scotia B. McDonald, Executive Director, APEGS J. Nagendran, Registrar & CEO, APEGA J. Nicell, Chair, EDC M. Rose, President, APEGNB M. Sterling, President-Elect, PEO A. Veinotte, President, Engineers NS J. Zuccon, Registrar, PEO

The following staff were in attendance

K. Bouffard, Outreach Manager	C. Roy, Member Services
S. Francoeur, Director, Human Resources *	L. Scott, Manager, Member Services
R. Gauthier, Executive Assistant	J. Southwood, VP, Corporate Affairs & Strategic Partnerships
B. Gibson, Manager, Communications	E. Spence, Legal Counsel
C. Mash, Governance Administrator	J. Taylor, Manager, Public Affairs
J. Monterrosa, Controller	L. Tremblay, Meeting & Event Planner
M. Ouellette, Manager, Qualifications Board	M. Warken, Manager, Accreditation Board

* Indicates participation via teleconference line

1. Opening

1.1 Call to order and approval of agenda

D. Lynch called the meeting to order at 8:34am (ET) and welcomed the participants. Meeting attendees were invited to introduce themselves.

Motion 5818

Moved by J. Holm, seconded C. Sadr

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

Carried

Participants were reminded of the meeting rules:

- Raise hand to be added to the list of speakers as maintained by the president-elect.
- Speak for only two minutes (time projected on the screen).
- Speak a second time only if everyone else has had a chance to speak.
- Not restate or reiterate the same point. New information is suggested if individuals speak again.

D. Lynch shared a safety minute with the Board, discussing practical tips to consider with regards to the coronavirus issue currently affecting the globe. Meeting participants were encouraged to ensure they have at least 14 days of essentials on hand in case a requirement for quarantine is issued.

D. Lynch also presented a diversity moment. In acknowledgment of Engineers Canada's work towards sparking interest in the next generation of engineering professionals, this moment was focused on considering the values of the Gen Z generation. To engage and support this generation, directors were encouraged to keep the lines of collaboration open, and to take time to learn about navigating new social technologies.

1.2 Declaration of conflict of interest

No conflicts were declared.

1.3 Review of previous meeting

a) Action item list

The action list was circulated, no questions were asked.

b) Board attendance list

The attendance list was circulated, no questions were asked.

2. Executive reports

2.1 President's report to the Board

A detailed report was pre-circulated. D. Lynch provided a verbal update that a meeting with the Engineering Deans of Canada took place on February 7, 2020.

2.2 CEO Group report to the Board

J. Landrigan shared an update from the CEO Group following their February 24 meeting. Representation was present from all regulators and P. Mann was welcomed as Engineers Nova Scotia's new CEO. Points of discussion included comparative assessment of requirements for entry into the profession, a national entry-to-practice examination, the regulatory research sub-strategy, a CBA program update and an affinity program update.

Recent concerns with the iron ring ceremony were also discussed and while recognizing the ceremony was not a responsibility of the regulators nor Engineers Canada, it was agreed there was a need to communicate with the Corporation of the Seven Wardens. The CEO of Engineers Canada will be drafting a letter on behalf of the CEOs articulating collective concerns.

Following discussion on the per capita assessment fee bylaw change proposal, the CEO Group did not express a collective position but did agree that a longer lead time would be helpful in planning for a change in the per capita assessment.

CEO Group representation to committees/positions was announced as follows, all of which will become effective after the Annual Meeting of Members in May 2020:

- Chair: Kim King
- Vice-chair: Lia Daborn
- Accountability in Accreditation Committee: Matt Oliver
- 30 x 30 Representative: Jim Landrigan
- HR Committee: Ann English
- Affinity Advisory Committee: Pal Mann, Lia Daborn and Jim Landrigan
- Public Affairs Advisory: Bob McDonald
- Accreditation Board's Policy & Procedure representatives will be announced at a future date.

2.3 Presidents Group report to the Board

G. Eynon presented an update on behalf of the Presidents Group meeting on February 24. The Group focused on practice sharing and updating one another on the operations and issues currently underway within the regulators they represent.

It was confirmed that the Members have decided to select a chair for the May 2020 Meeting of Members.

The Presidents Group will be considering term limits and succession planning when selecting future Presidents Group meeting chairs.

