

**UNAPPROVED MINUTES  
ENGINEERS CANADA BOARD MEETING**

**FEBRUARY 28, 2014  
HILTON LAC LEAMY  
GATINEAU, QUÉBEC**

The following directors were in attendance:

W.J. Beckett, FEC, P.Eng.	President and member of the Executive Committee, and Director, APEGA
P. Amyotte, FEC, P.Eng.	President-Elect and member of the Executive Committee, and Director, Engineers NS
D. Benson, FEC, P.Eng.	Member of the Executive Committee and Director, PEGNL
Z. Ghavitian, FIC, ing., M.ing.	Member of the Executive Committee and Director, OIQ
R. Kullman, FEC, P.Eng.	Member of the Executive Committee and Director, APEGS
E. Cheung, FEC, P.Eng.	Director, APEGBC
D. Fisher, FEC, P.Eng.	Director, Engineers PEI
D. Ford, FEC, P.Eng.	Director, Engineers and Geoscientists New Brunswick
D. Freeman, FEC, P.Eng.	Director, PEO
S. Gwozdz, FIC, ing.	Director, OIQ
C. Harwood, FEC, P.Eng.	Director, APEY
L. Henderson, FEC, P.Eng.	Director, NAPEG
D. Jayas, FEC, P.Eng.	Director, APEGM
R. Kinghorn, FEC, P.Eng.	Director, APEGBC
P. Maka, FEC, P.Eng.	Director, PEO
L. Quesnel, FIC, ing.	Director, OIQ
C. Roney, FEC, P.Eng.	Director, PEO
L. Staples, FEC, P.Eng.	Director, APEGA
D. Walters, FEC, P.Eng.	Director, APEGA

*Regrets:*

S. Bilodeau, ing.	Director, OIQ
C. Karakatsanis, FEC, FCAE, P.Eng.	Past-President and member of the Executive Committee, and Director, PEO
R. Shreewastav, FEC, P.Eng.	Director, PEO

The following advisors to the Board were in attendance:

K. Allen, FEC, P.Eng.	Chief Executive Officer, and Advisor to Board and Executive Committee
D. Paddock, FEC, P.Eng.	Chair, Chief Executive Officers Group, and Advisor to Board and Executive Committee, and Executive Director and Registrar, APEGS
M. Reeves, FEC, P.Eng.	Chair, Canadian Engineering Accreditation Board, and Advisor to Board
C. Zinck, FEC, P.Eng.	Replacing S. Barrington, Chair, Canadian Engineering Qualifications Board, and Advisor to Board
G. Naterer, P.Eng.	Replacing K. Woodhouse, Chair, National Council of Deans of Engineering and Applied Science, and Advisor to Board

The following observers, guests and staff of Engineers Canada were also in attendance for all or a portion of the meeting:

### OBSERVERS

M. Bapty, FEC, P.Eng.	President, APEGBC
A. Bergeron, FEC, P.Eng.	President, PEO
T. Brookes, FEC, P.Eng.	President, NAPEG
G. Emberley, FEC, P.Eng.	Chief Executive Officer and Registrar, PEGNL
A. English, P.Eng.	Chief Executive Officer and Registrar, APEGBC
M. Friesen, FEC, P.Eng.	President, APEGM
D.A. Gelowitz, FEC, P.Eng.	President, APEGS
L. Golding, FEC (Hon.)	Executive Director and Registrar, NAPEG
H. Hayne, P.Eng.	President-Elect, PEGNL
J. Knapp, FEC, P.Eng.	President, Engineers Nova Scotia
G. Koropatnick, FEC, P.Eng.	Executive Director and Registrar, APEGM
S. LaCour, FEC, P.Eng.	Chair, PEGNL
J. Landrigan, P.Eng.	Executive Director and Registrar, Engineers PEI
A. Loken, FEC, P.Eng.	President-Elect, APEGS
Bob McDonald, FEC, P.Eng., FGC (Hon.), LL.B.	Director of Membership and Legal Services, APEGS
L. Markle, MSc.	Executive Director, APEY
G. McDonald, P.Eng.	Registrar, PEO
A. McLeod, FEC (Hon.)	Chief Executive Officer, Engineers & Geoscientists New Brunswick
C. Plourde, FEC, P.Eng.	President, Engineers & Geoscientists New Brunswick
L. White, FEC, P.Eng.	Chief Executive Officer and Registrar, Engineers Nova Scotia
C. Yeo, FEC, (Hon.) P.Geo.	President, APEGA

