

REPORT OF MOTIONS FROM THE BOARD MEETING
HELD IN OTTAWA, ONTARIO
SEPTEMBER 29-30, 2014

The following directors were in attendance:

P. Amyotte, FEC, P.Eng.	President, member of the Executive Committee, and Director, Engineers NS
D. Jayas, FEC, P.Eng.	President-elect, member of the Executive Committee and Director, APEGM
W.J. Beckett, FEC, P.Eng.	Past-President, member of the Executive Committee, and Director, APEGA
D. Benson, FEC, P.Eng.	Director, PEGNL
A. Bergeron, FEC, P.Eng.	Director, PEO
S. Bilodeau, ing.	Member of the Executive Committee and Director, OIQ
T. Brookes, FEC, P.Eng.	Director, NAPEG
E. Cheung, FEC, P.Eng.	Director, APEGBC
G. Comrie, FEC, P.Eng., CMC	Director, PEO
D. Ford, FEC, P.Eng.	Director, Engineers and Geoscientists New Brunswick
Z. Ghavitian, FIC, ing., M.ing.	Director, OIQ
S. Gwozdz, FIC, ing.	Director, OIQ (in attendance on Sept. 29)
C. Harwood, FEC, P.Eng.	Member of the Executive Committee and Director, APEY
R. Kinghorn, FEC, P.Eng.	Director, APEGBC
R. Kullman, FEC, P.Eng., FCSCE	Director, APEGS
N. Lawen, FEC, P.Eng.	Director, Engineers PEI
E. Potvin, M.Sc.,ing.	Director, OIQ
R. Shreewastav, FEC, P.Eng.	Director, PEO
L. Staples, FEC, P.Eng.	Director, APEGA
D. Walters, FEC, P.Eng.	Director, APEGA

The following directors were absent:

D. Freeman, FEC, P.Eng.	Member of the Executive Committee and Director, PEO
C. Roney, FEC, P.Eng.	Director, PEO (in attendance on Sept. 30)

The following advisors to the Board were in attendance:

K. Allen, FEC, P.Eng.	Chief Executive Officer, and Advisor to Board & Executive Committee
D. Paddock, FEC, P.Eng.	Chair, Chief Executive Officers Group, and Advisor to Board & Executive Committee
W. MacQuarrie, FEC, P.Eng.	Vice-Chair, Canadian Engineering Accreditation Board, Advisor to Board
J.M. Symonds, FEC, P.Eng.	Chair, Canadian Engineering Qualifications Board and Advisor to Board

The following advisors were absent:

K Woodhouse, Ph.D, P.Eng.	Chair, National Council of Deans of Engineering and Applied Science and Advisor to Board
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Agenda Item	Motion #	Resolution
2.0 Adoption of Agenda	5458 Carried	RESOLVED THAT the Board adopt the agenda as amended for the September 29-30, 2014, meeting of the Engineers Canada Board and authorize the president to modify the order of discussion as required.
4.0 Adoption of Minutes of May 23, 2014, Board Meeting	5459 Carried	RESOLVED THAT the Board approve the minutes (incl. any appendices), of the May 23, 2014, Board meeting, as amended.
5.2 Deferred Monitoring Reports from May 2014	5460 Carried	RESOLVED THAT this monitoring report partially confirms the accomplishment of End E during the reporting period. Future reports could be enhanced by providing metrics that measure outcomes and a rationale as to why the interpretation is reasonable.
	5461 Carried	RESOLVED THAT Ends Statement E-1 be referred to the Governance Committee for review as the CEO cannot be held accountable for constituent associations' regulatory standards and practices. RESOLVED THAT this monitoring report confirms the accomplishment of End E-1 during the reporting period.
	5462 Carried	RESOLVED THAT this monitoring report confirms the accomplishment of End E-2 during the reporting period. RESOLVED THAT Ends Statement E-2 is referred to the Governance Committee for review as the CEO cannot be held accountable for public confidence in the profession.
	5463 Carried	RESOLVED THAT this monitoring report partially confirms the accomplishment of End E-3 during the reporting period. Future reports could be enhanced by improving the evidence available to ensure that compliance has been achieved, and providing rationales as to why the interpretations are reasonable.