3. Consent agenda

3.1 Approval of minutes

THAT the minutes of the December 9, 2019 Board meeting be approved as presented.

3.2 Qualifications Board document

THAT the “Regulators guideline on the assessment of engineering work experience using competency-based assessment” be approved for publication on the Engineers Canada members-only website.

3.3 National positions statements

THAT the following updated national position statements be approved:

- a) Regulating the profession in federally regulated industries
- b) Demand-side legislation
- c) Infrastructure
- e) Climate change and extreme weather events

A request was made for more information on Engineers Canada’s response to date with regards to the federal government’s exemption included in the “regulating the profession in federally regulated industries”. In many cases, engineers who work for the federal government are exempt from compliance with provincial acts and licensing requirements for engineering work. This was noted as an important issue in Ontario.

ACTION: Staff to circulate additional information on the federal government’s licensure exemptions on federal lands, including Engineers Canada’s response to date.

Motion 5819

Moved A. Bergeron, seconded D. Gelowitz

THAT the consent agenda items 3.1, 3.2, and 3.3a), b), c) and e) be approved.

Carried

3.3 National positions statements

d) Infrastructure on First Nations reserves and in remote communities

This item was identified as requiring further consultation, to ensure the language is inclusive of all Indigenous groups in Canada.

Motion 5820

Moved T. Brookes, seconded L. Doig

THAT item 3.3d) be deferred to the next meeting.

Carried, deferred to May 22, 2020

ACTION: Board members were asked to provide required feedback on this position statement as soon as possible to J. Taylor, Manager, Public Affairs.

4. Board business/required decisions

4.1 Draft 2019 Annual performance report

D. Lynch and S. Price introduced the first annual report, measuring progress on the strategic plan made to date. The following feedback was captured:

- This assessment is based on board-approved work plan objectives and strategic outcomes from the *2019-2021 Strategic plan*
- Interpretation of measurement is subjective. Concrete objectives for measurement would be helpful to demonstrate that we are making progress.

- The Board can request the inclusion of key performance indicators (KPI) in the reporting moving forward, with oversight of KPI development delegated to a Board committee. KPIs allow for appreciation of the process while ensuring progress with trackable metrics.
- Participation metrics for the Accreditation webinars should be included in the final report to the Members to demonstrate the impact.

ACTION: Staff to amend the report to include participation metrics for the Accreditation webinars.

Motion 5821

Moved D. Nedohin-Macek, seconded M. Wrinch

THAT the Board approve the "2019 Annual performance report", as amended, for circulation to the Members for information at their Annual Meeting of Members on May 23, 2020.

Carried

4.2 Objectives of the CEO for 2020

D. Lynch provided background on the collaborative process used to develop the objectives. It was noted that this document does not reflect operational items, instead focusing on big issues and areas of change. G. McDonald responded to questions. It was agreed to shift planned and emergency succession plans for CEO to the organizational stability area of the objectives.

ACTION: Staff to amend the CEO objectives document to shift planned and emergency succession plans for CEO to the organizational stability area of the objectives.

Motion 5822

Moved K. Reid, seconded J. Dunn

THAT the Board approve the 2020 Objectives, as amended, for the chief executive officer, on recommendation of the HR Committee.

Carried

4.3 Net asset planning document

L. Doig presented the net asset planning document, proposed by FAR and prepared in collaboration with KPMG. It was noted that while KPMG did not provide the specific amounts listed in this document, they did offer industry best practices and oversight, and developed the categories and descriptions of where the funds are required. The amounts reflect Engineers Canada's recent performance and requirements and should be considered annually by the FAR Committee.

Motion 5823

Moved L. Doig, seconded J. Holm

THAT the Board approve the net asset structure, on recommendation of the FAR Committee, and direct the Governance Committee to develop a net asset policy in accordance with the structure recommendations.

Carried

4.4 Response to the Funding Task Force recommendations - Amendment to Bylaw dealing with the per capita assessment fee

D. Lynch presented the proposed bylaw amendment and responded to questions. L. Doig noted that the per capita assessment fee is Engineers Canada's only mechanism available to adjust revenues and that

KPMG has confirmed this proposed change respects CRA's rules. This is part of an integrated financial plan that will work in conjunction with the net asset structure in determining the appropriate fee.