### STAFF

E. Adams	Practice Lead, Digital Communications Strategy
M. Bourgeois, FEC (Hon.)	Practice Lead, Outreach and Affiliate Membership
C. Comeau	Practice Lead, Canadian Framework for Licensure, and Acting Practice Lead, Regulating the Profession
D. Graham, CMP	Meetings and Events Planner
G. Griffith, FEC, P.Eng., ing.	Practice Lead, Assessments
J. Kizas, FEC, P.Eng.	Practice Lead, Regulatory Enforcement
G. Legault, MBA, FCPA, FCGA, CAE	Vice-President, Business Services
N. Martel	Executive Assistant to the CEO
K. McMartin, FEC, P.Eng.	Practice Lead, Mobility and International
W. Meyer	Practice Lead, Communications
K. Sutherland, FEC, P.Eng., LL.B.	Vice-President, Regulatory Affairs
D. Yee	Practice Lead, Foreign Credential Recognition

### GUEST

Rose Mercier, MBA	Associate Consultant, The Governance Coach
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	<b>1.</b>	<b>CALL TO ORDER</b>
		The President called the meeting of the Engineers Canada Board to order at 08:30 on Friday, February 28, 2014. He welcomed everyone and invited attendees to introduce themselves.
	<b>2.</b>	<b>ADOPTION OF AGENDA</b>
5380		<p>Addition to item 15.1: A request was received by the Compensation Committee for a short in-camera session of the Board.</p> <p><b>On a motion by L. Quesnel, seconded by P. Maka, it was</b></p> <p><b><i>RESOLVED THAT the Board adopt the agenda for the February 28, 2014, meeting of the Engineers Canada Board as amended to include an in-camera session of the Board under item 15.1, and authorize the president to modify the order of discussion as required.</i></b></p> <p><b><i>Motion carried</i></b></p>
	<b>3.</b>	<b><u>DECLARATION OF CONFLICT OF INTEREST</u></b>
		No individual declarations of conflict were identified.
	<b>4.</b>	<b><u>ADOPTION OF MINUTES OF THE OCTOBER 3-4, 2013, BOARD MEETING</u></b>
		This item was dealt with under agenda item #5.2.
	<b>5.</b>	<b><u>REQUIRED APPROVALS AND CONSENT AGENDA</u></b>
		5.1 <u>Required Approvals Agenda</u>
		No items were brought forward at this meeting.
		5.2 <u>Consent Agenda</u>
5381		<p><b>On a motion by D. Ford, seconded by D. Fisher, it was</b></p> <p><b><i>RESOLVED THAT the Board approve the consent agenda removing item 14 “Monitoring Chief Executive Officer Performance”.</i></b></p> <p><b><i>Motion carried</i></b></p>
		<b>The following agenda items 5382-5425 were adopted by unanimous consent without discussion.</b>
	5382	<p>Agenda Item 4.0</p> <p><u>Adoption of minutes of the October 3-4, 2013, Board meeting</u></p> <p><b><i>RESOLVED THAT the Board approve the minutes, and appended meeting monitor’s self-evaluation report, of the October 3-4, 2013, Board meeting, as written.</i></b></p>
	5383	<p>Agenda Item 5.2.1</p> <p><u>Appointments to Board Committees</u></p> <p><b><i>a) RESOLVED THAT the Board appoint the following members to the Canadian Engineering Accreditation Board effective July 1, 2014: Term to 2015-06-30:</i></b></p>

		<ul style="list-style-type: none"> <li>· <b>G. Lachiver (Chair)</b></li> <li>· <b>M. Reeves (Past-Chair)</b></li> <li>· <b>W. MacQuarrie (Vice-Chair)</b></li> </ul> <p><b>Members Term to 2017-06-30:</b></p> <p><b><u>First term</u></b></p> <ul style="list-style-type: none"> <li>· <b>B. Dony</b></li> <li>· <b>L. Benedicenti</b></li> <li>· <b>J.P. Cyrus</b></li> <li>· <b>J. Pieper</b></li> </ul> <p><b><u>Second term</u></b></p> <ul style="list-style-type: none"> <li>· <b>M. Isaacson</b></li> <li>· <b>D. Candido</b></li> <li>· <b>J. Paynter</b></li> <li>· <b>G. Reader</b></li> </ul> <p><b>in accordance to section 3.8 of policy GP-9.5 “Accreditation Board Terms of Reference”.</b></p>
5384		<p><b>b) RESOLVED THAT the Board appoint the following members to the Canadian Engineering Qualifications Board effective July 1, 2014:</b></p> <p><b>Term to 2016-06-30</b></p> <ul style="list-style-type: none"> <li>· <b>M. Symonds (Chair)</b></li> <li>· <b>S. Barrington (Past-Chair)</b></li> <li>· <b>P. Blanchard (Vice-Chair)</b></li> </ul> <p><b>Members Term to 2017-06-30</b></p> <ul style="list-style-type: none"> <li>· <b>G. Faulkner</b></li> <li>· <b>D. Peters</b></li> <li>· <b>R. Fraser</b></li> <li>· <b>M. Mahmoud</b></li> </ul> <p><b>Members Term to 2015-06-30</b></p> <ul style="list-style-type: none"> <li>· <b>F. Collins</b></li> </ul> <p><b>in accordance to section 3.8 of policy GP-9.6 “Qualifications Board Terms of Reference”.</b></p>
5385		<p>Agenda Item 5.2.2  <u>Governance Coach Report from October 2013 Board Meeting</u>  <b>RESOLVED THAT the Board receive the Governance Coach report with respect to the application of Policy Governance at the October 2013 Board meeting.</b></p>
5386		<p>Agenda Item 5.2.3  <u>General advice from the Governance Coach October 2013 Board meeting</u>  <b>a) RESOLVED THAT the Board approve the modification of the definition of “committee” in the Governance Manual to read:</b>  <b>“A group of people appointed to provide the Board with options and implications on a specific matter for Board decision”. (Appendix A)</b></p>
5387		<p><b>b) RESOLVED THAT the chief executive officer include the “Big Picture Thinking” document as a cover page to introduce the topic in future agendas.</b></p>

