AGENDA

SPECIAL MEETING OF MEMBERS

October 8, 2026 | 2:30 pm – 3:30 pm (ET)

Hybrid delivery: Lord Elgin Hotel, Ottawa, ON | Zoom

Please refer to the Bylaw

1.	**Call to order and introductions** – D. Spracklin-Reid, 2026-2027 President, Engineers Canada
2.	**Approval of agenda** – D. Spracklin-Reid (page 1) *THAT the agenda be approved and the chair be authorized to modify the order of discussion.*
3.	**Consent Agenda** – D. Spracklin-Reid 3.1 Approval of minutes (pages 2-5) *a) THAT the minutes of the Annual Meeting of Members held May 23, 2026 be approved.*
4.	**Bylaw amendment and implementation plan** – C. Bellini (pages 6 to 32) *1. THAT the Members approve amendments to the Engineers Canada bylaws to reduce the size of the Board based on a one-Regulator, one-seat model, with the change to take effect at the May 2027 Annual Meeting of Members.* *2. THAT the Members approve amendments to the Engineers Canada bylaws to provide for a minimum of one and up to three Independent Directors, with the Independent Director provisions to take effect at the May 2028 Annual Meeting of Members.* *3. THAT the Members authorize any consequential, transitional, and housekeeping amendments necessary to give effect to the bylaw amendments and implementation timelines.*
5.	**Next Annual Meeting of Members** • May 29, 2027 (Whitehorse, YT)
6.	**Closing**

Minutes of the 190th Annual Meeting of Members (AMM)

May 23, 2026 9:30am-11:00am MT

Hybrid delivery

In-person: The Westin Calgary, Calgary, AB | Zoom

The following Members were in attendance	
Engineers Geoscientists BC – J. Weber, Proxy-holder APEGA – D. Mullin, President APEGS – N. Kaminski, President Engineers Geoscientists Manitoba – M. Houvardas, President PEO – L. Notash, President OIQ – S. Larivière-Mantha, President	Engineers Geoscientists NB – B. Roy, President Engineers Nova Scotia – J. Rand, President Engineers PEI – L. Osgood, President PEGNL – J. O'Keefe, President Engineers Yukon – A. Wallace, President NAPEG – K. Ata, President
The following 2025-2026 Directors were in attendance	
J. Van der Put, President (Chair), APEGA A. Arenja, PEO M. Bekolo, OIQ C. Chahine, PEO (virtual) E. Coles, Engineers PEI N. Colucci, PEO C. Dixon, Engineers Yukon L. Doig, APEGA A. English, Engineers & Geoscientists BC (virtual) S. Jha, NAPEG T. Joseph, APEGA T. Kirkby, PEO	S. Larivière-Mantha, OIQ A. Lockwood, APEGS A. Mullick, APEGA J. Paliwal, EGMB D. Pothier, Engineers Nova Scotia M. Rose, APEGNB D. Spracklin-Reid, President-Elect, PEGNL M. Sterling, PEO N. Turgeon, OIQ M. Wrinch, Past President, Engineers & Geoscientists BC
The following Director-nominees were in attendance	
M. Adams, EGBC N. Chevalier, OIQ L. Cutler, PEO	P. Guy, NAPEG J. Nagendran, APEGA
The following observers were in attendance	
D. Abrahams, VP, PEO C. Bellini, Chair, Governance Review Task Force L. Daborn, CEO, APEGNB R. Gosine, CEAB Chair J. Hawkins, EIT, NAPEG	D. Heffernan, Vice President, Engineers Yukon J. Landrigan, Executive Director, Engineers PEI P. Mann, CEO Engineers Nova Scotia S. Perruzza, CEO, OSPE H. Yang, CEO, EGBC
The following staff were in attendance	
J. Bard Miller, Manager, Governance and Board Services J. Chou, Governance Coordinator L. Go, General Counsel and Corporate Secretary T. Hubley, VP, Regulatory Affairs	D. Menard, CFO P. Rizcallah, CEO J. Southwood, VP, Corporate Affairs & Strategic Partnerships

1. Call to order and introductions

J. Van der Put called the Annual Meeting of Members (AMM) to order at 9:30 am (MT). Participants were welcomed and the land was acknowledged. Members, Board Directors, and staff officers were introduced.

2. Approval of agenda

The agenda was pre-circulated.

Members' motion 2026-05-1D
Moved and seconded
THAT the agenda be approved and the chair be authorized to modify the order of discussion.
Carried

3. Approval of minutes

The minutes were pre-circulated.

Members' motion 2026-05-2D
Moved and seconded
THAT the minutes of the annual meeting of members held May 24, 2025 be approved.
Carried

4. 2025 Reports

P. Rizcallah, CEO, Engineers Canada, introduced the annual reports, which had been pre-circulated with the agenda book.

4.1. Engineers Canada Annual Report

A discussion ensued regarding the annual report and about the audit process.

4.2. Annual Strategic Performance Report

General questions were asked and answered.

4.3 Audited financial statements

M. Sterling, Chair of the Finance, Audit, and Risk (FAR) Committee presented the pre-circulated audited financial statements. The discussion noted that Engineers Canada relies on annual survey projections from regulators to inform PCAF recommendations and support conservative planning for profession growth and related risks.

5. Appointment of auditors

M. Sterling introduced the appointment of auditors, which had been pre-circulated with the agenda book.

Members' motion 2026-05-3D
Moved and seconded
THAT Raymond Chabot Grant Thornton be appointed as the public accountant to audit the accounts of Engineers Canada for the 2026 fiscal year.
Carried

6. 2028 Per Capita Assessment Fee

M. Sterling presented the Per Capita Assessment Fee (PCAF) recommendation that had been circulated to the Members on December 12, 2025, by Light Go, General Counsel and Corporate Secretary.

It was noted that the recommendation was developed with financial prudence, a goal of returning to a balanced budget, and consideration of member value. Questions were raised about future risks, membership trends, and cost management, with management noting that Engineers Canada has reserves, relies significantly on affinity program revenue, and continues to pursue operational efficiencies, including reduced office space and prudent staffing decisions.

Members' motion 2026-05-4D
Moved and seconded
THAT the 2028 Per Capita Assessment Fee be set at $12 per Registrant.
Carried

7. Governance review recommendations

C. Bellini presented two governance review recommendations arising from the 2025–2029 Strategic Plan: reducing the size of the Board in principle and introducing independent directors. The discussion noted that the Governance Review Task Force has completed the problem definition and solution design phases and is now scoping implementation, with bylaw changes and consultation expected before a Special Meeting of Members on October 8th, 2026.

It was further discussed that, in addition to the two recommendations presented for approval in principle, continued attention should be given to the remaining governance review recommendations and the implementation plan, particularly the definition of the national alliance and the establishment of a regulator forum. The regulator forum was noted as an important mechanism to support ongoing feedback and consultation with regulators as implementation planning proceeds.

