

234th ENGINEERS CANADA BOARD MEETING

June 16, 2025 | 9:30am - 10:00am MDT

Hybrid delivery: Waterton Lakes Lodge Resort, Waterton Lakes National Park, AB | Zoom Reference materials: Board Policy Manual | Bylaw | Corporate Risk Profile | Strategic Plan

	Reference materials: <u>Board Policy Manual</u> <u>B</u>	<u>ytaw Corporate Risk Profile Strategic Plan</u>								
1.	Opening									
	1.1 Call to order and approval of agenda – J. Van de	r Put (pages 1-3)								
	THAT the agenda be approved, and the President be authorized to modify the order of discussion.									
	1.2 Declaration of conflict of interest (pages 4-6)									
2.	Board business/required decisions (pages 7-14)									
	2.1 Director appointments to committees and role	s – M. Rose								
	THAT the Board, on recommendation of the HR Com	nmittee, appoint the following individuals to committees,								
	task forces, and roles for terms as outlined:									
	a) Director appointee – CEAB									
	 Arjan Arenja (2025-2027) 									
	b) Director appointee – CEQB									
	• Elliott Coles (2025-2027)									
	c) 30 by 30 Co-champions									
	• Tim Joseph (2025-2026)									
	• Anjum Mullick (2025-2026)									
	d) Finance, Audit, and Risk (FAR) Committee (2025-	•								
	Menelika Bekolo Ohristanhar Chahina	Jitendra Paliwal Marina Starling								
	Christopher Chahine Anium Mulliok	Marisa Sterling Steve Viewer								
	Anjum MullickNicolas Turgeon	Steve Vieweg								
	e) Governance Committee (2025-2026)									
	Nick Colucci	M. Jean-Luc Martel								
	Christopher Dixon	Denise Pothier								
	Tim Kirkby	Michael Wrinch								
	Andrew Lockwood									
3.	Next meetings									
	Board meetings									
	October 9, 2025 (Ottawa, ON)	 April 8, 2026 (virtual) 								
	December 8, 2025 (virtual)	 May 22, 2026 (Calgary, AB) 								
	• February 27, 2026 (Ottawa, ON)	• June 22, 2026 (TBC)								
	2025-2026 committee and task force meetings									
	• June 16, 2025 (Waterton, AB):	HR Committee: September 4, 2025 (virtual)								
	 Governance Committee 	HR Committee: November 20, 2025 (virtual)								
	 FAR Committee 	HR Committee: December 11, 2025 (virtual)								
		HR Committee: February 27, 2026 (Ottawa)								
		HR Committee: April 1, 2026 (virtual)								
4.	Closing (motion not required if all business has been	completed)								

Board support document

Meeting norms

Virtual participation:

- Board members and Direct Reports are asked to "show up" to the meeting a few minutes early to test
 their audio and video connections and are encouraged to reach out to
 Boardsupport@engineerscanada.ca
 in advance if they anticipate any connection or technological
 issues.
- To increase meeting engagement and participation, Board members and Direct Reports are requested to turn on their cameras during the meeting, when possible. All participants will have control over their ability to mute their line upon joining the meeting. Participants are asked to self-mute when they are not speaking to minimize background noise. If a participant is muted by an organizer, this is because there was feedback on the line.
- Participants are asked to use the self-mute function and turn off their cameras, instead of leaving the meeting during all breaks. This will help minimize any technical issues and disruption upon reconnection.
- The "Raise hand" function is only to be used if a participant wishes to ask questions and/or make comments after presentations or during debate. Depending on the Zoom version, participants may find the 'Raise hand' button under "Reactions" or "Participants". Participants should reach out in "Chat" if they are not able to locate it.
- If a participant wishes to speak and have not been called upon or are unable to use the "Raise hand" function, they should say their name with an un-muted microphone and obtain permission from the Chair before speaking.
- The "Chat" function will only be monitored by the offsite AV personnel in respect of technical difficulties. Non-technical questions asked through the "Chat" function will not be answered during the meeting.