5388	<b>c) RESOLVED THAT the chief executive officer provide a form at each “Big Picture Thinking” session to capture comments for future Board discussions regarding Ends policies.</b>
5389	<b>d) RESOLVED THAT the agenda separate policy decisions from monitoring of the same policies.</b>
5390	<b>e) RESOLVED THAT the revised policies be appended to the minutes.</b>
5391	<b>f) RESOLVED THAT the arrows be removed from the diagram on the cover page of the governance manual.</b>
	Agenda Item 7.4 Governance Coach recommendation with respect to converting the Accreditation Board and Qualifications Board to operational committees (later reconsidered by the Board – see agenda item #7.4).
5392	Agenda Item 8.1 <u>Governance Coach Report from October 2013 Board Meeting re Ends</u> <b>a) RESOLVED THAT the Board approve the modification of policy E-1.1 to: “The constituent associations have a nationally consistent framework for regulation based upon best practices”. (Appendix B)</b>
5393	<b>b) RESOLVED THAT the Board approve the modification of policy E “Engineers Canada’s Purpose” to: “Engineers Canada exists so that constituent associations have support for an advancing engineering profession and its self-regulation in the public interest at a cost that is justified by the results”. (Appendix C)</b>
5394	<b>c) RESOLVED THAT the Board approve the modification to policy E-1 to:</b> <b>E-1.1 The constituent associations have a nationally consistent framework for regulation based upon best practices.</b> <b>E-1.2 Accreditation of Canadian engineering programs is to a level that meets the requirements for licensure as a professional engineer in Canada and the standards of the Washington Accord.</b> <b>E-1.3 Full mobility with jurisdictions exists where public accountability of engineering practice is required.</b> <b>E-1.4 Foreign credential recognition is done in a consistent and timely manner to meet the requirements for immigration and licensure in Canada.</b> <b>E-1.5 National and international information and trends on self-regulation are available to constituent associations.</b> <b>(Appendix D)</b>
5395	Agenda Item 9.1 <u>GP Global Governance Process (review)</u> <b>RESOLVED THAT the Board approve the review of policy GP “Global Governance Process” as prepared by L. Staples.</b>

5396	<p>Agenda Item 9.2  <u>GP-1 Governing Style (review)</u>  <b>RESOLVED THAT the Board approve the review of policy GP-1 “Governing Style” as prepared by D. Walters.</b></p>
5397	<p>Agenda Item 9.3  <u>GP-9.3 Governance Committee Terms of Reference (review)</u>  <b>RESOLVED THAT the Board approve the review of policy GP-9.3 “Governance Committee Terms of Reference” as prepared by D. Benson.</b></p>
5398	<p>Agenda Item 9.4  <u>GP-9.6 Qualifications Board Terms of Reference (review)</u>  <b>RESOLVED THAT the Board approve the review of policy GP-9.6 “Qualifications Board Terms of Reference” as prepared by P. Maka.</b></p>
5399	<p>Agenda Item 10.1  <u>Governance Coach Report from October 2013 Board Meeting re Governance Process</u>  a) <b>RESOLVED THAT the Board approve the modifications to policy GP-4 “Investment in Governance”:</b>  2. <b>Board skills, methods, and supports will be sufficient to ensure governing with excellence.</b>  2.1 <b>New Board members shall receive a complete orientation to ensure familiarity with the organization’s issues and structure, and the Board’s process of governance.</b>  2.2 <b>Board members shall receive Introduction to Policy Governance® training to enable an understanding of Policy Governance®.</b>  2.3 <b>Board members interested in serving on either the Governance Committee or the Executive Committee shall receive Advanced Policy Governance®.</b>  2.4 <b>Outside monitoring assistance shall be arranged so that the Board can exercise appropriate control over organizational performance. This includes, but is not limited to fiscal audit.</b>  2.5. <b>For their future roles as president and as chair of the Governance Committee, the president-elect shall receive governance training to enable the full understanding of Policy Governance® including:</b>  · <b>Introduction to Policy Governance®</b>  · <b>Advanced Policy Governance®</b>  · <b>Board chair on Policy Governance®</b>  <b>(Appendix E)</b></p>
5400	<p>b) <b>RESOLVED THAT the Board approve the addition of the following overarching statement to policy GP-9.1.1 “Executive Committee Nomination and Election Process”:</b>  <b>“The Board has a fair and transparent process to nominate and elect its members to the Executive Committee in keeping with the regional representation requirements set out in the bylaws”. (Appendix F)</b></p>