Members' motion 2026-05-5D
Moved and seconded
THAT the Members approve in principle a reduction in the size of the Engineers Canada Board, based on a 'one-Regulator, one-seat' model; and that corresponding bylaw amendments be brought to a Special Meeting of Members for approval.

THAT the Members approve in principle the inclusion of independent Directors on Engineers Canada's Board; and that corresponding bylaw amendments be brought to a Special Meeting of Members for approval.
Carried

8. Election of Directors

J. Van der Put presented the slate of candidates, as circulated in the agenda. No questions were received.

Members' motion 2026-05-6D
Moved and seconded
THAT the following individuals be elected to the Board for the terms indicated below:

Nominee's name	***Jurisdiction***	***Term***
Anjum Mullick (incumbent)	***Alberta***	***2026-2029***
Jay Nagendran	***Alberta***	***2026-2029***
Mark Adams	***British Columbia***	***2026-2029***
Paul Guy	***Northwest Territories and Nunavut***	***2026-2029***
Lorne Cutler	***Ontario***	***2026-2029***
Sophie Larivière-Mantha (incumbent)	***Quebec***	***2026-2029***

Nominee's name	***Jurisdiction***	***Term***
Menelika Bekolo Mekomba (incumbent)	***Quebec***	***2026-2029***
Normand Chevalier	***Quebec***	***2026-2029***

Carried

9. Next Annual Meeting of Members

It was noted that the next AMM is scheduled for May 29, 2027, in Whitehorse, YT.

10. Closing

With no further matters to come before the meeting, it was concluded at 10:26 am MT.

BRIEFING NOTE: For decision

Governance Reform Implementation: Proposed Bylaw Amendments for Member Approval	
Purpose:	To seek Regulator council direction on the proposed implementation plan and motions to be brought to a Special Meeting of Members for approval of bylaw amendments implementing Board size reduction and Independent Directors.
Link to the Strategic Plan / Purposes:	Strategic direction: Realizing a stronger foundation
Link to Corporate Risk Profile	Decreased confidence in governance functions (Board risk)
Prepared by:	S.B. Light Go, General Counsel and Corporate Secretary
Presented by:	Christian Bellini, Chair, Governance Review Task Force Philip Rizcallah, CEO, Engineers Canada

Background

- At the Annual Meeting of Members in May 2026, Members approved, in principle, two governance reform directions: reducing the size of the Engineers Canada Board based on a one-Regulator, one-seat model and including Independent Directors on the Board.
- The next step is to propose the final bylaw changes for approval. They authorized further work and directed that corresponding bylaw amendments be brought to a Special Meeting of Members for approval. They were:
    - "THAT the Members approve in principle a reduction in the size of the Engineers Canada Board, based on a 'one-Regulator, one-seat' model; and that corresponding bylaw amendments be brought to a Special Meeting of Members for approval"; and
    - "THAT the Members approve in principle the inclusion of independent Directors on Engineers Canada's Board; and that corresponding bylaw amendments be brought to a Special Meeting of Members for approval."
- The purpose of this briefing note is to support Members in considering the actual motions and implementation plan that will now be brought forward for approval.
- The proposed implementation approach is intended to advance the governance reform directions endorsed by Members in May 2026 while maintaining continuity, stability, and orderly transition planning for Regulators throughout the implementation period.

Status update

- The implementation plan translates the May 2026 in-principle approvals into bylaw amendments and related motions for Member approval at the October 2026 Special Meeting of Members.
- The proposed bylaw amendments would implement both governance reform elements together: Board size reduction through a one-Regulator, one-seat model and authority to appoint Independent Directors.
- Appendix 1 will include the proposed redline bylaw amendments so Regulator councils can review how the motions would be reflected in the bylaws.
- The implementation plan has been developed to support a phased approach to governance reform. While the proposed motions focus on Board size reduction and Independent Directors,

these recommendations form part of a broader governance review implementation roadmap. Other recommendations, including those related to Engineers Canada's role as a national alliance, the Regulator Forum, CEAB, and CEQB, will continue to be developed through additional scope, consultation, environmental scanning, and implementation planning before being brought forward for decision.

Proposed motions for approval

1. THAT the Members approve amendments to the Engineers Canada bylaws to reduce the size of the Board based on a one-Regulator, one-seat model, with the change to take effect at the May 2027 Annual Meeting of Members.
2. THAT the Members approve amendments to the Engineers Canada bylaws to provide for a minimum of one and up to three Independent Directors, with the Independent Director provisions to take effect at the May 2028 Annual Meeting of Members.
3. THAT the Members authorize any consequential, transitional, and housekeeping amendments necessary to give effect to the bylaw amendments and implementation timelines described in Appendix 1.

Board size reduction

- The proposed bylaw amendments would reduce the Board from 23 Member-nominated Directors to 12 Member-nominated Directors, consistent with the direction previously consulted on with the Regulators and based on a one-Regulator, one-seat model.
- The proposed implementation approach is attrition. Directors whose terms end at the May 2027 Annual Meeting of Members would not be renewed, allowing those terms to conclude naturally and beginning the transition to a smaller Board. As a result, the Board would initially be reduced from 23 Directors to 17 Directors, or 18 if the APEGA Director eligible for a one-year extension chooses to extend. See Appendices 2 and 3.
    - 2027: 17 Directors, or 18 if the eligible APEGA Director extends for one year. Directors terming out include two from APEGA, one from EGBC, two from PEO, and one from OIQ.
    - 2028: 15 Directors, with two PEO Directors terming out.
    - 2029: 12 Directors, with one APEGA Director and two OIQ Directors terming out. At that point, each Regulator would have one Director.
- This timing provides Regulator councils with advance notice of the proposed structure and allows for transition planning before the May 2027 Annual Meeting of Members.
- The Independent Director provisions would come into effect after the Board size reduction has begun, with the first Independent Director appointments contemplated for the May 2028 Annual Meeting of Members.
- This staged approach allows the Board to transition toward the one-Regulator, one-seat model before assessing competency needs and recruiting Independent Directors.
- The Board considered other options and determined that this approach best aligns with efficiency and the consultations undertaken with the Regulators.
- A phased implementation approach also supports governance continuity by allowing Directors to complete their elected terms, preserving institutional knowledge during the transition period, and providing Regulators with sufficient time to adapt to the future governance model. This approach minimizes disruption while allowing the reform objectives approved in principle by Members to be achieved in an orderly manner.

Independent Directors

- The proposed bylaw amendments would authorize the Board to include a minimum of one and up to three Independent Directors. This range preserves flexibility and allows the Board to address evolving competency needs without requiring further bylaw amendments each time a vacancy or need arises.
- Independent Director recruitment would be competency-based. Independent Directors would be selected to help fill identified gaps in the Board competency profile and complement the perspectives brought by Regulator-nominated Directors.
- Independent Director selection would be separate from the Regulator nomination process, maintaining the integrity of Regulator nominations while providing an independent pathway for competency-based appointments.
- The bylaw language should remain broad and enabling. Detailed recruitment steps, assessment tools, and competency criteria would be addressed through Board-approved processes rather than embedded in the bylaws.
- Professional engineers would not be disqualified from serving as Independent Directors. The determining factor would be whether the candidate is independent from the Regulator nomination process and meets the competency needs identified by the Board.
- The HR Committee, or its designate, would lead or oversee the Independent Director recruitment and nomination process, using the Board competency profile to identify and recommend candidates.
- Independent Directors would be full Directors of Engineers Canada, with the same fiduciary duties, rights, and responsibilities as other Directors and no constraints on their participation as Directors.
- Independent Directors would serve up to two three-year terms, consistent with the term structure for Directors.

