



FINAL AGENDA

209th ENGINEERS CANADA BOARD MEETING

June 14, 2021 | 10:30am – 11:00am ET

Virtual delivery | Zoom details are provided via outlook calendar invitation

Please refer to the [Board Policy Manual](#) and [Bylaw](#)

1.	Opening	
	1.1 Call to order and approval of agenda – D. Chui <i>THAT the agenda be approved and the President be authorized to modify the order of discussion.</i>	
	1.2 Declaration of conflict of interest (pages 2 to 3)	
2.	Board business/required decisions	
	2.1 Board committees and other Director appointments – J. Boudreau (pages 4 to 9) <i>THAT the following individuals be appointed to committees and roles, for terms as outlined, on recommendation of the HR Committee:</i>	
	a) <i>Director appointee – CEAB</i>	
	<ul style="list-style-type: none"> • Darlene Spracklin-Reid, 2021-2023 term 	
	b) <i>Director appointees – CEQB</i>	
	<ul style="list-style-type: none"> • Chris Zinck, 2021-2022 term 	<ul style="list-style-type: none"> • Sudhir Jha, 2021-2023 term
	c) <i>30 by 30 Champion (2021-2022)</i>	
	<ul style="list-style-type: none"> • Kelly Reid 	
	d) <i>Finance, Audit, and Risk (FAR) Committee (2021-2022)</i>	
	<ul style="list-style-type: none"> • Maxime Belletête • Victor Benz • Nancy Hill 	<ul style="list-style-type: none"> • Steve Vieweg • Chris Zinck
	e) <i>Governance Committee (2021-2022)</i>	
	<ul style="list-style-type: none"> • Arjan Arenja • Jean Boudreau 	<ul style="list-style-type: none"> • Nicolas Turgeon • Mike Wrinch
	2.2 Completion of Strategic Plan Task Force mandate – J. Boudreau (page 10) <i>THAT the Strategic Plan Task Force be stood down, with thanks.</i>	
3.	Other business	
4.	Next meetings	
	Board meetings	
	<ul style="list-style-type: none"> • October 1, 2021 (virtual) • December 13, 2021 (TBD: Ottawa, ON/virtual) • February 25, 2022 (Ottawa, ON) • April 6, 2022 (virtual) 	<ul style="list-style-type: none"> • May 27-28, 2022 (ON) • June 13-14, 2022 (location TBD) • September 30, 2022 (Ottawa, ON) • December 12, 2022 (Ottawa, ON)
	2021-2022 committee meetings	
	<ul style="list-style-type: none"> • Governance Committee: June 14, 2021 (virtual) • FAR Committee: June 14, 2021 (virtual) • HR Committee: October 5, 2021 (virtual) 	<ul style="list-style-type: none"> • HR Committee: December 14, 2021 (virtual) • HR Committee: March 29, 2022 (virtual)
5.	Closing (motion not required if all business has been completed)	

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:

- 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?

¹ Section 141(1) and (2) of the CNCA

² Section 141(9)(a) of the CNCA

- 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 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?
- 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 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.⁶ Further, as a best practice, they should leave the room and not participate in the salient part of the Board meeting.

3 Section 141(1) of the CNCA

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

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

Board committees and other Director appointments		2.1
Purpose:	To provide the HR Committee’s recommendation in appointing Directors to the 2021-2022 Board committees and other Director appointments	
Link to the Strategic Plan:	Board Responsibility 1: Hold itself, its Directors, and its Direct Reports accountable	
Motion(s) to consider:	<p><i>THAT the following individuals be appointed to committees and roles, for terms as outlined, on recommendation of the HR Committee:</i></p> <p>a) <i>Director appointee – CEAB</i></p> <ul style="list-style-type: none"> • <i>Darlene Spracklin-Reid, 2021-2023 term</i> <p>b) <i>Director appointees – CEQB</i></p> <ul style="list-style-type: none"> • <i>Chris Zinck, 2021-2022 term</i> • <i>Sudhir Jha, 2021-2023 term</i> <p>c) <i>30 by 30 Champion (2021-2022)</i></p> <ul style="list-style-type: none"> • <i>Kelly Reid</i> <p>d) <i>Finance, Audit, and Risk (FAR) Committee (2021-2022)</i></p> <ul style="list-style-type: none"> • <i>Maxime Belletête</i> • <i>Steve Vieweg</i> • <i>Victor Benz</i> • <i>Chris Zinck</i> • <i>Nancy Hill</i> <p>e) <i>Governance Committee (2021-2022)</i></p> <ul style="list-style-type: none"> • <i>Arjan Arenja</i> • <i>Nicolas Turgeon</i> • <i>Jean Boudreau</i> • <i>Mike Wrinch</i> 	
Vote required to pass:	Simple majority	
Transparency:	Open session	
Prepared by:	Christina Mash, Governance Administrator	
Presented by:	Jean Boudreau, Director from New Brunswick, and Chair of the HR Committee	

Problem/issue definition

- The Human Resources (HR) Committee is responsible for annually nominating new committee members and recommending committee chairs (Board policy 6.12).
- Committee and Director appointee / role terms are for one year, unless indicated otherwise, and run from the date of appointment (i.e. the June Board meeting) until the close of the next following annual meeting of Members, in May.