5401	<p>c) <b>RESOLVED THAT the Board approve the modification to the “Purpose/Products” section of policy GP-9.4 “Compensation Committee Terms of Reference” to:</b></p> <ol style="list-style-type: none"> <li>1. <b>The purpose of the Compensation Committee is to provide information needed by the Board to determine the chief executive officer compensation in accordance with BMD-5 “Chief Executive Officer Compensation”, including</b> <ol style="list-style-type: none"> <li>1.1 <b>The cumulative summary of regular monitoring data provided during the year and the Board’s recorded acceptance or non-acceptance of the reports.</b></li> <li>1.2 <b>A comparison of year-to-year performance regarding achievement of Ends and compliance with Executive Limitations policies.</b></li> <li>1.3 <b>The executive market conditions.</b></li> </ol> </li> </ol> <p><b>(Appendix G)</b></p>
5402	<p>d) <b>RESOLVED THAT the Board strike a task force to develop a plan to strengthen Board linkage with ownership (policy GP-11 “Board Linkage with Ownership”).</b></p>
5403	<p>Agenda Item 10.2  <u>Proposed New Governance Process Policies</u>  a) <b>RESOLVED THAT the Board approve Policy GP-3.1 “Engineers Canada Director Terms of Reference” as provided by the Governance Committee. (Appendix H)</b></p>
5404	<p>b) <b>RESOLVED THAT the Board approve Policy GP-3.2 “Engineers Canada Advisor Terms of Reference” as provided by the Governance Committee. (Appendix I)</b></p>
5405	<p>Agenda Item 10.3  <u>Proposed Amendments to Governance Process Policies</u>  a) <b>RESOLVED THAT the Board approve the following addition to policy GP-9 “Board Committee and Task Force Structure”:</b>  <u>“Process to Appoint Representatives to Standing Committees</u>  <b>Although there is no formal policy on the appointment of representatives to Engineers Canada standing committees, accepted procedures exist and are in use. These procedures were presented to the Board in May 2002. Specifically:</b></p> <ul style="list-style-type: none"> <li>• <b>When an opening exists for an individual to represent a region or province on a standing committee, the association/ordre affected will be informed of the qualifications required of that committee member. It will then be asked to put forward the name of a candidate to serve on the committee. Unless the nominating committee of the standing committee has justifiable objections, the candidate put forward by the association/ordre will be recommended to the Board for appointment to the committee. The nominating committee may suggest candidates to the association/ordre for their consideration.</b></li> <li>• <b>When an opening exists for an individual to represent the “members-at-large” on a standing committee, a candidate will be selected by the committee’s nominating committee from a list of names that have</b></li> </ul>

		<p><i>been submitted by the associations/ordre and other groups. The name of that candidate will be submitted to his or her home association/ordre. Unless the association/ordre has justifiable objections, the candidate will be recommended to the Board for appointment to the committee”.</i></p> <p><b>(Appendix J)</b></p>
5406		<p><b>b) RESOLVED THAT the Board approve the modification to policy GP-9.2 “Audit Committee Terms of Reference” as follows:</b></p> <p><b>3.1.2 Committee members who are also Board Directors may serve a maximum of three one-year terms.</b></p> <p><b>(Appendix K)</b></p>
5407		<p><b>c) RESOLVED THAT the Board approve the modification to policy GP-9.3 “Governance Committee Terms of Reference” as follows:</b></p> <p><b>Authority</b></p> <p><b>2. The Committee has the following authority:</b></p> <p><b>2.1 To make non-material changes to Board policies, such as the correction of typographical and grammatical errors, to ensure the consistent use of terminology and plain language, and to update references. All such changes shall be reported to the Board at its next meeting.</b></p> <p><b>2.2 To request information from Engineers Canada staff persons as required for the efficient conduct of its purposes.</b></p> <p><b>2.3 To use staff resource time as required for administrative support of the Committee.</b></p> <p><b>(Appendix L)</b></p>
5408		<p>Agenda Item 11.1 <u>Proposed Amendments to Executive Limitations Policies</u> <b>RESOLVED THAT the Board approve the addition to policy EL-3 “Financial Condition” as follows:</b></p> <p><b>7.4 The total of all Reserve Funds must not become so large as to threaten the not-for-profit status of Engineers Canada, nor to give the Constituent Associations reason to question whether member assessments are excessive.</b></p> <p><b>Note: Now included in section 2 of GP-15 per motion #5411.</b></p> <p><b>(Appendix M)</b></p>
5409		<p>Agenda Item 11.2 <u>Request to Transfer Funds</u> <b>RESOLVED THAT the Board approve the transfer of an amount not to exceed \$800,000 from the Unrestricted Reserve in furtherance of the information management strategy approved by the Board on April 17, 2013, and in accordance with policy EL-3 “Financial Condition”.</b></p>