To conduct the meeting with reasonable time and fairness:

- 1. For all motions, the meeting chair will call for abstentions and negative votes from the Directors. Directors who do not state a negative vote or an abstention will be considered in favour of the motion. If, for whatever reason, Directors are unable to speak during the motion and feel their opinion was not heard, they should raise their hand, or reach out in "Chat" for technical support.
- 2. Wordsmithing of motion texts should be avoided as much as possible so that the meeting can stay on track. If the proposed motion and related decision is understood, the Board should move to a debate and discussion on the proposal and should not focus attention on perfecting the text.
- 3. Participants are asked to speak for a maximum of two (2) minutes at a time (a timer will be projected on the screen) and will be limited to two (2) chances to speak on any one issue or motion. An opportunity to speak a second time will be granted only after everyone has had a chance to speak. The meeting chair reserves the right to allow additional chances to speak, as necessary.
- 4. Restating or reiterating the same point is strongly discouraged.

- 5. In the virtual environment where meeting participants are not able to demonstrate their agreement by nodding, they are encouraged to use the "Reaction" buttons to identify their informal support of others' statements. A safe and respectful environment is encouraged at all times.
- 6. At the opening of the meeting, the meeting chair will announce which individual will be monitoring the show of hands. The chair will try to ensure that anyone with a raised hand has their point addressed.



Board support document

Conflicts of interest

Board members and members of Board committees have an ongoing obligation to identify and disclose actual, reasonably perceived, and potential conflicts of interest. These obligations are set out in case law and are also codified in statute, under the *Canada Not-for-profit Corporations Act* ("CNCA").

While not expressly defined in the CNCA, a conflict of interest is understood to comprise any situation where:

- a) an individual's personal interests, or
- b) those of a close friend, family member, business associate, corporation, or partnership in which the individual holds a significant interest, or a person to whom the individual owes an obligation, could influence their decisions and impair their ability to:
 - i. act in the best interests of the corporation, or
 - ii. represent the corporation fairly, impartially, and without bias.

Conflicts of interest exist if a Director's decision could be, or could appear to be, influenced. *It is not necessary that influence actually takes place*. In cases where Directors are in an actual, perceived, or potential conflict of interest, they are required to disclose the conflicting interest to the Board¹ or, in the case where membership approval is sought, to the members,² as well as abstain from voting.

Handling conflicts of interest

Directors may use the following checklist when faced with a situation in which they think they might have an actual, perceived, or potential conflict of interest.

Step 1 - Identify the matter or issue being considered and the potential conflicting situation in which you are involved.

E.g. There is an item before the Board requiring discussion and a decision that involves potential litigation between Engineers Canada and the Engineering Regulator with whom you are licensed. Whether or not you are in a conflict of interest is not automatic—it will depend upon the personal circumstances of each Director.

Step 2 - Assess whether a conflict of interest exists or may exist.

In assessing whether you have an actual, reasonably perceived or potential conflict of interest, it may be helpful to ask yourself the following questions:

¹ Section 141(1) and (2) of the CNCA

 $^{^{2}}$ Section 141(9)(a) of the CNCA



	Would I, or anyone associated with me benefit from, or be detrimentally affected by my
	proposed decision or action?
	Could there be benefits for me in the future that could cast doubt on my objectivity?
	$Do\ I\ have\ a\ current\ or\ previous\ personal,\ professional,\ or\ financial\ relationship\ or\ association$
	of any significance with an interested party?
	Would my reputation or that of a relative, friend, or associate stand to be enhanced or
	damaged because of the proposed decision or action?
	Do I or a relative, friend, or associate stand to gain or lose financially in some way?
	Do I hold any personal or professional views or biases that may lead others to reasonably
	conclude that I am not an appropriate person to deal with the matter?
	Have I made any promises or commitments in relation to the matter?
	Have I received a benefit or hospitality from someone who stands to gain or lose from my
	proposed decision or action?
	Am I a member of an association, club, or professional organization, or do I have particular
	ties and affiliations with organizations or individuals who stand to gain or lose by my
	proposed decision or action?
	Could this situation have an influence on any future employment opportunities outside my
	current duties?
	Could there be any other benefits or factors that could cast doubts on my objectivity?
	Am I confident of my ability to act impartially in the best interests of Engineers Canada?
What	t perceptions could others have?
	What assessment would a fair-minded member of the public make of the circumstances?
	Could my involvement on this matter cast doubt on my integrity or on Engineers Canada's
	integrity?
	If I saw someone else doing this, would I suspect that they have a conflict of interest?
	If I did participate in this action or decision, would I be happy if my colleagues and the public
	became aware of my involvement?
П	How would I feel if my actions were highlighted in the media?