Agenda Item	Motion #	Resolution
	<p>5464 <i>Carried</i></p>	<p>RESOLVED THAT this monitoring report partially confirms the accomplishment of End E-4 during the reporting period. Future reports could be enhanced by providing rationale as to why the interpretation is reasonable.</p>
	<p>5465 <i>Carried</i></p>	<p>RESOLVED THAT this monitoring report partially confirms compliance with Executive Limitation EL during the reporting period. Future reports could be enhanced by providing rationale as to why the interpretation is reasonable.</p>
	<p>5466 <i>Carried</i></p>	<p>RESOLVED THAT this monitoring report partially confirms compliance with Executive Limitation EL-1 during the reporting period. Future reports could be enhanced by providing rationale as to why the interpretation is reasonable.</p>
	<p>5467 <i>Carried</i></p>	<p>RESOLVED THAT this monitoring report partially confirms compliance with Executive Limitation EL-2 during the reporting period. Future reports could be enhanced by improving the evidence available to ensure that compliance has been achieved, and providing rationales as to why the interpretations are reasonable.</p>
	<p>5468 <i>Carried</i></p>	<p>RESOLVED THAT this monitoring report partially confirms compliance with Executive Limitation EL-3 during the reporting period. Future reports could be enhanced by providing rationales as to why the interpretations are reasonable.</p>
	<p>5469 <i>Carried</i></p>	<p>RESOLVED THAT this monitoring report confirms compliance with Executive Limitation EL-6 during the reporting period.</p>
	<p>5470 <i>Carried</i></p>	<p>RESOLVED THAT this monitoring report partially confirms compliance with Executive Limitation EL-7 during the reporting period. Future reports could be enhanced by providing rationales as to why the interpretations are reasonable.</p>

Agenda Item	Motion #	Resolution
<p style="text-align: center;">7.0 Consent Agenda</p>	<p style="text-align: center;">5471 Carried</p>	<p>7.1a <u>GP-6 Board Planning Cycle and Agenda Control</u> RESOLVED THAT the Board approve the following policy modifications as recommended by the Governance Committee at its August 5, 2014, meeting: Modify section 1.4 from: 1.4. Regular review of the content of Executive Limitations, Governance Process and Board-Management Delegation policies. This review will be carried out by Directors through a rotation list maintained by the Governance Committee.</p> <p>to: 1.4 Regular review of the content of Executive Limitations, Governance Process and Board-Management Delegation policies. Policies will be assigned to Directors for initial review and suggestions through a rotation list maintained by the Governance Committee. The Board as a whole will engage in deliberation on those suggestions.</p>
		<p>7.1b <u>GP-9.3 Governance Committee Terms of Reference</u> Modify section 2.1 from: 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.</p> <p>to: 2.1 To make 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 and ratified by the Board at its next meeting.</p>

Agenda Item	Motion #	Resolution
		<p>7.1c <u>GP-10 Board, Committee and Other Volunteer Expenses</u></p> <ul style="list-style-type: none"> • Modify section 1.2 from: “president’s partner” to “president’s guest”. • Modify section 1.3 from: “partners of Board members” to “guest of Board members”. • Delete current section 2.5.1 (maximum reimbursement shall be for a mid-sized vehicle) and renumber section 2.5.1.1. as 2.5.1. • Remove the redundant references to “original receipts” in all sections except in sections 9 and 9.1. <p>7.1d <u>EL-3 Financial Condition</u> Add section 7 “Use reserve funds identified in GP-15.”</p> <p>7.1e <u>Appendix C</u> Amendments to monitoring schedule to achieve a more equitable distribution of monitoring reports throughout the annual Board meeting schedule.</p>
<p>9.1.2 Canadian Engineering Qualifications Board Update</p>	<p>5472 Carried</p>	<p>RESOLVED THAT the Board of Engineers Canada set up a working group made up of the two Board representatives to the Qualifications Board and the Qualifications Board executive to consider the following, and other issues, and produce a policy direction to work towards solutions:</p> <ol style="list-style-type: none"> 1. Relationship between QB and the Board 2. Communications 3. Responsibility 4. Authority 5. Relationship with staff of Engineers Canada 6. Relationship with CAs and the CEO group 7. Deliverables <p>The representatives will report back to the Board at its February 2015 meeting.</p>
<p>11.1a GP-7.1 Process for In Camera Sessions</p>	<p>5473 Carried</p>	<p>RESOLVED THAT the Board approve a new policy GP-7.1 “Process for In Camera Sessions” as recommended by the Governance Committee.</p>