Implementation plan

- October 2026 Special Meeting of Members: bring forward the motions and redline bylaw amendments for Member approval.
- May 2027 Annual Meeting of Members: begin Board size reduction through attrition, with Directors whose terms end at that meeting not renewed and the Board initially reduced to 17 Directors, or 18 if the eligible APEGA Director extends for one year.
- 2027–2029: continue the transition to the one-Regulator, one-seat model as additional Directors term out, reaching 12 Directors by 2029.
- 2027–2028: use the Board competency profile to identify gaps and prepare the Independent Director recruitment process, led by the HR Committee or its designate.
- May 2028 Annual Meeting of Members: bring the Independent Director provisions into effect and proceed with Independent Director appointments, as required, within the approved range of one to three.
- Appendices 4 and 5 situate these proposed bylaw amendments within the broader Governance Review implementation programme. Appendix 4 provides the detailed implementation plan, including recommendation-level sequencing, timing, considerations, dependencies, and related governance initiatives. Appendix 5 provides the visual roadmap, showing the indicative phases and workstreams through 2030 and beyond. Together, they distinguish the immediate decisions before Members from the broader implementation work that will continue through future analysis, consultation, and decision-making.

Plans for Other Governance Review Recommendations

- The proposed bylaw amendments focus on the governance reform recommendations that are ready to move forward for Member approval: Board size reduction and Independent Directors.
- The remaining Governance Review recommendations, including those related to Engineers Canada as a national alliance, the Regulator Forum, CEAB, and CEQB, have not been set aside. Further work will be developed to address these recommendations in a coordinated way.
- Additional analysis and consultation with Regulators will be required before any specific changes are brought forward. This work may include further consideration of the national alliance concept, the future role and operation of the Regulator Forum, CEAB oversight and sustainability, and CEQB priorities and national value.
- The intent of identifying these items in this briefing note is to confirm that the remaining recommendations remain part of the Governance Review workplan, while recognizing that more work and consultation are needed before they can proceed.

Next Steps

- Regulator councils are asked to review the proposed motions, implementation plan, and redline bylaw amendments in Appendix 1 and provide direction to support the October 2026 Special Meeting of Members.
- Governance reform implementation planning will continue, including finalization of the bylaw amendments and supporting materials for Member consideration.
- Further work and consultation will be developed for the remaining Governance Review recommendations, including Engineers Canada as a national alliance, the Regulator Forum, CEAB, and CEQB.
- Updates on that work will be brought forward as the analysis and consultation process progresses.

Appendix

- Appendix 1: Proposed redline bylaw amendments to implement Board size reduction and Independent Directors
- Appendix 2: Current Engineers Canada Board terms
- Appendix 3: Engineers Canada Board term status by year, 2027-2029
- Appendix 4: Governance Review Implementation
- Appendix 5: Governance Review Implementation Roadmap

ENGINEERS CANADA BYLAW

A Bylaw relating generally to the business and affairs of ENGINEERS CANADA

BE IT ENACTED as a Bylaw of Engineers Canada as follows:

1 INTERPRETATION

1.1 Definitions

All terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations.

"**Act**" means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23, including Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

"**Advisor**" means a person appointed by Board policy to make recommendations and/or provide key information to the Board.

"**Board**" means the Board of Engineers Canada comprised of Directors and Advisors.

"**Board members**" means the Directors and Advisors elected or appointed in accordance with this Bylaw.

"**Chief Executive Officers Group**" means the group comprised of the chief staff officer of each of the Members.

"**Independent Director**" means a Director who is not nominated by a Member and who is elected having regard to the skills, experience, perspectives, diversity, and competencies required by the Board.

Commented [LG1]: Clarifies the new category of Director and distinguishes Independent Directors from Directors nominated by Members.

"**Major Capital Project**" means a capital project with a value of more than 10% of the annual operating budget.

"**Member**" means a Member as further defined in Article 2.

"**Per Capita Assessment**" means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in Article 7.

"**Registrant**" means an individual registered with a Member at December 31, with the exception of applicants, students, and those registered solely as a geoscientist or geoscientist in training.

"**Secretary**" is an office held by the Chief Executive Officer of Engineers Canada or such other person appointed by the Board.

"**Special National Initiative**" means any project or program which would require a special assessment of Members or an increase in Per Capita Assessment and any major capital project.

"**Standards**" means accreditation criteria.

"**Strategic Plan**" means the plan to achieve Engineers Canada's envisioned future.

"**2/3-60% Majority**" means a resolution passed by a minimum of two-thirds of the Members voting, who represent a minimum of sixty percent of represented Registrants.

1.2 Interpretation

In the interpretation of this Bylaw, words in the singular include the plural and *vice-versa*, words in one gender include both genders.

1.3 **Language**

Equal recognition shall be given to Canada's two official languages in the operation of Engineers Canada. In the event of any inconsistency between the English language text of a Bylaw or other document and the French language text of such Bylaw or other document, the English language text shall govern.

2 MEMBERSHIP

2.1 **Membership**

Each of the following shall be a Member until such time as its status as a Member is withdrawn or terminated as provided herein, namely:

(a) The Association of Professional Engineers and Geoscientists of Alberta (APEGA);
(b) The Association of Professional Engineers and Geoscientists of New Brunswick (APEGNB);
(c) Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS);
(d) The Association of Professional Engineers and Geoscientists of the Province of Manitoba (Engineers Geoscientists Manitoba);
(e) The Association of Professional Engineers of the Province of Nova Scotia (Engineers Nova Scotia);
(f) The Association of Professional Engineers of Ontario (PEO)
(g) Association of Professional Engineers of Yukon (Engineers Yukon);
(h) The Northwest Territories and Nunavut Association of Professional Engineers and Geoscientists (NAPEG);
(i) Ordre des ingénieurs du Québec (OIQ);
(j) The Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL);
(k) The Association of Professional Engineers and Geoscientists of the Province of British Columbia (Engineers and Geoscientists British Columbia);
(l) The Association of Professional Engineers of the Province of Prince Edward Island (Engineers PEI); and
(m) Other provincial or territorial entities established for the purpose of regulating the practice of engineering in any province or territory of Canada as may be approved by a 2/3-60% majority resolution of the Members.

Commented [LG2]: The member names have been updated to reflect the names prescribed in the applicable provincial and territorial legislation.

2.2 **Resignation of Membership**

A Member may resign from membership by notice in writing to the Secretary not less than twelve (12) months prior to the next following Annual Meeting of Members.