Step 3 – Is the duty to disclose triggered?

If, in assessing the situation, you determine that you are in an actual, potential, or reasonably perceived conflict of interest, your duty to disclose is triggered. Directors disclosing a conflict must make the disclosure at the meeting at which the proposed contract or transaction is first considered and should request to have the disclosure entered into the minutes of the meeting.³

Disclosure must be made of the nature and extent of the interest that you have in the contract or transaction (or proposed contract or transaction).⁴ The limited case law dealing with the nature and scope of the disclosure required by a conflicted Director suggests that disclosure must make the

³ Section 141(1) of the CNCA

⁴ Section 141(1) and 141(9)(b) of the CNCA



other Directors fully informed of the real state of affairs (e.g. what your interest is and the extent of the interest).⁵ It will rarely suffice to simply declare that you have a conflict of interest.

Step 4 - What next?

Subject to limited exceptions, the general rule is that a conflicted Director cannot vote on the approval of a proposed contract or transaction, even where their interest is adequately disclosed. Further, as a best practice, they should leave the room and not participate in the salient part of the Board meeting.

⁵ Gray v. New Augarita Porcupine Mines Ltd., 1952 CarswellOnt 412 (Jud. Com. of Privy Coun.) 6 Section 141(5) of the CNCA



BRIEFING NOTE: For decision

Director appointmen	nts to committees and roles	2.1						
Purpose:	To consider the HR Committee's recommendations for Director appointments to the 2025-2026 committees and roles							
Link to the Strategic Plan / Purposes:	Board responsibility: The Board may seek support from committees and task forces to deliver its responsibilities.							
Link to the Corporate Risk Profile:	Decreased confidence in the governance functions (Board risk)							
Motion(s) to consider:	THAT the Board, on recommendation of the HR Committee, appoint the following individuals to committees and roles for terms as outlined:	g						
	a) Director appointee – CEAB							
	• Arjan Arenja (2025-2027)							
	b) Director appointee – CEQB							
	• Elliott Coles (2025-2027)							
	 c) 30 by 30 Co-champions • Tim Joseph (2025-2026) • Anjum Mullick (2025-2026) 							
	d) Finance, Audit, and Risk (FAR) Committee (2025-2026)							
	 Menelika Bekolo Christopher Chahine Anjum Mullick Nicolas Turgeon Jitendra Paliwal Marisa Sterling Steve Vieweg 							
	e) Governance Committee (2025-2026)							
	 Nick Colucci Christopher Dixon Tim Kirkby Andrew Lockwood M. Jean-Luc Martel Denise Pothier Michael Wrinch 							
Vote required to pass:	Simple majority							
Transparency:	Open session							
Prepared by:	Joan Bard Miller, Manager, Governance and Board Services							
Presented by:	Marlo Rose, HR Committee Chair							

Problem/issue definition

- The Human Resources (HR) Committee is responsible for annually nominating new committee
 members and recommending committee chairs, as per Board policy 6.12, HR Committee Terms of
 Reference.
- Nominations are required for the Board's approval at the June meeting for the following committees and role:
 - o Finance, Audit, and Risk (FAR) Committee
 - o Governance Committee
 - o Director appointee to the Canadian Engineering Accreditation Board
 - o Director appointee to the Canadian Engineering Qualifications Board
 - o 30 by 30 Champion

Background

- Appointments to committees are guided by Board policy 6.1, *Board committees and task forces*, and the respective committee terms of reference.
- Policy 6.1 indicates that appointments are normally made for a one-year term and that:
 "Reappointment of the members and staggered terms of office are desirable elements to support continuity (6.1.1.1(d))."
- In 2024-2025, all Directors were appointed to at least one committee which increased the size of the committees beyond the minimum memberships set out in the respective terms of reference.
- In fall of 2024, the Board established a new task force to oversee the governance review and appointed members to a two-year term.

Proposed action/recommendation

- The recommended composition for each committee and role in 2025-2026 is found in Appendix 2.
- To ensure that all Directors have at least one committee appointment, the HR Committee has recommended increasing the membership of the Governance and FAR committees beyond the minimum requirements outlined in the committees' respective terms of reference.

