

# Board Orientation

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## Outline of Presentation

- Purposes of Engineers Canada
- Structure of Engineers Canada
- Meetings
- By-law
- Envisioning & Planning
- Policy governance overview
- Must know policies
- Duties of Members (Regulators), Board & CEO
- Feedback on orientation

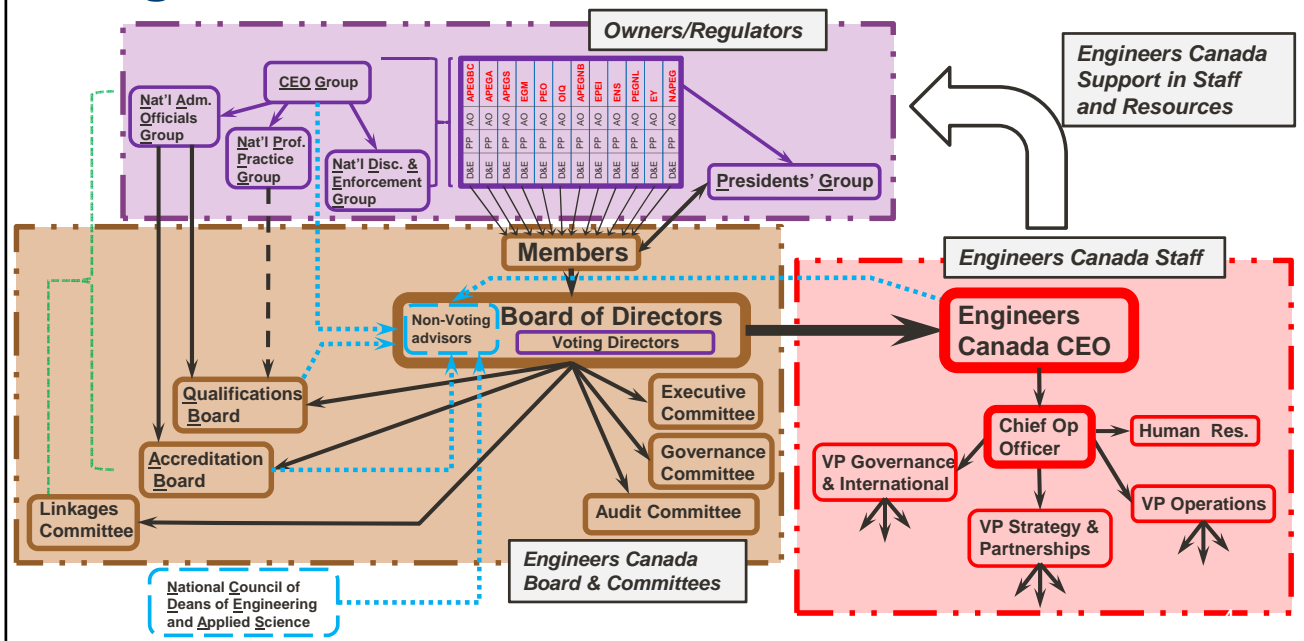


## Purposes of Engineers Canada

- Constituted under the federal Not-For-Profit Corporations Act
- Set by the member regulators (owners of Engineers Canada) in the Articles

*to provide national support and national leadership to the engineering profession on behalf of its members, so as to promote and maintain the interests, honour and integrity of the engineering profession in Canada*

## Engineers Canada Structure (As of Feb, 2017)



## Regular Meetings

	Board and Advisors	Members	CEO Group	Presidents' Group
Late June at Pres Home Town	Workshop	-	-	-
End Sept at Ottawa	Meeting	-	Meeting	Meeting
O P E N F O R U M				
End Feb at Ottawa	Meeting	-	Meeting	Meeting
O P E N F O R U M				
Late April	Telecon Approve Audited financials & Budget for Member Approval	-	-	-
Late May – Moves Each Year	Meeting	AGM Appt Board, Approve Financials/ Budget, Appt Auditors	Meeting	Meeting
O P E N F O R U M				

## By-law

- Recommended by the Board and approved by the member regulators
- Two sections of particular relevance to Directors
  - 5.7 Approvals requiring 2/3 majority
  - 5.8 Board Recommendations

## 5.7 Approvals Requiring 2/3 Majority

A Board resolution passed by a majority of not less than two-thirds of the votes cast on that resolution is required to make a decision in respect of the following matters:

- a) Board Recommendations required in section 5.8;
- b) Approval of the Budget or any amendments thereto;
- c) Adoption, amendment or repeal of any Board policies or procedures;
- d) Adoption, amendment or repeal of Standards;
- e) Adoption, amendment or repeal of Special National Initiatives; and
- f) Board decisions in respect of any litigious or potentially litigious matters that may endanger the organization's public image, credibility, or its ability to accomplish Ends.

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## 5.8 Board Recommendations

The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law:

- a) Approval of the Strategic Plan;
- b) Amendments to Per Capita Assessment;
- c) Approval of Special National Initiatives; and
- d) Amendment or repeal of the Articles of Continuance (which includes changes to Engineers Canada's name and purposes) or By-law.

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## Envisioning and Planning

- Centred around Strategic Plan but can also influence Purposes of Engineers Canada
- Input from:
  - Linkages Committee surveys of the councils and staff of the Regulators
  - Open Forum discussions at board meetings
  - Board members, including advisors
- Development and/or modification of the Strategic Plan normally a focus of the June Board Workshop

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## Policy Governance

Adopted by the Board in 1998, applied since 2013 and ***subject to change over the next year*** to improve accountability

How policy governance works

- The Board sets the Ends and the Executive Limitations
- The CEO is tasked with achieving the Ends
- The CEO must act within the Executive Limitations
- The Board monitors the CEO's achievement of Ends and compliance with Executive Limitations

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## Types of Policies

### Ends Policies

- state the reason for Engineers Canada's existence
- created by the Board based on the Purposes in the Articles

### Governance Process Policies

- set out the manner in which the Board operates.

### Board-Management Delegation Policies

- set out to whom the Board is delegating authority and how that authority is monitored.

### Executive Limitations Policies

- define the boundaries of prudence and ethics within which the Board permits the chief executive officer to make decisions

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## Must-know Policies for Directors & Advisors

- GP-3.1 Directors' Terms of Reference
- GP-3.2 Advisors' Terms of Reference
- GP-10 Board, Committee and Other Volunteer Expenses
- GP-11 Board Linkage with Ownership
- GP-11.1 Linkages Committee Terms of Reference

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## Summary - Duties Under Policy Governance

- Members (Regulators):
  - Set the Purposes of Engineers Canada
  - Approve by-laws
  - Appoint Board Directors
  - Appoint Auditors
  - Approve Audited Financial Statements
  - Approve Strategic Plan

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## Summary - Duties Under Policy Governance

- Board:
  - Visioning through Open Forums & Big Picture Thinking
  - Facilitate Linkages with Owners
  - Set/Approve Board Policies
  - Develop a Strategic Plan for approval by the Members
  - Monitor CEO with Monitoring Reports and by other means
  - Evaluate and compensate CEO
  - Oversee Audit
  - Approve Policies from AB (Accreditation Criteria) and QB (Guidelines and Model Guides)

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## Summary - Duties Under Policy Governance

- CEO
  - Run Operations/ manage staff to accomplish Ends while working within Executive Limitations
  - Produce Monitoring Reports that reflect operational performance
  - Maintain a Business Plan reflective of the Strategic Plan

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## Questions and Comments



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