2.3 **Termination of Membership**

(1) Membership may be terminated if, at a special meeting of the Members called for such purpose, a resolution is passed terminating such membership, provided that the Member shall be granted the opportunity to be heard at such meeting.
(2) Notwithstanding a resignation or termination of membership, a Member shall remain liable for payment of outstanding and due Per Capita Assessment up to and including the effective date of the resignation or termination.

3 MEETINGS OF THE MEMBERS

3.1 **Notice of Meeting of Members**

(1) Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting and to each Director and the public accountant, if applicable, by telephonic, electronic, or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery.

(2) A special resolution of the Members is required to make any amendment to this Bylaw to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

3.2 **General and Special Meetings**

Other meetings of the Members, whether special or general, may be convened at any time and place by order of the President or the President Elect or by the Board or on request by any Member.

3.3 **Error or Omission in Notice**

The non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

3.4 **Votes to Govern at Members' Meetings**

Each Member present at a meeting shall have the right to exercise one vote. This vote shall be exercised by the current Chair/President of a Member.

(1) A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy.

(2) All questions arising at a meeting of the Members shall require a resolution passed by at least a 2/3-60% Majority.

(3) The Chair of any meeting of Members shall not have the right to vote thereat and, in case of an equality of votes the Chair of the meeting shall have no casting vote and such motion before the Members shall be deemed to be defeated.

3.5 **Quorum**

(1) A quorum at any meeting of the Members shall be at least two-thirds of the total number of Members, representing at least sixty percent of the total number of Registrants.

(2) If a quorum is present at the opening of any meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.6 **Electronic Voting**

Meetings of Members may be held entirely by means of a telephonic, electronic or other communication facility.

3.7 **Chair**

Meetings of the Members shall be chaired by the President of Engineers Canada or a person chosen by the Members.

4 DIRECTORS AND ADVISORS

4.1 **Nomination of Directors**

(1) Each Member shall deliver ~~a list of nominees, who are engineers in good standing,~~ to the Secretary for consideration at the Annual Meeting of Members, a list of nominees who are engineers in good standing and should make reasonable efforts, where practicable, to put forward more than one nominee. Where a Member submits more than one nominee, the Engineers Canada Human Resources Committee or its delegate shall determine which nominee of such Member is recommended to the Members for election, having regard to

Commented [LG3]: This wording encourages Members to identify more than one qualified nominee where possible, while recognizing that some Members may face practical limitations in doing so. The use of "reasonable efforts" and "where practicable" creates an expectation of good-faith effort without making multiple nominations mandatory.

the skills, experience, perspectives, diversity, and competencies required by the Board from time to time, as set out in the Board's competency profile.

~~(1)~~(2) Candidates for Independent Directors shall be recommended to the Members by the Engineers Canada Human Resources Committee or its delegate, having regard to the Board's competency profile. Notwithstanding the above section 4.1 (1), Independent Directors are not required to be engineers in good standing.

~~(2)~~(3) Only individuals nominated in accordance with this nominations policy are eligible to be a Director.

Commented [LG4]: Adds a process for identifying Independent Director candidates by providing that they are recommended to the Members by the Engineers Canada Human Resources Committee or its delegate.

4.2 Composition and Election of Directors

(a) The number of Directors shall not exceed fifteen~~twenty three~~ (~~23~~15).

(b) The Board shall consist of:

- (i) Twelve (12) Directors, with one (1) Director being elected from the list of nominees put forward by each Member; and
- (ii) Not fewer than one (1) and not more than three (3) Independent Directors elected by the Members.

~~(b) Directors shall be elected on the basis of nominations received as follows:~~

~~(c) Four (4) from the Association of Professional Engineers and Geoscientists of Alberta (APEGA);~~

~~(d) One (1) from the Association of Professional Engineers and Geoscientists of New Brunswick (APEGNB);~~

~~(e) One (1) from the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS);~~

~~(f) One (1) from the Association of Professional Engineers and Geoscientists of the Province of Manitoba (Engineers Geoscientists Manitoba);~~

~~(g) One (1) from the Association of Professional Engineers of Nova Scotia (Engineers Nova Scotia);~~

~~(h) Five (5) from the Association of Professional Engineers of Ontario (PEO);~~

~~(i) One (1) from the Association of Professional Engineers of Yukon (Engineers Yukon);~~

~~(j) One (1) from the Northwest Territories Association of Professional Engineers and Geoscientists (NAPEG);~~

~~(k) Four (4) from l'Ordre des ingénieurs du Québec (OIQ);~~

~~(l) One (1) from the Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL);~~

~~(m) Two (2) from the Association of Professional Engineers and Geoscientists of British Columbia (Engineers and Geoscientists British Columbia);~~

~~(n) One (1) from the Association of Professional Engineers of the Province of Prince Edward Island (Engineers PEI).~~

4.3 Advisors

(1) The Board may establish policy to appoint persons as Advisors.

(2) Advisors shall, upon invitation by the Board, be entitled to attend and participate in discussions at meetings of the Board, in whole or in part (as determined by the Board), but shall not have the right to vote thereat.

(3) Advisors may perform such other duties as shall from time to time be requested by the Board.

4.4 Remuneration and Expenses

(1) Board members shall serve without remuneration.

(2) Board members shall not receive any financial gain by virtue of serving as a Board member.

(3) Board members may be reimbursed for reasonable expenses incurred in the performance of duties.

4.5 **Filling Vacancies**

A vacancy occurring in the Board shall be filled by the Members from a list of nominees from the Member that nominated the Director who has left the Board and the Director appointed to fill the vacancy shall hold office for the remainder of the term of the Director who left the Board.

4.6 **Term Limits**

(1) Directors shall be elected to the Board for a term of three (3) years.
(2) No Director may be elected to the Board for more than two (2) terms, or a lifetime maximum of six (6) years.
(3) The foregoing term limits shall not apply to a Director who is elected or confirmed, as applicable, to hold office as President-Elect, President, or Past President prior to the expiration of their second term, in which case they may continue on the Board until they have finished serving as Past President.
(4) The Members shall have the authority to extend a Director's term beyond those described above, in extenuating circumstances, in order to ensure effective governance.

5 MEETINGS OF THE BOARD

5.1 **Number of meetings**

The Board shall hold at least one meeting per fiscal year and as many additional meetings as are deemed necessary, for the purpose of transacting the business of Engineers Canada.

5.2 **Notice**

The President, the President-Elect, or any five (5) Directors may at any time convene a meeting of the Board.

5.3 **Open meetings**

(1) Except as provided for in this section, all meetings shall be open to the Members, Advisors, and invited observers.
(2) A meeting or part of a meeting may be closed to the Members, Advisors, or invited observers by the Chair of the meeting at his or her discretion if the subject matter being considered concerns:
    (a) the security of Engineers Canada;
    (b) personal matters about an identifiable individual;
    (c) the proposed or pending acquisition of assets by Engineers Canada;
    (d) litigation or potential litigation;
    (e) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and
    (f) any other matter which the Board determines.