5410	<p>Agenda Item 11.3  <b><u>Governance Coach Report from October 2013 Board Meeting re Executive Limitations</u></b>  a) <b>RESOLVED THAT the Board approve that the Governance Committee provide clarity regarding the term “timely information” through the next review of policy EL-2 “Treatment of Constituent Associations” due in the spring of 2014. (Added to Governance Committee Work Plan)</b></p>
5411	<p>b) <b>RESOLVED THAT the Board approve the removal of section 7 from EL-3 “Financial Condition” and create a new policy entitled GP-15 “Reserve Funds” stating:</b></p> <ol style="list-style-type: none"> <li>1. <b>Use reserve funds without prior approval of the Board.</b> <ol style="list-style-type: none"> <li>1.1 <b>The Four-Year Rolling Operational Reserve target level is set at \$4,000,000. Fluctuations above and below are acceptable, based on approval by the Board.</b></li> <li>1.2 <b>The Capital Reserve for the purchase of assets target level is set at \$250,000.</b></li> <li>1.3 <b>The General Contingency Reserve target level is set at \$1,325,000. It is maintained to ensure that funds are available in various situations:</b> <ul style="list-style-type: none"> <li>· <b>to cover the cost of any legal challenge Engineers Canada is asked to undertake on behalf of the profession.</b></li> <li>· <b>to cover expenses associated with occurrences that may arise for which no budget has been established. Engineers Canada faces potential liabilities from a number of sources (i.e. employees, insurance programs, foreign academic credential assessment program).</b></li> <li>· <b>to cover expenses which will be incurred by the constituent associations where it is demonstrated that they do not have the financial resources to defend an enforcement action and/or statutory obligation that have a clear and significant impact on the other constituent associations.</b></li> <li>· <b>to assist constituent associations and Engineers Canada in paying the deductibles for directors and officers insurance, and for errors and omissions insurance.</b></li> </ul> </li> </ol> </li> </ol> <p><b>(Appendix N)</b></p>
5412	<p>c) <b>RESOLVED THAT the Board approve the removal of policy EL-10 “Information Management” and the restoration of sections 11 and 11.1 of the EL-4 “Asset Protection” policy. (Appendix O)</b></p>
	<p>d) <b>RESOLVED THAT the Board approve the removal of policy EL-11 “Operational Committee Principles”.</b></p>
	<p>e) <b>RESOLVED THAT the Board approve the modification to section 11 of policy EL-7 “Communication and Support to the Board” to:</b>  11. <b>Change accreditation criteria or qualifications criteria. (Appendix P)</b></p>

5415	<b>f) RESOLVED THAT the Board approve the removal of policy EL-9 “Executive Succession” and the restoration of section 6 to policy EL-5 “Planning”. (Appendix Q)</b>
5416	<b>i) RESOLVED THAT the chief executive officer strengthen monitoring reports by providing “clear” and “objective” expectations and assessments.</b>
5417	<b>j) RESOLVED THAT the chief executive officer strengthen monitoring reports by reviewing his interpretation and related evidence to demonstrate that the prohibited condition has been avoided.</b>
5418	<b>k) RESOLVED THAT each line of every policy of the Executive Limitations monitoring reports contain interpretations and evidence.</b>
5419	<b>l) RESOLVED THAT sufficient information be presented to the Board to enable it to make an assessment of the chief executive officer’s compliance with a reasonable interpretation of EL-9 “Executive Succession”.</b>
5420	Agenda Item 12.1 <u>BMD-1 Unity of Control (review)</u> <b>RESOLVED THAT the Board approve the review of policy BMD-1 “Unity of Control” as prepared by R. Kullman.</b>
5421	Agenda Item 12.2 <u>BMD-2 “Accountability of the CEO” (review)</u> (Review was deferred in October 2013) <b>RESOLVED THAT the Board approve the review of policy BMD-2 “Accountability of the Chief Executive Officer” as prepared by D. Freeman for the October 2013 Board meeting.</b>
5422	Agenda Item 12.3 <u>BMD-5 Chief Executive Officer Compensation and Expenses (review)</u> <b>RESOLVED THAT the Board approve the review of policy BMD-5 “Chief Executive Officer Compensation and Expenses” as prepared by C. Harwood.</b>
5423	Agenda Item 13.1 <u>Governance Coach Report from October 2013 Board Meeting re Board-Management Delegation</u> <b>a) RESOLVED THAT the Board approve the modification of BDM-3 “Delegation to the Chief Executive Officer” to include, as a new section, that changes to the accreditation criteria and qualifications criteria require Board approval. (Appendix R)</b>
5424	<b>b) RESOLVED THAT the Board approve that the mandate to consider the chairs’ roles as advisors to the Board be tasked to the task force struck under agenda item 7.4.</b> <b><u>Note:</u> This motion is moot as agenda item #7.4 was later defeated.</b>

