

MINUTES OF THE 201st ENGINEERS CANADA BOARD MEETING

April 8, 2020 | 1:00 pm – 3:00 pm (ET) – via webinar

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 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 C. Lamothe, OIQ 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	
J. Card, PEGNL	
The following advisor was in attendance	
J. Landrigan, Chair, CEO Group	
The following direct reports to the Board were in attendance	
L. Benedicenti, Chair, CEAB G. McDonald, CEO	M. Mahmoud, Vice-Chair, CEQB for R. LeBlanc, Chair, CEQB E. Spence, Corporate Secretary & Legal Counsel
The following observers were in attendance	
J. Bradshaw, CEO & Registrar, PEGNL L. Daborn, CEO, APEGNB D. Goosney, Chair, PEGNL J. Hazenberg, President, NAPEG K. King, Executive Director, Engineers Yukon	D. Lake, President CFES B. McDonald, Executive Director, APEGS J. Nicell, Chair, EDC M. Rose, President, APEGNB J. Van der Put, President-Elect, APEGA
The following staff were in attendance	
A. Gaucher, Executive Assistant R. Gauthier, Executive Assistant J. Langlois, Manager - Operational Infrastructure C. Mash, Governance Administrator E. McParland, Interim Project and Change Practitioner J. Monterrosa, Controller M. Ouellette, Manager, Qualifications Board	S. Price, Executive VP Regulatory Affairs J. Southwood, VP, Corporate Affairs & Strategic Partnerships J. Taylor, Manager, Public Affairs H. Theelen, Manager, Organizational Excellence D. Villeneuve, IT Infrastructure Specialist M. Warken, Manager, Accreditation Board

1. Opening

1.1 Call to order and approval of agenda

D. Lynch called the meeting to order at 1:04pm (ET) and introduced the participants.

Motion 5839

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 “virtual” hand to be added to the list of speakers as maintained by the governance administrator (in lieu of usual president-elect, due to virtual meeting logistics)
- Speak for only two minutes (time will be 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. A safe environment is encouraged.

D. Lynch provided a safety moment related to safe practices during COVID-19, reminding everyone that remaining socially close, but physically distant will help prevent the spread, while encouraging mental health.

1.2 Declaration of conflict of interest

No conflicts were declared.

2. Board business/required decisions

2.1 Approval of 2019 audited financial statement

L. Doig presented the audited statements and responded to questions. The following was noted:

- The motion text should be revised to consider the FAR Committee’s oversight on the audited statements.
- Lower than expected expenses for the Accountability in Accreditation project – the variance is resulting from work which started later than planned; the project is since back on track.
- Lower than expected expenses for secretarial services – the variance is due to lower than anticipated costs for Board meetings.
- Significant changes in cash and accrued liabilities are related to the timing of PEO’s decision to not participate in the affinity program.
- The notes included in the audited statements are intended to provide an understanding of what constitutes the number. They are not intended to provide year-over-year analysis. A consideration for future statements was proposed where major variances should have brief explanations included within the notes.

L. Doig presented a brief update on the financial position considering the COVID-19 pandemic. There has been a 9% reduction in the investment portfolio and there may also be an impact on registration for the regulators, which will affect the per capita revenues. Engineers Canada is prepared with a sound net asset plan.

J. Monterrosa will be leaving Engineers Canada as of April 24, 2020 and was commended for his work over the last three years, particularly noting his support with the Funding Task Force.

ACTION: Staff to review the motion text related to audited statements prior to the 2021 meeting.

Motion 5840**Moved L. Doig, seconded T. Brooks**

THAT the Board, on recommendation of the FAR Committee, approve the Engineers Canada financial statements for the fiscal year ending December 31, 2019, as audited by KPMG LLP, and that the financial statements be placed before the Members at the May 2020 Annual Meeting of Members for approval.

Carried**3. Other business****3.1 Covid-19 update**

With the evolving global pandemic, the president, the president-elect and the past-president recommend transitioning the May meeting schedule to virtual delivery. Delaying the meeting is an additional option to consider, although to comply with the Canada Not-for-profit Corporations Act (CNCA) the meeting of Members needs to be held prior to June 30. The transition to virtual hosting will have a few limitations, including:

- Simultaneous interpretation: Following research, there does not appear to be a workable solution for the electronic meetings. The OIQ directors have been consulted and have consented to this limitation; materials and agenda slides will continue to be delivered in both French and English.
- Secret vote for the president elect: Several options are being considered to ensure the virtual election is held in compliance with the CNCA and consistent with Engineers Canada's past practices for secret ballot.
- In-camera sessions: These important sessions will require appropriate planning for the efficient disconnection and reconnection of required meeting participants. Board members who believe certain agenda items should be handled in-camera are asked to notify the president and corporate secretary in advance of the meeting.

D. Lynch explained that maintaining the original schedule is preferred to avoid coordination efforts that may result in lower attendance.

The Board's June strategic workshop will remain as scheduled for now and a decision will be made closer to the meeting date, as more information is made available from local governments.

Motion 5841**Moved K. Reid, seconded C. Bellini**

THAT the Engineers Canada Board meeting and the 2020 Annual Meeting of Members, both scheduled to take place in Winnipeg, be converted to electronic meetings and held on the same dates as currently scheduled, being May 22 and 23, 2020 respectively.

Carried**3.2 CEAB Update**

A question was raised about support that the Canadian Engineering Accreditation Board (CEAB) requires to reduce pressure on Higher Education Institutions (HEIs) in responding to the COVID-19 pandemic.

L. Benedicenti provided an update on the emergency teleconference being held on April 9, when the CEAB will be considering the postponement of the accreditation cycle for one year. Following the outcome of the teleconference, the Board may be asked to consider a motion to postpone the cycle. The CEAB has also committed to work individually with each of the five new programs that are not currently

accredited and will seek the support of the regulators in trying to accommodate the needs of each program. It was noted that the CEAB will be hosting their June meeting virtually.

4. Next meetings

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

- May 21-23, 2020 (Virtual)
- June 15-16, 2020 (Fredericton, NB- TBD)
- October 1-2, 2020 (Gatineau-Ottawa, QC-ON)
- December 7, 2020 (Ottawa, ON)
- February 22-24, 2021 (Ottawa, ON)
- May 26-29, 2021 (Halifax, NS)

Efforts will be made to ensure that the meetings currently scheduled for June are held in person.

5. In-camera sessions

The Board moved in-camera.

Motion 5842

Moved C. Sadr, seconded L. Doig

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

Carried

Motion 5843

Moved L. Doig, 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 5844

Moved D. Chui, seconded C. Sadr

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 5845

Moved L. Doig, seconded T. Brookes

THAT the meeting move back into open session.

Carried

6. Closing

With no further business to address, the meeting closed.

Minutes prepared by A Gaucher for:

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

Evelyn Spence, Corporate Secretary