Other options considered

In preparing the attached proposals, multiple Directors were considered for the various vacancies.

Risks

Inappropriate committee appointments can lead to poor decision making.

Financial implications

None

Benefits

Committees can begin work immediately following approval of this motion.

Consultation

- To inform the committee and role appointments, the HR Committee referred to:
 - o The committees' year-end reports presented to the Board,

- Anticipated work for the coming year,
- o Composition requirements outlined in the committees' respective terms of reference,
- Results of the 2025 Director self-assessment and incoming Director surveys which captured committee preferences, which are summarized in Appendix 1.
- Effort was made to place Directors within their top preferences and ensure a balance of experienced and new perspectives on the committees.
- M. Rose, Chair of the 2025-2026 HR Committee, has confirmed each Director's willingness to serve in the roles as outlined in the motion text above.

Next steps (if motion approved)

- Staff will update committee membership information on the website.
- 2025-2026 committees convene and work begins.

Appendices

- Appendix 1: Matrix of committee/role preferences
- Appendix 2: Draft recommendation of committee composition

Appendix 1: Matrix of committee/role preferences

Director	Prov.	Term- end	Term #	GRTF	HR	Governance	FAR	CEAB 2 yrs	CEQB 2 yrs	30 by 30	2025-2026 cttee / role
Lisa Doig	AB	2027	2	N/A	1	2	5	1	2	4	HR Committee
Anjum Mullick	AB	2026	1	N/A	1	2	3	6	6	4	FAR Committee 30 by 30 Co-champion
Tim Joseph	AB	2026	2	N/A	4	4	5	6	6	1	30 by 30 Co-champion
John Van der Put	AB	2025	1	М	М	N/A	N/A	N/A	N/A	N/A	HR Committee Governance Review TF
Ann English	ВС	2027	2	N/A	4	3	2	М	6	5	CEAB (Snr. Appointee)
Michael Wrinch	ВС	2025	2	М	М	N/A	N/A	N/A	N/A	N/A	HR Committee Governance Committee Governance Review TF
Jitendra Paliwal	МВ	2027	1	N/A	5	5	6	4	4	6	FAR Committee
Marlo Rose	NB	2028	2	N/A	1	2	3	6	5	4	HR Committee
Darlene Spracklin-Reid	NL	2024	1	М	М	3	5	1	2	6	Governance Review TF HR Committee
Denise Pothier	NS	2028	1	N/A	6	1	2	4	5	3	Governance Committee
Sudhir Jha	NT	2026	2	N/A	5	5	3	2	М	5	CEQB (Snr. Appointee)
Arjan Arenja	ON	2027	2	N/A		3	4	1	2	5	CEAB (Jr. Appointee)
Tim Kirkby	ON	2026	1	N/A	3	6	6	2	1	6	Governance Committee
Christopher Chahine	ON	2028	1	N/A	6	4	5	2	1	3	FAR Committee
Nick Colucci	ON	2028	1	N/A	4	1	3	5	6	2	Governance Committee
Marisa Sterling	ON	2027	2	N/A	1	3	2	5	6	4	FAR Committee
Elliott Coles	PEI	2027	1	N/A	5	2	6	1	3	4	CEQB (Jr. Appointee)
M. Jean-Luc Martel	QC	2027	1	N/A	3	1	2	4	5	6	Governance Committee
Sophie Larivière-Mantha	QC	2026	1	M	2	2	2	6	6	6	Governance Review TF
Menelika Bekolo	QC	2026	1	N/A							FAR Committee
Nicolas Turgeon	QC	2026	2	N/A	1	1	1	1	1	1	FAR Committee
Andrew (Drew) Lockwood	SK	2027	1	N/A	2	1	1	6	6	6	Governance Committee
Christopher Dixon	YK	2027	1	N/A	3	3	3		6	6	Governance Committee

Numbers reflect ranking provided in the 2025 Director assessment (1 being highest interest, 6 being lowest)
 M = continuing in role for 2-year term and M = future member of committee due to role/commitment = no 2025 survey responses received

Appendix 2: Recommendation of committee composition

The following tables have been generated using the available survey data and conversations with certain Directors. Efforts were made to ensure Directors are placed in one of their top two preferred roles, and where this was not possible, the Director has been contacted to confirm their willingness to serve in the potential role. Rows highlighted in grey indicate secure placements, meaning one of the following: they are mandated by terms of reference (TOR) due to their role; or they are a Director from a "TOR-representation-required" Regulator.