An amendment was proposed to the motion addressing the changes to bylaw 7.2 as presented in the agenda book, to provide a longer lead time for regulators' planning cycles (changes reflected with highlighted text below). The mover and the seconder agreed to accept the amendment.

Motion 5824

Moved A. Bergeron, seconded D. Gelowitz

THAT the Board recommend to the members that the following changes be made to the Bylaw, on recommendation of the FAR Committee:

a) Add as Bylaw 7.2 the following:

No later than January 1st of each year, the Board shall recommend to the Members the amount of the Per Capita Assessment that will be in effect on the second following January 1st. The Members will consider the recommendation and finalize the amount of the Per Capita Assessment no later than July 1st of each year with the decision by the Members to take effect on the second following January 1st (18 months' notice).

Carried as amended with two-thirds majority

A discussion was had about how to manage a situation where the regulators do not come to an agreement on the per capita fee. To address this concern, it was agreed to draft a separate bylaw (7.4) following the meeting, to be circulated for Board approval by email motion.

ACTION: Staff to draft an additional bylaw for reference in the event that the regulators do not agree on the per capita assessment fee, for circulation for Board approval via email.

Motion 5825

Moved J. Boudreau, seconded L. Doig

THAT the Board recommend to the Members that the following changes be made to the Bylaw, on recommendation of the FAR Committee:

b) Renumber existing By-law 7.2 to be By-law 7.3, remove the \$10.21 Per Capita Assessment amount and change the wording to be:

7.3 ~~7.2~~ Each Member shall pay to Engineers Canada the Member-approved ~~Per Capita Assessment per Registrant of \$10.21~~ within two months of receipt of invoice for same or pursuant to payment schedule reflective of the Members registrant payment schedule.

Carried with two-thirds majority

An additional amendment was suggested, to ease the pressure on regulators with the payment schedule as currently drafted. However, it was noted that the bylaw already allows for scheduled arrangements to be made with each regulator individually based on their needs. Regulators were encouraged to contact Engineers Canada if adjustments are required for their payment schedules.

Motion 5826

Moved D. Chui, seconded K. Reid

THAT the Board recommend to the Members that the following changes be made to the Bylaw:

- **Changing the payment window from two months to four:**

7.3 Each Member shall pay to Engineers Canada the Member-approved Per Capita Assessment per Registrant within ~~four~~ two months of receipt of invoice for same or pursuant to payment schedule reflective of the Members registrant payment schedule.

Defeated

It was noted that past references to unrestricted reserves will need to be appropriately managed to support this new structure. FAR was commended with their work on this challenging issue.

4.5 Operational imperative 8 – Sub-strategy on fostering recognition of the value of the profession to society and sparking interest in the next generation of engineering professionals

G. McDonald presented the sub-strategy report. The following feedback was received:

- The success of the existing Future Cities program in PEI was shared and the program was identified as a complement to this sub-strategy. G. McDonald noted that while external funding was reduced in 2020, the program is not cancelled and there is a commitment to re-assess its utility and reach.
- There are jurisdictions that do not have Girl Guide programs. Discussions have begun with the Scouts as an additional vehicle to reach girls in these areas.
- EDC would like to collaborate and assist in achieving the objectives, for further discussion at their May meeting.
- The resources from the various centennial celebrations across Canada could be shared amongst the regulators to support general outreach.
- National Engineering Month (NEM) celebrations for 2020 have been designed to both foster recognition and spark interest.

Motion 5827

Moved C. Sadr, seconded M. Wrinch

THAT the Board approve the proposed sub-strategy for Operational imperative 8, on recommendation of the CEO.

Carried

4.6 Operational imperative 9 - Sub-strategy on Indigenous access to engineering

This motion was first considered in December and was amended for inclusion with the agenda book, as follows:

Moved J. Card, seconded L. Champagne

THAT the CEAB investigate, with appropriate consultation, the potential for the accreditation process to incorporate truth and reconciliation efforts and make recommendations to the Engineers Canada Board, on recommendation of the CEO.