Proposed action/recommendation

- The 2020-2021 HR Committee met on May 29 to discuss options for committee composition. Several factors were considered, including Director self-assessment survey results, experience, term availability, committee composition requirements mandated by terms of reference, and knowledge continuity.
- J. Boudreau, Past President and Chair of the 2021-2022 HR Committee, has confirmed each Director’s willingness to serve in the roles as outlined in the motion text above.
- In addition to the roles set out above, T. Joseph will begin year-two of his two-year term as senior Director appointee to the CEAB (2020-2022), which was confirmed at the Board meeting in June 2020.

Other options considered

- None.

Risks

- None.

Financial implications

- None.

Benefits

- The proposed composition provides at minimum one (1) role for each Director who indicated a preference in serving on a Board committee or holding another Board position. Six (6) incoming Directors have indicated a preference to observe the committees during their first year on the Board.
- Each Director has been placed in a role within their top two (2) choices captured in the Director self-assessment survey.
- Committees can begin work immediately following approval of this motion.

Consultation

- Rationale supporting each placement decision is provided in Appendix 2.
- The 2020-2021 Board committees presented reports at the May Board meeting summarizing their progress with the approved work plans and providing recommendations for the 2021-2022 work plans:
 - The Governance Committee recommended that next year's committee consist of four or five members.
 - The 2020-2021 FAR Committee did not recommend a specific number of members.
- Each Director was asked to identify the committees on which they would like to serve as part of the 2021 Director self-assessment survey. Effort was made to ensure every Director was placed within their top two (2) preferences. The results are summarized below, in Appendix 1.
- When E. Spence and C. Mash made their welcome calls to the incoming Directors, they gathered information about committee preferences, resulting in some modifications made to original survey responses as noted below in the matrix (Appendix 1).

Next steps (if motion approved)

- Staff to update information on the website.
- 2021-2022 committees convene and work begins.

Appendices

- **Appendix 1:** Matrix of responses to committee volunteering question in 2021 self-assessment survey
- **Appendix 2:** Summary of placement rationale

Appendix 1: Matrix of responses to committee volunteering question in 2021 self-assessment survey

Director	Prov.	Term- end	Term	HR	Governance	FAR	CEAB	CEQB	30 by 30	Observer	2020-2021 committee
Alison Anderson	YK	2024	1							1	
Arjan Arenja	ON	2024	1	4	1	3	6	7	2	5	
Natasha Avila	AB	2024	1	4	2	5	7	6	3	1	
Kathy Baig	QC	2022	2	M							SPTF
Maxime Belletête	QC	2023	1	1	3	2	6	7	4	5	Gov
Victor Benz	AB	2023	1	5	1	2		4	3		Gov
Anne Baril	QC	2024	1							1	
Jean Boudreau	NB	2022	2	M	M						Ex-off, HR, SPTF*
Danny Chui	ON	2023	2	M							HR, SPTF
Geoff Connolly	PEI	2024	1	6	2	3	5	7	4	1	
Nancy Hill	ON	2023	1	1*		2		3	4		Gov*
Stormy Holmes	SK	2024	1	4	3	2	6	7	5	1	
Sudhir Jha	NT	2023	1	4*	1	3*		2			FAR
Tim Joseph	AB	2023	1	1	5	4	M (3)	2	6		CEAB-2022
Dawn Nedohin-Macek	MB	2024	2	M	2	3	5	6	4		HR
Kelly Reid	ON	2022	1	3	2	5	6	4	1	7	HR
Darlene Spracklin-Reid	NL	2024	1			3	1			2	
Marisa Sterling	ON	2024	1	6	7	5	2	4	3	1	
Jane Tink	AB	2022	1	M							FAR
Nicolas Turgeon	QC	2023	1		2	1	4	5	3		Observer
Michael Wrinch	BC	2022	1	3	2*	1*	5	4	6	7	SPTF
Chris Zinck	NS	2022	1	2	3	1	5	4	6	7	FAR

- Shaded red square indicates proposed role/placement based on HR Committee recommendation (see motion text)
- **M** = member of committee due to role/commitment
- Numbers reflect ranking provided in the 2021 Director self-assessment survey; (1 being highest interest, 7 being lowest), * indicates interest in chairing.