5.4 **Quorum**

(1) At any meeting of the Board, a majority of the total number of Directors shall constitute a quorum. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though Directors leaving reduce the number to less than a quorum.
(2) Directors who have declared a conflict of interest on a particular question shall be counted in determining a quorum. Notwithstanding any vacancy among the Directors, a quorum of

the Board may exercise all the powers of the Board.

5.5 **Voting**

(1) Each Director shall have one vote at meetings of the Board.

(2) Any question arising at a meeting of the Board shall be decided in accordance with *Robert's Rules of Order*, unless otherwise provided in this Bylaw.

5.6 **Absentee Directors**

If a Director is absent from a meeting of the Board, the Member that nominated that Director may send an observer. Such observer may participate in discussions.

5.7 **Approvals Requiring Two-thirds 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; and

(e) Board decisions in respect of any litigious or potentially litigious matters that may endanger the organization's public image, credibility, or its ability to fulfill the purposes.

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 Bylaw:

(a) Approval of the Strategic Plan;

(b) The amount of the 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 Bylaw.

5.9 **Minutes of Meetings**

The minutes of all meetings of the Board shall be sent to all Board members and to all Members.

6 OFFICERS

6.1 The officers shall be the President, the President-Elect, the Past President, the Chief Executive Officer, the Secretary and such other officers as the Board may from time to time by resolution determine.

6.2 Any officer may be removed at any time by a two-thirds majority resolution of the Board.

7 PER CAPITA ASSESSMENT

7.1 Prior to January 31st of each year, each Member shall report the number of Registrants in its association.

7.2 No later than January 1st of each year, the Board shall recommend to the Members the amount of the Per Capita Assessment that will be in effect on the second following January 1st. The Members will consider the recommendation and finalize the amount of the Per Capita

Assessment no later than July 1st of each year with the decision by the Members to take effect on the second following January 1st (18 months notice).

7.3 Each Member shall pay to Engineers Canada the Member-approved Per Capita Assessment per Registrant within two months of receipt of invoice for same or pursuant to payment schedule reflective of the Member's registrant payment schedule.

7.4 In the event that the Members are unable to finalize the amount of the Per Capita Assessment by July 1st, the Per Capita Assessment last determined by the Members shall remain in effect.

8 AUDITOR

8.1 The Members shall appoint a chartered professional accountant (CPA) licensed to practise public accounting in Ontario as auditor of Engineers Canada annually.

8.2 The auditor shall audit the accounts of Engineers Canada after the close of the fiscal year and make a report thereon, and on the financial statements of Engineers Canada, to the Members at the Annual Meeting of Members.

9 FISCAL YEAR

9.1 The financial year of Engineers Canada shall be the calendar year.

10 RULES OF ORDER

10.1 In all cases for which no specific provision is prescribed by law or made in the Bylaw, the rules and practice of the latest edition of *Robert's Rules of Order* shall govern as far as applicable, provided that no action shall be invalid by reason only of a failure to adhere to such rules.

11 AMENDMENT OF BYLAW

11.1 A proposal for the amendment or repeal of the Bylaw may be put forward by a Member.

ENGINEERS CANADA BOARD – TERM STATUS 2027

Highlighted names indicate Directors with terms ending in 2027, following the annual meeting of Members.

Regulator	**Name**	**Term End/Lifetime Max**	**Term**
APEGA	Lisa Doig	Lifetime Max	2017-2020 2024-2027
	Anjum Mullick		2024-2026 2026-2029
	Jay Nagendran		2026-2029
	John Van der Put	2027- Term end	2022-2025 2024-2025 (President-Elect) 2025-2026 (President) 2026-2027 (Past President)
Engineers & Geoscientists BC	Ann English	Lifetime Max	2021-2024 2024-2027
	Mark Adams		2026-2029
Engineers Geoscientists MB	Jitendra Paliwal	2027- Term end	2024-2027
APEGNB	Marlo Rose		2022-2025 2025-2028 2026-2027 (President-Elect) 2027-2028 (President) 2028-2029 (Past President)
PEGNL	Darlene Spracklin-Reid		2021-2024 2024-2025 2025-2026 *(President-Elect)* 2026-2027 *(President)* 2027-2028 *(Past President)*
NAPEG	Paul Guy		2026-2029
Engineers Nova Scotia	Denise Pothier		2025-2028
PEO	Arjan Arenja	Lifetime Max	2021-2024 2024-2027
	Lorne Cutler		2026-2029
	Nick Colucci		2025-2028
	Christopher Chahine		2025-2028
	Marisa Sterling	Lifetime Max	2021-2024 2024-2027
Engineers PEI	Elliott Coles	2027- Term end	2024-2027
OIQ	M. Jean-Luc Martel	2027- Term end	2024-2027
	Sophie Larivière-Mantha		2023-2026 2026-2029
	Menelika Bekolo Mekomba		2023-2026 2026-2029
	Normand Chevalier		2026-2029
APEGS	Andrew Lockwood	2027- Term end	2024-2027
Engineers Yukon	Christopher Dixon	2027- Term end	2024-2027

Note: Director terms on the Engineers Canada Board start the day after the Annual Meeting of Members.

Appendix 3
ENGINEERS CANADA BOARD – TERM STATUS 2027-2029

Reduction of Board Size Through Attrition: Composition of Member-Nominated Directors, 2027–2029

Regulator	2027	2028	2029
APEGA	N/A	N/A	N/A
	Anjum Mullick	Anjum Mullick	N/A
	Jay Nagendran	Jay Nagendran	Jay Nagendran (extension), or New Director
	(John Van der Put)	N/A	N/A
Engineers & Geoscientists BC	N/A	N/A	N/A
	Mark Adams	Mark Adams	Mark Adams (extension), or New Director
Engineers Geoscientists MB	Jitendra Paliwal (extension), or New Director	Jitendra Paliwal (extension), or New Director	Jitendra Paliwal (extension), or New Director
APEGNB	Marlo Rose	Marlo Rose	Marlo Rose
PEGNL	Darlene Spracklin-Reid	Darlene Spracklin-Reid	New Director
NAPEG	Paul Guy	Paul Guy	Paul Guy
Engineers Nova Scotia	Denise Pothier	Denise Pothier (extension), or New Director	Denise Pothier (extension), or New Director
PEO	Lorne Cutler	Lorne Cutler	Lorne Cutler
	Nick Colucci	N/A	N/A
	Christopher Chahine	N/A	N/A
	N/A	N/A	N/A
	N/A	N/A	N/A
Engineers PEI	Elliott Coles (extension), or New Director	Elliott Cole (extension), or New Director	Elliott Cole (extension), or New Director
OIQ	N/A	N/A	N/A
	Sophie Larivière-Mantha	Sophie Larivière-Mantha	N/A
	Menelika Bekolo Mekomba	Menelika Bekolo Mekomba	N/A
	Normand Chevalier	Normand Chevalier	Normand Chevalier (extension), or New Director
APEGS	Andrew Lockwood (extension), or New Director	Andrew Lockwood (extension), or New Director	Andrew Lockwood (extension), or New Director
Engineers Yukon	Christopher Dixon (extension), or New Director	Christopher Dixon (extension), or New Director	Christopher Dixon (extension), or New Director
Number of Member-nominated Directors	17 or 18	15	12

Note: Director terms on the Engineers Canada Board start the day after the Annual Meeting of Members.