Following a meeting with EDC on February 7, further amendments to the motion have been proposed to reflect that while accreditation may not be the appropriate vehicle for this work, EDC is interested in supporting the sub-strategy. J. Nicell reported EDC's appreciation for the amendment. Having the CEO

involved ensures that the approach to achieving the sub-strategy objectives within undergraduate education will be non-accreditation related.

Motion 5828

Moved J. Card, seconded L. Doig

THAT the CEO investigate, with appropriate consultation, options for truth and reconciliation efforts to be incorporated into engineering undergraduate education in Canada.

Carried

ACTION: To ensure the motion is captured in the CEO objectives for 2020:

- a. Staff to consider amendments to the OP9 sub-strategy**
- b. HR Committee to discuss the addition of this activity to the 2020 CEO objectives with the CEO.**

4.7 Appointment of secretary to the Board

D. Lynch presented the motion, no questions were raised.

Motion 5829

Moved A. Bergeron, seconded L. Doig

THAT the Board, on recommendation of the HR Committee:

- a) remove Stephanie Price as an officer of Engineers Canada, with thanks, and**
- b) appoint Evelyn Spence, Legal Counsel, as Secretary to the Board,**

the change in office to take effect March 1, 2020.

Carried

4.8 Board, director, and chair assessment process

D. Lynch presented the proposed draft policy, to support Board, committee, and task force chair assessments. No questions were raised.

Motion 5830

Moved C. Bellini, seconded K. Reid

THAT the Board approve the new policy 6.2 Board, committee, and task force chair assessment, on recommendation of the HR Committee.

Carried

D. Lynch noted that with this being the first year that the Board and director assessments take place, the HR Committee will be seeking feedback to improve the process for next year. Questions were responded to and it was noted that directors are looking forward to development opportunities that result from this exercise, including consideration for a series of onboarding courses.

Motion 5831

Moved D. Gelowitz, seconded J. Holm

THAT the Board confirms the structure and content of the following combined surveys, on recommendation of the HR Committee:

- I. Board assessment**
- II. Director self-assessment**
- III. Director peer-assessment**
- IV. Chair assessment**

Carried

5. Reports to the Board

Due to weather effects on travel schedules, there was not adequate time to cover both the reports to the Board and the critical topics to be covered during the in-camera sessions. It was decided to proceed to the in-camera sessions. Report presentation slides were posted to the meeting document microsite.

- 5.1 [Accreditation Board update](#)
- 5.2 [Qualifications Board update](#)
- 5.3 [Update from the FAR Committee](#)
- 5.4 [Update from the Governance Committee](#)
- 5.5 [Update from the HR Committee](#)
- 5.6 [Update from the Board's 30 by 30 Champion](#)
- 5.7 [Risk register](#)

4.9 [Generative discussion](#)

This item was deferred to ensure adequate time for discussion at a future meeting.

6. Other business

No other business was discussed.

7. Next meetings

The next meetings of the Engineers Canada Board are scheduled as follows:

- April 8, 2020 (teleconference)
- May 21-23, 2020 (Winnipeg, MB)
- June 15-16, 2020 (Fredericton, NB)
- October 1-2, 2020 (Gatineau-Ottawa, QC-ON)

8. In-camera sessions

An amendment was made to the first in-camera motion to include the vice-chairs of CEAB and CEQB since the chairs were not present.

Motion 5832

Moved C. Bellini, seconded R. Trimble

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 vice-chairs of the CEAB and CEQB, the CEO Group Advisor to the Board, and the Secretary.

Carried

Motion 5833

Moved K. Reid seconded D. Chui

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 CEO Group advisor to the Board, the secretary, legal counsel, vice president of corporate affairs and strategic partnerships, manager of members services, interim manager of members services and governance administrator.

Carried

All directors from APEGA declared a potential or perceived conflict of interest and left the room before discussions began.

Motion 5834

Moved A. Bergeron, seconded 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 directors and the Engineers Canada CEO.

Carried

Motion 5835

Moved S. Gwozdz, seconded 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 directors.

Carried

Motion 5836

Moved K. Reid, seconded C. Sadr

THAT the meeting move back into open session.

Carried

9. Closing

Motion 5837

Moved C. Zinck, seconded L. Champagne

THAT the meeting be terminated.

Carried

Minutes prepared by C. Mash for:

David T. Lynch, PhD, P.Eng., FEC, President

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