Agenda Item	Motion #	Resolution
11.1b GP-9.6 Qualifications Board Terms of Reference	5474 Carried	RESOLVED THAT the Board approve the modifications to GP-9.6 “Qualifications Board Terms of Reference” with a further amendment; the removal of the term professional, in every instance, in front of engineering.
11.1c GP-14 Tracking of Volunteer Hours	5475 Carried	RESOLVED THAT the Board approve the removal of policy GP-14 “Tracking of Volunteer Hours” as recommended by the Governance Committee.
11.1d GP-10 Board, Committee and Other Volunteer Expenses	Both the main and amended motion were defeated	<p>Four Directors (P. Amyotte, J. Beckett, D. Jayas and Z. Ghavitian) declared conflicts of interest with respect to this motion therefore neither participated in the discussion or vote.</p> <p><u>Main motion:</u> Add a section 1.4 “Engineers Canada past-presidents are eligible to attend the annual general meeting for the first 10 years after their presidency (1 year as past-president and 9 additional years) and will be compensated for travel expenses and event registration costs if they reside in Canada.” <i>6 in favour – 10 opposed</i></p> <p><u>Amended motion:</u> Add a section 1.4 “Engineers Canada past-presidents are eligible to attend the annual general meeting for the first 5 years after their presidency (1 year as past-president and 4 additional years) and will be compensated for travel expenses and event registration costs if they reside in Canada.” <i>6 in favour – 8 opposed – 1 abstention</i></p>
11.2 GP-11.1 Linkages Task Force Terms of Reference	5476 Carried	RESOLVED THAT the Board approve a new policy GP-11.1 “Linkages Task Force Terms of Reference”.
12.1 GP-2 Board Job Contributions	5477 Carried	RESOLVED THAT the Board approve the review of policy GP-2 “Board Job Contributions” as presented.
12.2 GP-3 Code of Conduct	5478 Carried	RESOLVED THAT the Board approve the review of policy GP-3 “Code of Conduct” as presented.

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12.3 GP-9.2 Audit Committee Terms of Reference	5479 Carried	RESOLVED THAT the Board approve the review of policy GP-9.2 "Audit Committee Terms of Reference" as presented.
12.4 GP-10 Board, Committee and Other Volunteer Expenses	5480 Carried	RESOLVED THAT the Board approve the review of policy GP-10 "Board, Committee and Other Volunteer Time" as presented.
14.1 BMD-3 Delegation to the CEO	5481 Carried	RESOLVED THAT the Board approve the review of policy BMD-3 "Delegation to the CEO" as presented.
15.1 Proposed Amendments to Executive Limitation Policies	5482 Carried	RESOLVED THAT the Board approve removing "Terms of Reference" from the title of the policy and moving the orphan statement "Other than support services to the Accreditation and Qualifications Boards, the chief executive officer shall neither conduct nor make decisions regarding accreditation and qualifications services" at the bottom of EL-8 to a new policy EL-9 "Accreditation and Qualifications Boards" as recommended by the Governance Committee.
16.2.1 EL-3 Financial Condition	5483 Carried	RESOLVED THAT the monitoring report confirms compliance with policy EL-3 during the reporting period.
16.2.2 EL-5 Planning	5484 Carried	RESOLVED THAT the monitoring report confirms compliance with Executive Limitation EL-5 during the reporting period.
16.2.3 EL-7 Communication and Support to the Board	5485 Carried	RESOLVED THAT the monitoring report partially confirms compliance with Executive Limitation EL-7 during the reporting period. Future reports could be enhanced by providing rationales as to why the interpretations are reasonable.