Already established and included for reference: HR Committee (Board policy 6.12)

The HR Committee is comprised of the President, President-Elect, and Past President, as well as an advisor from the CEO Group and a minimum of two other Directors. Appointments to the HR Committee were approved by the Board on May 23, 2025.

Name	Director	Regulator	Position	2024-2025 role	Notes
Marlo Rose	Yes	APEGNB	Chair	FAR Committee	• The Committee met on May 24, 2025, and agreed that M. Rose would serve as the chair.
Mike Wrinch, President	Yes	EGBC	Member	HR Committee GRTF	
John Van der Put, President	Yes	APEGA	Member	HR Committee SPTF	
Darlene Spracklin-Reid, President-Elect	Yes	PEGNL	Member	HR Committee GRTF	
Lisa Doig	Yes	APEGA	Member	CEAB	
Stormy Holmes	No	CEO-G Advisor, APEGS	Member	HR Committee	

Already established and included for reference: Governance Review Task Force (GRTF; Board policy 6.16)

The GRTF is comprised of a maximum of six members through: a minimum of three and no more than four Directors, either or both the 2024-2025 President and President-Elect, a representative from the CEO Group. Two-year appointments to the GRTF were approved by the Board on December 9, 2024.

Name	Director	Regulator	Position	2024-2025 role	Notes
Christian Bellini	No	PEO	Chair	GRTF Chair	
Christian Bettini	INO	FLO	Citali	FAR Committee	
Mike Wrinch, Past President	Yes	EGBC	Member	HR Committee	
Trike Willich, Fast Fesident	163	LOBC	Member	GRTF	
John Van der Put, President	Yes	APEGA	Member	HR Committee	
Darlene Spracklin-Reid	Yes	PEGNL	Member	HR Committee	
Sophie Larivière-Mantha	Yes	OIQ	Member	Governance	
Soprile Lanviere-Maritia	165	OlQ	Member	Committee Chair	
Jennifer Quaglietta	No	CEO-G Advisor, PEO	Member	GRTF	

(a) Finance, Audit, and Risk (FAR) Committee (Board policy 6.4)

The FAR Committee is comprised of a minimum of five Directors, including one Director from each of the three larger Regulators: PEO, OIQ, and APEGA. In addition, a Certified Professional Accountant (CPA) shall be a member of the FAR Committee. The proposed composition includes five continuing and two new members.

Name	Director	Regulator	Cttee position	2024-2025 role	Notes
Marisa Sterling	Yes	PEO	Chair	HR Committee	
Anjum Mullick	Yes	APGEA (representation is required)	Member	FAR	Anjum has confirmed her willingness to serve on the FAR Committee despite it not being one of her top preferences.
Nicolas Turgeon	Yes	OIQ (representation is required)	Member	FAR	
Christopher Chahine	Yes	PEO (representation is required)	Member	N/A	Christopher has confirmed his willingness to serve on the FAR Committee despite it not being one of his top preferences.
Jitendra Paliwal	Yes	EGMB	Member	N/A	Jitendra has confirmed his willingness to serve on the FAR Committee despite it not being one of his top preferences.
Menelika Bekolo	Yes	OIQ	Member	FAR Committee	
Steve Vieweg	No	СРА	CPA Member	FAR	

(b) Governance Committee (Board policy 6.8)

The Governance Committee is comprised of a minimum of three Directors, including the Past President. The proposed composition includes three continuing and four new members and is the same size as the 2024-2025 Governance Committee.