5425	<p>Agenda Item 13.2  <u>Proposed Amendments to Board-Management Delegation Policies</u>  <b><i>RESOLVED THAT the Board approve the proposed amendment to policy BMD-5 “Chief Executive Officer Compensation and Expenses” as proposed by the Governance Committee. (Appendix S)</i></b></p>
6.	<p><b><u>OWNERSHIP LINKAGE</u></b></p>
	<p>6.1 <u>Big Picture Thinking</u>  The discussion that followed centered on “<i>Consistency among the constituent associations’ regulatory standards and practices to protect and serve the public interest</i>”. Notes of the session will follow.</p>
	<p>6.2 <u>Presidents Group</u>  T. Brookes reported on behalf of the group. He provided updates on current business:</p> <ul style="list-style-type: none"> <li>· The Terms of Reference have been updated and will be added to the Engineers Canada website.</li> <li>· Admissions Advisory Group was tasked to ensure all provinces follow proper and consistent procedures with respect to accreditation systems and standards. He noted that this is a work in progress and encouraged constituent associations to bring their points forward.</li> <li>· Incidental practice issue is also being discussed at Canadian Framework for Licensure. Consensus may be difficult to achieve in this area because of the many factors involved.</li> <li>· Engineers Canada was able to increase, at no additional charge to the existing premium, the secondary liability insurance coverage for whistleblowers to \$50k for legal advice and \$50k for loss of income. Constituent Associations are to be advised by Engineers Canada.</li> </ul> <p style="text-align: right;"><b>Action by Engineers Canada</b></p> <ul style="list-style-type: none"> <li>· Request for a webpage (incl. blog) on Engineers Canada site.</li> </ul> <p style="text-align: right;"><b>Action by Engineers Canada</b></p> <ul style="list-style-type: none"> <li>· High cost of translation of OIQ courses and exams. Presidents will talk to their councils about funding.</li> </ul> <p>Updates to new business:</p> <ul style="list-style-type: none"> <li>· President explained procedural changes, meeting focus on group reports and big picture thinking discussions, consent agenda and new seating arrangement.</li> <li>· Work on linkages between various groups.</li> <li>· Engineer-in-training voting rights vary across the country.</li> <li>· Discussion on regulatory oversight of nationally regulated industries. The Presidents Group requested that Engineers Canada approach nationally regulated industries such as the National Energy Board, Transport Canada, etc. to express concern regarding public safety issues and to offer input into methods to enhance public safety in accordance with Ends policy E-2.3.</li> </ul>

		<p>Director Freeman stated that the Government Relations Committee is developing a position paper on the issue. The group was asked to forward their request to the chief executive officer to determine its relevance to the Ends.</p> <p style="text-align: right;"><b>Action by the Presidents Group</b></p> <ul style="list-style-type: none"> <li>· Negative feelings on the National Engineering License. Question as to how we ensure standards of excellence.</li> <li>· APEGA tribunal on Human Rights case.</li> </ul>
5426		<p>A discussion followed on the communications strategy Engineers Canada could implement to show its support to APEGA on this issue.</p> <p><b>On a motion by R. Kinghorn, seconded by P. Amyotte</b></p> <p><b><i>RESOLVED THAT the Board commit the issue of the ongoing Human Rights Tribunal to the chief executive officer to determine the best manner to confirm its support for APEGA.</i></b></p> <p><b><i>Motion carried</i></b></p> <p>The next meeting will be chaired by Christina Plourde (APEGNB).</p>
		<p><b>6.3 <u>Chief Executive Officers Group</u></b></p> <p>D. Paddock updated the Board on outcomes of the last meeting. All constituent associations were present, along with geoscientist representatives from Ontario and Quebec.</p> <ul style="list-style-type: none"> <li>· Status of the Canadian Framework for Licensure project. Confusion still exists as to whether the elements are guidelines for consideration or a prescription to be implemented.</li> <li>· Concern expressed about the ability to protect against the misuse of the designation Engineer and the use of a more consistent and broad terminology in its documents and communications; specifically to use Engineer as opposed to Professional Engineer, unless absolutely necessary.</li> <li>· Questions and concern expressed with respect to the needs for a single and central gateway for the processing of Agreements on Internal Trade applications – <i>Engineers on the Move</i>. It was noted that a successful gateway would depend on an operational and current National Membership Database.</li> <li>· Support by the group of Engineers Canada’s role in the new immigration process, to become the only certified assessor for engineering credentials under the Expression of Interest program. Assessments would be conducted by constituent association volunteers (Members of CA Board of Examiners or Academic Review Committees). Concern was expressed regarding capacity, given the potential for more than 20,000 requests for assessments.</li> <li>· Discussion on the recent decision of the Alberta Human Rights Commission addressing the application of Ladislav Mihaly as a P.Eng. with APEGA. The commission found that a one-size-fits-all process was discriminatory. APEGA is appealing the finding.</li> <li>· Inconsistencies in the recognition of Washington Accord applicants. The constituent associations agreed to review how the applicants are considered in each jurisdiction in an effort to better implement the agreement.</li> </ul>