Governance Review Implementation Programme – Plan

Captured below are the recommendations supporting major areas of change for Engineers Canada's governance system proposed in the *Governance Review and Consultation Final Report* ("Final Report"), dated April 1, 2026. The table's years and timeframes have been refined and will continue to evolve as planning advances and decisions are made.

The Considerations column provides current planning context for each recommendation, including implementation notes, decision points, sequencing assumptions, resource implications, and alignment with existing governance processes. The term "National alliance" has been shown in red font to highlight its influence across recommendations.

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
Strategic Alignment and Oversight						
Obtain Member approval to re-affirm or formally adopt National Alliance as Engineers Canada's primary purpose, and promote it as the driving force behind all future governance changes. ***Member approval required if codified in bylaws or articles**	01a	Re-affirm or formally adopt National Alliance (as defined) as Engineers Canada's primary purpose, which will verify all parties have a common understanding.	0	October 2026	December 2026	• A recommended definition of National Alliance is being brought forward to the Board and Members as part of the October 2026 decision path. • The definition is intended to establish a shared understanding of Engineers Canada's primary purpose and provide the foundation for related governance, strategy, and implementation decisions. • If the definition is to be embedded in the Bylaws or Articles, legal advice should confirm whether Member approval is required and whether the change constitutes a fundamental change under the CNCA.
	01b	Task Engineers Canada management to further develop a national strategic framework, identify and prioritize common Member needs, to be actioned or coordinated by Engineers Canada, and align common	0–1	October 2026	April 2027	

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Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
		provincial/territorial regulatory priorities under a unified national vision.				
	01c	Refresh the strategic plan to better focus, align and rationalize Engineers Canada's programs and services as a national alliance.	1	January 2027	April 2027	
	01d	Develop alternative methods for addressing smaller or one-off Member needs (e.g. cost-sharing, other funding mechanism).	1	April 2027	July 2027	
	01e	Implement dashboards to facilitate performance measurement: Track progress on Engineers Canada's strategic goals as a national alliance, regulatory harmonization, for board monitoring.	0–1	October 2026	October 2027	• Connects with recommendations to elevate management's reporting.
Board Charter or Mandate						
Adopt a board mandate or governance charter that defines the board's strategic role in governing a National Alliance	02a	Formally adopt the recommended governance principles.	0	October 2026	December 2026	The Board to continue to consider key governance principles to guide Engineers Canada's governance renewal, including the need for a clear vision and strategy, transparency and accountability to Members, effective and efficient stewardship of resources, appropriate board oversight that focuses on the "what" and "why" while leaving implementation to management, and director independence, including clarity for directors serving in dual roles.

Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
	02b	Develop a decision rights matrix in consultation with Members, prioritizing issues with national impact, to define the roles, responsibilities and decision-making authorities of the Board, the regulators, and Engineers Canada management.	1	January 2027	April 2027	• Our current consultation processes would make it difficult to prepare this matrix in the proposed timeframe.
	02c	Re-define board-level responsibilities to include: Strategic planning and national policy alignment, Oversight of risk, compliance, and performance, Member engagement and accountability, Engagement in national conversations and dialogues, Other matters as appropriate or desired	1	January 2027	April 2027	• Refer to the Governance Committee, pending agreement to adopt the National Alliance purpose statement.
	02d	Review and refine all board policies, including director onboarding and orientation materials to focus the Board's oversight on the outcomes of the National Alliance, and evolving director role.	1	April 2027	October 2027	• A consultant may be required to review all Board policies captured in the 129-page Policy manual. • Consider in tandem which policies should be part of a revised manual, i.e. Board charter, and which should be hived off and exist as an organizational policy overseen by the Board. • The Governance Committee would oversee this work as part of its 2026-2027 work plan.
Strategy and Risk Focus of the Board						

Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
Improve the board's focus on strategy, risk, and value to Members, through effective agenda-setting.	03a	Establish what topics need to be considered by the board annually, quarterly and at each meeting to effectively oversee Engineers Canada's effectiveness as a national alliance, and refine the annual workplan for board and committees: - Implement a proportional focus on Member value, strategic and risk-related topics at each board meeting (e.g. % of meeting time), in order to enable greater focus on governance-level issues. - Order agenda items so strategic topics are addressed at the start of the meeting, to ensure director focus and energy for the most important subjects. - Reduce the number of, and time allocated to, routine committee and other 'report-outs' during board meetings if there is minimal strategic value to the discussion.	1	January 2027	April 2027	• Revise existing Board calendar. • Board agenda's may be revised as early as October 2026 with iterative improvements advised by the 3Ps.
	03b	Ensure the board's meaningful engagement in establishing annual priorities, and providing risk oversight, for example, by using time at the board's annual retreat, to align priorities.	0–1	December 2026	February 2027	• May be Board led. • Priorities would be informed by the national alliance purpose that inform the strategic plan. Start after refresh of strategic plan (recommendation #01c).
	03c	Measure the effectiveness of the board's meeting time on an annual basis, against the goals of the national alliance.	1	July 2027	October 2027	
Focused Engagement of Key Interest Holders						

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Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
Create and lead dialogue-based opportunities for greater collective conversations with a broad range of key interest holders and experts.	04a	Design and host national forums and conferences as a key program of the National Alliance, in order to engage key interest holders in discussion on national issues, common concerns, and external changes impacting the Canadian regulatory and professional landscape (such as labour mobility, economics and trade, international matters).	1	January 2027	July 2027	
	04b	Develop campaigns to promote broad participation from Member organizations (presidents, staff), academics, and other constituents.	1	July 2027	October 2027	
	04c	Obtain Member input on what is most valued.	0–1	October 2026	January 2027	
Coordination of Member Feedback and Input						
Member feedback	05a	Establish and Host a National Regulator/Member Forum to obtain explicit Member direction on matters of national importance	0–3	October 2026	October 2029	
	05b	Withdraw the current consultation policy and associated processes.	1	April 2027	July 2027	
	05c	Replace with a simplified, targeted consultation strategy and engagement processes that obtain input from the right people, on the right topics, at the right times.	1	January 2027	March 2027	
Competency-Based Board						
Adopt a competency-based board of directors	06a	Adopt the notion of a competency-based board in principle.	0	October 2026	December 2026	• Members approved in principle both the One Regulator, One Seat Board model and the

Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
						inclusion of Independent Directors at the May 2026 Annual Meeting of Members. • Proposed bylaw amendments implementing these Governance Review Implementation changes are being brought forward for Member approval at the October 2026 Special Meeting of Members. • The Board competency profile will continue to inform future Independent Director recruitment and Board composition planning.
	06b	Identify new skills and competencies that further support Engineers Canada's strategic goals as a national alliance *(e.g. corporate governance, legal, ethics, international experience, trade/economics, public policy, professional regulation).*	1	January 2027	April 2027	
	06c	Assess the board's current skills profile, in alignment with its needs to oversee a National Alliance, and identify any gaps that may arise as current directors complete their terms.	1	January 2027	April 2027	
	06d	Enhance the existing competency profile, process and nominations communications materials.	1	April 2027	July 2027	
	06e	Engage Members in periodic information sessions or webinars about the needs of the Engineers Canada board, upcoming skills gaps, and desirable competencies.	1–3	January 2027	December 2029	

Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
Introduce independent directors	07a	For clarity and transparency, our preferred approach would be that Engineers Canada by-laws are amended to allow for 2–3 independent directors (voting), including non-engineers if a regulator chooses. - We believe that there is sufficient appetite to introduce this item as a by-law change. However, if the board prefers, an alternative route could be to recruit and engage external participants as "Advisors" which are permitted under the current by-laws. - If this route is preferred, we recommend that they are invited to remain and be full participants with the board during in camera sessions. That is, that they act and are treated as full directors whether or not they have a vote.	0	October 2026	December 2026	• Members approved the inclusion of Independent Directors in principle at the May 2026 Annual Meeting of Members. • Proposed bylaw amendments authorizing a minimum of one and up to three Independent Directors are being brought forward for Member approval at the October 2026 Special Meeting of Members. • Independent Director provisions would take effect at the May 2028 Annual Meeting of Members. • Recruitment will be competency-based and overseen by the HR Committee or its designate.
	07b	Create a board policy to document the role of an independent director, including specifying voting, in camera and committee privileges.	0–1	October 2026	January 2027	• Members approved the inclusion of Independent Directors in principle at the May 2026 Annual Meeting of Members. • Proposed bylaw amendments authorizing a minimum of one and up to three Independent Directors are being brought forward for Member approval at the October 2026 Special Meeting of Members. • Following approval of the bylaw amendments, the Governance Committee should develop a Board policy defining the role of Independent Directors, including voting rights, committee

Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
						participation, and in camera session participation. • The policy should be developed in advance of the Independent Director provisions taking effect at the May 2028 Annual Meeting of Members. • Recruitment and nomination processes should align with the Board competency profile and be overseen by the HR Committee or its designate.
	07c	Recruit and select new independent directors through a transparent recruitment / nomination process led by Engineers Canada (such as a Call for Nominations).	1	April 2027	July 2027	• Delay to year two.
Director Eligibility and Recruitment						
Increase pool of potential candidates to support 'whole-board' needs	08a	Through effective communications and engagement, encourage Members to nominate at least 2 candidates for each available director seat and/or explore alternatives (e.g. Engineers Canada could launch a national campaign encouraging Registrants to contact their provincial/territorial council for more information about serving on the Engineers Canada board).	1–3	January 2027	December 2029	• Board to establish process through policy. Before doing so, consider opportunities to sync recruitment with that of Independent Directors.
	08b	Establish an Engineers Canada Nominations Committee to vet Member nominees through an independent process in which Engineers	0–1	December 2026	March 2027	• Consider whether this work may be done by the HR Committee or if a separate committee is required.

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Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
		Canada's whole-board competency and diversity needs are taken into consideration.				
	08c	Following a transparent recruiting process, provide a list of preferred nominees to Members for explicit approval, including the selected independent directors.	1	April 2027	October 2027	
Adopt "One Regulator, One Seat"+ to Reduce Board Size and Gain Effectiveness as a National Alliance	09a	Agreeing in principle that the Engineers Canada board will be reduced in size, in accordance with a 'One Regulator, One Seat' (OROS) composition. If necessary, negotiating an interim stage in which Members may retain certain additional board seats for a defined period of time, in order to support the amendment of the by-laws to reflect this future-state approach.	0	October 2026	December 2026	• Members approved the One Regulator, One Seat model in principle at the May 2026 Annual Meeting of Members. • Proposed bylaw amendments implementing Board size reduction are being brought forward for Member approval at the October 2026 Special Meeting of Members. • The proposed implementation approach is attrition, with Board size reduction commencing at the May 2027 Annual Meeting of Members and reaching one Director per Regulator by 2029.
	09b	Tasking Engineers Canada to return to the Members with an implementation plan for its board composition including: - 12 regulatory seats, composed of one director from each Member's list of nominees, selected by Engineers Canada and recommended for nomination by each Member, to meet whole-board needs (one vote each).	0	May 2026	December 2026	• Proposed implementation approach is attrition over a three-year period. • Board size reduction would begin at the May 2027 Annual Meeting of Members and reach one Director per Regulator by 2029. • Proposed bylaw amendments and implementation timelines are being presented

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Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
		- A phased-in approach, in which additional Member seats would be retired upon director term completion.				for Member approval at the October 2026 Special Meeting of Members. • This phased approach supports continuity, preserves institutional knowledge, and allows Regulators time to adapt to the future governance model.
Observers						
Discourage observer attendance as a general practice	10a	Discontinue practice of issuing standing invitations to non-directors (e.g. affinity partners, key interest holder representatives not directly relevant to specific agenda items).	1–2	July 2027	January 2028	• Ensure that affected interest holders and event planners are informed of the timing of this switch in practice.
	10b	Invite guests / presenters for their specific agenda item only.	1–2	July 2027	January 2028	
	10c	Consider alternative methods of Member communication about matters of interest.	1–3	April 2027	October 2029	
	10d	Create opportunities for education, information sharing, and planning with interest holders that do not add complexity and cost to regular board meetings (such as conferences).	1–3	April 2027	October 2029	
	10e	Establish an in camera policy to make more appropriate use of in-camera sessions, including clearly defining which matters are appropriate to discuss during in camera sessions,	0–1	October 2026	January 2027	

Priority for Board discussion	
Refer to 2026-2027 Governance Committee workplan	

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
	10f	Promote board discipline to avoid allowing in camera sessions to drifti nto other matters, or spending too much time in camera than is currently common.	1–2	January 2027	April 2028	
Continuity & Succession						
Increase Board president term length to 2 years.	11a	Confirm policy support to phase-in this change in alignment with future election of President (or, consideration can also be given to extending current President's term if continuity through the Governance Review Implementation period is beneficial).	0–1	October 2026	January 2027	• Refer to Governance Committee's 2026-2027 workplan. • Numerous policy revisions would be required to enable this and the subsequent two recommendations.
	11b	Consider change in title from President to Board Chair.	0–1	October 2026	January 2027	• Necessitates changes to several policies.
	11c	Consider this change without cascading impact on other Board Officer roles (PP/PE) which should not automatically have extended terms.	1	January 2027	April 2027	• The Governance Committee would need to explore multiple options for Board chair recruitment and the term lengths for the PP and PE.
Increase standing committee director term lengths from 1 year to at least 2 years	12a	Phase in this change in alignment with future committee appointments.	1	April 2027	October 2027	• This approach is being undertaken informally with the renewals of 1-year terms to provide continuity on committees. • If formalized through policy, the HR Committee could recommend two-year appointments for 2027-2028.
	12b	Make any policy changes necessary to support this change.	1	April 2027	October 2027	• Refer to Governance Committee's 2026-2027 work plan • Consult with the HR Committee to inform the Governance Committee's recommendations to the Board.
Committee Structure						

Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme – Plan

Major change	#	Recommendation	Planned Year(s)	Planned Start	Planned Finish	Considerations
Defer decisions on CEAB and CEQB reporting structures until a later phase.	13a	See fulsome text in the final report	3–4	January 2029	December 2030	• Consider whether expertise from a consultant who has worked with bicameral models may be engaged to support the Governance Committee in its policy review.
Reverse the decision to grant voting rights to directors appointed to CEAB and CEQB.	13b	Revise the board policy related to Engineers Canada director assignments to CEAB and CEQB, to remove voting rights.	1	April 2027	July 2027	• Consider whether expertise from a consultant who has worked with bicameral models may be engaged to support the Governance Committee in its policy review.
	13c	See fulsome text in the final report	1–2	January 2027	April 2028	
Effective Meetings						
Elevate management and committee reporting to the Board	14a	Develop standardized reporting formats to: - Make it easier for management to prepare effective reports, and better engage Directors. - Focus on strategic issues with longer term impact, including risk items. - Ensure CEO report is focused and sets the stage for board discussions. - Reduce pro forma standing committee reporting through better use of a consent agenda. -Support better governance-level discussion and decision-making.	1–2	January 2027	April 2028	• Begin making iterative changes in for October 2026 Board materials.
	14b	Separate committee activity reporting from impact or decision-making reporting (one is for consent agenda, the other for board discussion)	1-2	January 2027	April 2028	• As started in fall 2026, with the exception of the year-end report.

Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Appendix 4 - A – Supplementary Recommendations, Programme Assumptions and Related Governance Initiatives

This supplementary section captures items that appear in the Governance Review Report but are not represented as standalone rows in the Governance Review Implementation Roadmap above OR were formally handed off to the Governance Review Project from Realizing Accreditation and Academic Assessments. These items are included for traceability and transparency purposes.

Ref.	Source	Description	Relationship to Roadmap	Recommended Treatment
0a	Governance Review Report (pgs. 38-39)	Early approval-in-principle for Board composition and Board size decisions, including whether Engineers Canada should bring decisions related to Board size and composition forward for Member approval in principle.	Enabling programme recommendation that supports early decision-making for recommendations such as 07a and 09b. It is not structured as a standalone roadmap recommendation in Appendix 4.	Track as a programme-enabling item in related programme management materials.
0b	Governance Review Report (pgs. 38-39)	Programme governance, oversight, reporting, communications, change management and readiness considerations for implementing the governance reform as a cohesive programme of change.	Cross-cutting programme-management recommendation that enables delivery of the roadmap as a whole rather than one discrete recommendation.	Track through the programme management workstream, including governance, reporting, change management and communications artefacts.
9c	Governance Review Report (pgs. 24-26)	Phased implementation of the One Regulator, One Seat model aligned with the natural expiry of existing director terms.	Operational implementation component of 09b. The roadmap currently includes 09a and 09b, but does not include 9c as a separate row.	Reference as an implementation detail under 09b, rather than adding a new main roadmap row.
13d	FEA Path Forward Report; Recommendation 15	New related recommendation concerning accreditation governance: establishing two distinct bodies in accreditation — a policy body responsible for strategic direction and an operational body focused on execution of policies.	Related governance initiative from another source document. The roadmap currently includes 13a–13c, but does not include 13d.	Track separately as a related governance initiative requiring future Board consideration, not as part of the original Governance Review roadmap unless approved for inclusion.

Priority for Board discussion
Refer to 2026-2027 Governance Committee workplan

Governance Review Implementation Programme Roadmap

DRAFT FOR DISCUSSION

This roadmap presents the current implementation approach and indicative sequencing. Activities, dependencies, and timing will continue to be refined through detailed programme planning and governance decision-making.

2026 (Jul – Dec) | 2027 | 2028 | 2029 | 2030+

IMPLEMENTATION PHASES	Phase 0 – Mobilize & Plan Jul – Dec 2026	Phase 1 – Design & Approvals Jan – Dec 2027	Phase 2 – Implement & Transition 2028 – 2029	Phase 3 – Realize & Evolve 2030+
WORKSTREAMS 1 WORKSTREAM 1 Programme Management	• Programme Charter & Scope (0a) • Integrated Programme Management Plan (0a) • Programme Risk Assessment (0a) • Initial Decision Package (0a) • Programme Governance Framework (0b) • Change Management Strategy (0b) • Programme Communications Strategy (0b)	• Programme Delivery & Coordination (0b) • Change Management & Readiness (0b) • Reporting & Performance Monitoring (0b) • Communications & Engagement (6e, 8a, 10c, 0b)	• Implementation Management (0b) • Readiness & Adoption Support (0b) • Benefits Realization Management (0b) • Communications & Engagement (6e, 8a, 10c, 0b)	• Transition & Close-out (0b) • Lessons Learned & Continuous Improvement (0b) • Benefits Realization & Reporting (0b)
2 WORKSTREAM 2 Governance Structures & Talent	*Commencement of:* • National Alliance Purpose & Strategic Alignment (1a–1e) • Independent Director Model (7a) • One Regulator, One Seat (9b)	• Refresh Strategic Plan (1c) • National Strategic Framework (1b) • Member Direction Framework (5a) • Consultation Strategy & Engagement Framework (5b–5c) • Competency-Based Board (6a–6d) • Director Eligibility, Recruitment & Independent Directors (7b–7c, 8b)	• Independent Director Implementation (7a, 8b) • One Regulator, One Seat Transition (9a–9b, 12a–12b) • Governance Continuity (11a–11c, 13a) • Governance Evolution (11c, 13a)	• Governance Maturity & Future Review (11c, 13a) • Future State Review & Continuous Improvement (13a)
3 WORKSTREAM 3 Board Processes & Policies	— *(No deliverables in Phase 0)*	• Board Governance Framework (2a–2d, 3a–3c) • Governance Policies (7b–7c, 8c, 10a–10f) • Decision Rights Matrix (5b) • Strategic Planning & Oversight Framework (10a–10b) • Board Participation Policy (10d) • In Camera Policy (10e–10f)	• Committee Governance & Delegated Authorities (11c, 13b–13c, 14a–14b) • Management Reporting Framework (14c) • Policy Implementation & Training (10f, 14b)	• Governance Effectiveness Review (3c, 11c, 14d) • Continuous Improvement of Policies & Processes (10f, 14d)
4 WORKSTREAM 4 Key Program Areas	• Assess Current State & Opportunities (1b, 4a–4c)	• Design National Strategic Framework (1b, 4a–4c)	• Implement National Priorities & Engagement (1b, 4a–4c)	• Transition to Business as Usual & Continuous Improvement (1b, 4a–4c)