Name	Director	Regulator	Cttee position	2024-2025 role	Notes
Denise Pothier	Yes	ENS	Chair	N/A	
Jean-Luc Martel	Yes	OIQ	Member	Governance	
Joan-Euc Martot	103	Old	Picinibei	Committee	
Chris Dixon	Yes	Yukon	Member	Governance	
China Bixon	100	TUKOTI	Tiember	Committee	
Andrew Lockwood	Yes	APEGS	Member	Governance	
Andrew Eddkwood	100	741 200	Tiember	Committee	
Tim Kirkby	Yes	PEO	Member	CEQB	Tim has confirmed his willingness to serve on the Governance Committee despite it not being
THITKIRDY	163		Member	CLQD	one of his top preferences.
Nick Colucci	Yes	PEO	Member	N/A	
Mike Wrinch, Past President	Vac	EGBC	Member	HR Committee	
iring willion, i ast Flesident	Yes	EGBC	Member	GRTF	

(b) Director appointees - CEAB (Board policy 6.9)

Two Directors are typically appointed for two-year staggered terms. The following is suggested:

Name	Board term status	Region	Cttee position	2023-2024 role	Notes
Ann English	Second term ends in 2027	British Columbia	Director appointee (2024-2026)	CEAB HR Committee	Continuing term from 2024 appointment. Approval is not currently required.
Arjan Arenja	Second term ends in	Ontario	Director appointee (2025-2027)	HR Committee	Approval required
Previously appointed CEAB mem	bers who are no	t Directors		•	
Ray Gosine	N/A	Newfoundland and Labrador	Chair	N/A	
Julius Pataky	N/A	British Columbia	Vice-Chair	N/A	
Jeff Pieper	N/A	Alberta	Past-Chair	N/A	
Adel Omar Dahmane	N/A	Québec	Member	N/A	
Pierre Bourque	N/A	Québec	Member-at-large	N/A	
Morteza Esfehani	N/A	Québec	Member-at-large	N/A	
Marie-Isabelle Farinas	N/A	Québec	Member-at-large	N/A	
Christine Moresoli	N/A	Ontario	Member-at-large	N/A	
Jason Foster	N/A	Ontario	Member-at-large	N/A	
Diane Kennedy	N/A	British Columbia	Member-at-large	N/A	
Aparna Verma	N/A	Yukon	Member	N/A	
Nicholas Krouglicof	N/A	Atlantic	Member	N/A	
James Lee	N/A	Saskatchewan	Member-at-large	N/A	
Mrinal Mandal	N/A	Alberta	Member	N/A	
Sathish Gopalakrishnan	N/A	British Columbia	Member	N/A	
Michael Roach	N/A	Ontario	Member-at-large	N/A	
Allen Stewart	N/A	Ontario	Member-at-large	N/A	
Ramesh Subramanian	N/A	Ontario	Member	N/A	
Tara Zrymiak	N/A	Saskatchewan	Member	N/A	

(d) Director appointees – CEQB (Board policy 6.10)

Two Directors are appointed for two-year staggered terms.

Name	Board term status	Region	Cttee position	2024-2025 role	Notes
Sudhir Jha	Second term ends in 2026	Northwest Territories	Director appointee (2024-2026)	CEQB	Continuing term from 2024 appointment.
Elliott Coles	First term ends in 2027	Prince Edward Island	Director appointee (2025- 2027)	Governance Committee	Approval requiredElliot has confirmed his willingness to serve in this role.
Previously appointed CE	QB members who are	not Directors	•		
Samer Inchasi	N/A	Ontario	Chair	N/A	
Amy Hsiao	N/A	Atlantic Provinces	Vice-Chair	N/A	
Frank Collins	N/A	New Brunswick	Past Chair	N/A	
Kamran Behdinan	N/A	Ontario	Member-at-large	N/A	
Marcie Cochrane	N/A	British Columbia	Member-at-large	N/A	
Anil Gupta	N/A	Alberta	Member	N/A	
Philip A. Zinck	N/A	Atlantic Provinces	Member	N/A	
Abdelwahab Hamou- Lhadj	N/A	Québec	Member	N/A	
Carol MacQuarrie	N/A	New Brunswick	Member-at-large	N/A	
Farzad Rayegani	N/A	Ontario	Member	N/A	
Rishi Gupta	N/A	British Columbia	Member	N/A	
Efrem Teklemariam	N/A	Saskatchewan / Manitoba	Member	N/A	
Adam Wallace	N/A	Northwest Territories	Member	N/A	
John Diiwu	N/A	Alberta	Member-at-large	N/A	

(e) 30 by 30 Champion

This role is appointed annually. For the coming year, co-champions are recommended.

Name	Regulator	2024-2025 role	Notes
Tim Joseph	APEGA	30 by 30 Champion	
Anjum Mullick	APEGA	FAR Committee	Anjum has agreed to serve in this role.