		Other items discussed included: <ul style="list-style-type: none"> <li>· The Canada-EU Comprehensive Economic and Trade Agreement.</li> <li>· Information-sharing agreements with the Ontario Securities Commission.</li> </ul>
		6.3.1 <u>Canadian Framework for Licensure Status Report</u> No update presented at this meeting.
5427		15.1 <u>In-Camera Session</u>  <b>On a motion by R. Kinghorn, seconded by C. Roney</b>  <b><i>RESOLVED THAT the Board move in-camera to receive the confidential report and recommendations of the Compensation Committee.</i></b> <b><i>Motion carried</i></b>
5428		<b>On a motion by D. Jayas, seconded by L. Henderson</b>  <b><i>RESOLVED THAT the Board come out of the in-camera session.</i></b> <b><i>Motion carried</i></b>
5429		<b>On a motion by D. Benson, seconded by R. Kullman</b>  <b><i>RESOLVED THAT the Board accept the recommendations of the Compensation Committee regarding the terms of employment and salary adjustment for the chief executive officer, and authorize President Beckett to provide this information to the chief executive officer.</i></b> <b><i>Motion carried</i></b>
	<b>7.</b>	<b><u>BOARD EDUCATION</u></b>
		7.1 <u>Board Committees Report</u>
		7.1.1 <u>Canadian Engineering Accreditation Board Update</u> M. Reeves reported on the activities of the Accreditation Board. He referred directors to the update included in the agenda book and provided a PowerPoint presentation which will be available on the Engineers Canada website, updated the Board on current and upcoming Accreditation Board activities and decisions. Comprehensive details can be obtained by downloading the presentation. Highlighted were changes to the membership of the Accreditation Board, graduate attribute thresholds, distance-learning and task group updates. A question period followed.
		7.1.2 <u>Canadian Engineering Qualifications Board Update</u> On behalf of S. Barrington, C. Zinck reported on the activities of the Qualifications Board. He referred directors to the report included in the agenda book and provided a PowerPoint presentation which will be available on the Engineers Canada website. Highlighted were the work of various sub-committees and involvement with Canadian Framework for Licensure elements. Comprehensive details can be obtained by downloading the presentation. A question period followed.

		7.2 <u>Canadian Federation of Engineering Students Update</u> No representative attended the Board meeting.
		7.3 <u>National Council of Deans of Engineering and Applied Science Update</u> On behalf of K. Woodhouse, G. Naterer reported on the activities of the council. Significant topics discussed at the last meeting held in November 2013 included <ul style="list-style-type: none"> <li>· Concerns over impact of increasingly used Massive Online Open Courses (a working group will be formed to study the impact on engineering education in Canada).</li> <li>· NSERC presentation (open access to research).</li> <li>· Meeting with CEAB regarding academic units (recommendation forthcoming to CEAB).</li> <li>· Engineering Graduate Attribute Development Project (formal request forthcoming to Engineers Canada for continued support to EGAD).</li> <li>· Impact of Charbonneau Inquiry on public perception, student concern and impact in enrolment.</li> </ul>
	8.	<u>ENDS ITEMS FOR DECISION</u>
5430		8.1 <u>Governance Coach Report from October 2013 Board Meeting</u> The President requested that this item, omitted from the vote earlier on the consent agenda, be considered after-the-fact. There was unanimous consent by the Board.  <b>RESOLVED THAT the title section for E1 be amended to read “E1- Consistency in Regulatory Standards and Practices”. (Appendix T)</b>
5431		7.4 <u>Governance Coach recommendation with Respect to Converting the Accreditation Board and Qualifications Board to Operational Committees</u> At this point in the meeting, a request was brought forward to reopen the discussion on agenda item 7.4.  <b>RESOLVED THAT agenda item #7.4 “Governance Coach recommendation with respect to converting the Accreditation Board and Qualifications Board to operational committees” be reconsidered.</b> <b>Motion carried by unanimous consent</b>
5432		Considerable discussion ensued on not only the creation of a task force but also on the possibility of the boards becoming operational boards.  <b>On a motion by D. Walters, seconded by R. Kinghorn</b>  <b>RESOLVED THAT the Board:</b> <b>a) Strike a task force to consider the Governance Coach recommendation that the Accreditation Board and the Qualifications Board should become operational committees and provide the Board with Executive Limitations to be considered should the Board decide to convert the Accreditation Board and Qualifications Board to operational committees.</b> <b>b) Approve the Terms of Reference for the task force as set out in Appendix A.</b> <b>c) Appoint Director R. Kullman as the chair of the task force.</b> <b>Motion defeated</b>

