

MINUTES of a meeting of the Board of Directors of **ENGINEERS CANADA** (the “Corporation”) held at the offices of Gowling WLG (Canada) LLP, 160 Elgin Street, Suite 2600, Ottawa, Ontario on the 30th day of January, 2017 at the hour of 11 a.m.

PRESENT: Jeff Holm
Russ Kinghorn
Terry Brookes
Connie Parenteau
Larry Staples
David Lynch
Dwayne Gelowitz
Digvir Jayas
Annette Bergeron
David Brown
George Comrie
Rakesh Shreewastav
Zaki Ghavitian
Sandra Gwozdz
Darryl Ford
Sarah Devereaux
Nazmi Lawen
Bill Hunt
Chris Roney

being a quorum of the directors of the Corporation.

There was also present with the consent of the directors:

Sarah Licha, Consultant with ESpace HR
Elisa Scali, Partner with Gowling WLG (Canada) LLP
Melissa Bastarache, Associate with Gowling WLG (Canada) LLP
Karen Ethier, Law Clerk with Gowling WLG (Canada) LLP

The President of the Corporation, Chris Roney, occupied the Chair and Karen Ethier of Gowling WLG (Canada) LLP acted as Secretary of the meeting.

A quorum of the directors being present, and all the directors having been sent notice of the meeting in accordance with the Corporation's by-laws, the Chairman declared the meeting to have been regularly called and properly constituted for the transaction of business.

CALL TO ORDER

The Chairman called the meeting to order and welcomed everyone to the meeting.

APPROVAL OF AGENDA

On motion duly made, seconded and unanimously carried, the following resolution was passed:

RESOLVED THAT the agenda be approved with the addition of two items, namely:

1. condolences to be extended by the Corporation to the families of those lost in the recent shootings at a Quebec City mosque; and
2. condolences to be extended to the Amyotte family for the loss of their son, Matthew Amyotte.

DIRECTOR CONFLICT

The Chairman requested that any director having a conflict declare it. No directors declared a conflict.

CONDOLENCES

On motion duly made, seconded and unanimously carried, the following resolution was passed:

RESOLVED THAT condolences are to be extended by the Corporation to the families of those lost in the recent shootings at a Quebec City mosque and to the Amyotte family for the loss of their son, Matthew Amyotte.

IN-CAMERA

On motion duly made, seconded and unanimously carried, the following resolution was passed:

RESOLVED THAT the remainder of the meeting be conducted in-camera.

(In camera business was conducted)

RETURN TO OPEN MEETING

On motion duly made, seconded and unanimously carried, the following resolution was passed:

RESOLVED THAT the meeting return to open session, with the understanding that the participants of this meeting shall keep the decisions made in the closed session confidential until a public announcement has been issued by the President.

TERMINATION OF MEETING

The Chair thanked the directors for attending the meeting on such short notice. There being no further business, on motion duly made, seconded and unanimously carried, the meeting was terminated at 12:45 p.m.

President

PRIVILEGED IN-CAMERA MINUTES