	<b>14. MONITORING CHIEF EXECUTIVE OFFICER PERFORMANCE</b>
5433	<p><u>EL-3 – Financial Condition</u> D. Ford, asked by the President to review this monitoring report, provided a brief report on his observations.</p> <p><b>On a motion by D. Jayas, seconded by R. Kinghorn</b></p> <p><b><i>RESOLVED THAT the monitoring report for policy EL-3 “Financial Condition” is deemed as demonstrating compliance with a reasonable interpretation of policy.</i></b> <b><i>Motion carried</i></b></p>
5434	<p><u>EL-4 Asset Protection</u> R. Kullman, asked by the President to review this monitoring report, provided a brief report on his observations.</p> <p><b>On a motion by D. Benson, seconded by R. Kullman</b></p> <p><b><i>RESOLVED THAT the monitoring report for policy EL-4 “Asset Protection” is deemed as demonstrating compliance with a reasonable interpretation of policy.</i></b> <b><i>Motion carried (2 opposed)</i></b></p>
5435	<p><u>EL-7 Communication and Support to the Board</u> P. Amyotte asked by the President to review this monitoring report, provided a brief report on his observations.</p> <p><b>Motion by P. Amyotte, seconded by C. Roney</b></p> <p><b><i>RESOLVED THAT the monitoring report for policy EL-7 “Communication and Support to the Board” is deemed as demonstrating compliance with a reasonable interpretation of policy.</i></b> <b><i>Motion carried</i></b></p>
5436	<p><u>EL-8 Position Statements Terms of Reference</u> C. Harwood, asked by the President to review this monitoring report, provided a brief report on his observations.</p> <p><b>Motion by D. Ford, seconded by L. Henderson</b></p> <p><b><i>RESOLVED THAT the monitoring report for policy EL-8 “Position Statements Terms of Reference” is deemed as demonstrating compliance with a reasonable interpretation of policy.</i></b> <b><i>Motion carried</i></b></p>
	<b>15. INFORMATION REQUESTED BY THE BOARD</b>
	Item 15.1 was dealt with earlier on the agenda.

<b>16.</b>	<b><u>OTHER INFORMATION</u></b>
	16.1 <u>President's Report/Update</u>
	<p>In his update to the Board, the President welcomed Kathryn Sutherland and Guy Legault to the senior management team and presented Kathryn with her FEC pin awarded to her by PEO. He noted the addition to the agenda book of the list of directors and terms. He confirmed the corporate name change from Canadian Council of Professional Engineers to Engineers Canada and reiterated his optimism for the Canadian Framework for Licensure.</p> <p>He also mentioned:</p> <ul style="list-style-type: none"> <li>· The revised corporate website and Board microsite.</li> <li>· CareerFocus, introduced in December 2013 to help students identify their fit.</li> <li>· Government relations, Women in Engineering and diversity.</li> </ul> <p>Finally, he thanked constituent associations for having given himself and his wife, the opportunity to attend their annual general meetings, as a key part of linkage.</p>
	16.2 <u>Chief Executive Officer Report/Update</u>
	<p>K. Allen reported on mainly three items via a PowerPoint presentation:</p> <ul style="list-style-type: none"> <li>· Organizational alignment</li> <li>· Contribution-based budgeting</li> <li>· Achieving the Ends (or strategic plan)</li> </ul> <p>His presentation will be made available on the Engineers Canada website.</p>
<b>17.</b>	<b><u>SELF-EVALUATION OF GOVERNANCE PROCESS AT THIS MEETING</u></b>
	17.1 <u>Report on the Meeting</u>
	<p>P. Amyotte was appointed to report on the governance process at this meeting. The report will be attached to these minutes. <b>(Appendix U)</b></p>
<b>18.</b>	<b><u>ADJOURNMENT</u></b>
	The agenda having been completed, the meeting was adjourned.

*Minutes prepared by N. Martel for:*

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W. James Beckett, FEC, P.Eng.  
President

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Kim Allen, FEC, P.Eng.  
Chief Executive Officer