Appendix 2: Summary of placement rationale

The following summaries include the individual’s interest level and experience. In addition, roles mandated by TOR composition and those that will promote knowledge transfer have been noted. Primary consideration was given to ensuring Directors were placed in one of their top 2 choices.

(a) Governance Committee (Board Policy 6.8)

The Governance Committee is comprised of a minimum of three Directors, including the Past President. The 2020-2021 Governance Committee recommended four- or five-members total.

Name	Regulator	Position	Appointed By	2020-2021 Ctee	Notes
Arjan Arenja	PEO	Member	Board	None	1 st choice.
Jean Boudreau	APEGNB/P.P.	Member	Board	Ex-off, HR, SPTF*	Mandated due to Past President role. Knowledge continuity as ex-officio member (2020-2021).
Nicolas Turgeon	OIQ	Member	Board	None	2 nd choice, see note on Maxime in FAR table below.
Mike Wrinch	EGBC	Recommended Chair	Board	SPTF	2 nd choice after FAR, has agreed to chair recommendation.

(b) 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 2020-2021 FAR Committee did not recommend a specific number of members.

Name	Regulator	Position	Appointed By	2020-2021 Ctee	Notes
Maxime Belletête	OIQ	Member	Board	Governance	2 nd choice after HR. <i>Summary of other OIQ Directors:</i> 1. K. Baig, President-Elect, will serve on HR. 2. N. Turgeon’s 1 st choice, he is placed on Governance which is his 2 nd choice.
Victor Benz	APEGA	Member	Board	Governance	2 nd choice after Governance. <i>Summary of other APEGA Directors:</i> 1. N. Avila listed FAR as 5 th choice and will be observing. 2. T. Joseph is the senior Director appointee to CEAB. 3. J. Tink is a member of HR.
Nancy Hill	PEO	Recommended Chair	Board	Governance (Chair)	2 nd choice after HR, has agreed to chair recommendation. <i>Summary of other PEO Directors:</i> 1. A. Arenja’s 3 rd choice, he is placed on Governance which was his 1 st choice. 2. D. Chui, President, will serve on HR and ex-officio to each committee. 3. K. Reid’s 5 th choice, strong interest in 30 by 30. 4. M. Sterling’s 5 th choice, she will be observing this year and has a strong interest in CEAB for future.
Steve Vieweg	CPA	Member	Board	FAR	Confirmed continuance for 2021-2022. S. Vieweg is not a Board member.
Chris Zinck	NS	Member	Board	FAR	<ul style="list-style-type: none"> • 1st choice, knowledge continuity. • C. Zinck has agreed to serve as CEQB senior Director appointee and hold 2 roles.

(c) Director appointees – CEAB (Board Policy 6.9)

Two Directors are appointed for two-year staggered terms. T. Joseph was appointed in June 2020 for a two-year term (2021-2022).

Name	Regulator	Position	Appointed By	2020-2021 Ctee	Notes
Tim Joseph	APEGA	Senior Director appointee (2020-2022)	Board	CEAB	2 nd year of commitment.
Darlene Spracklin-Reid	PEGNL	Junior Director appointee (2021-2023)	Board	None	1 st choice. Strong interest in accreditation, has experience in this area

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

Two Directors are appointed for two-year staggered terms. Due to term limits and C. Sadr’s resignation, there will be no knowledge continuity in this role and two appointments are required. There were no 1st place choices received. It is suggested that the following be considered:

Name	Regulator	Position	Appointed By	2020-2021 Ctee	Notes
Chris Zinck	Engineers NS	Senior Director appointee (2021-2022)	Board	FAR	<ul style="list-style-type: none"> • 4th choice. • Experience is needed to fill one of the roles, C. Zinck was the CEQB Chair in 2004. • C. Zinck has agreed to fill 2 roles, including FAR Committee Member.
Sudhir Jha	NAPEG	Junior Director appointee (2021-2023)	Board	None	2 nd choice after Governance.

(e) 30 by 30 Champion:

J. Dunn is leaving the Board and the role will be vacant.

Name	Regulator	Appointed By	2020-2021 Ctee	Notes
Kelly Reid	PEO	Board	HR	1 st choice, strong interest in 30 by 30.

Already established, included for reference:

HR Committee (Board Policy 6.12)

- The HR Committee is comprised of the President, President-Elect, and Past President, an appointed CEO Group member to serve as “Advisor”, and a minimum of two other Directors. The outgoing HR Committee annually nominates at least two Directors and one alternate to the next year’s HR Committee. The alternate Director only serves if one of the other Directors is elected by the Board as President-Elect.
 - The position of President-Elect for 2021-2022 was filled by acclamation and is occupied by K. Baig. As a result, the appointment of an alternate Director was not necessary at the May 2021 Board meeting.
 - The HR Committee provided a recommendation for two Directors to complete the composition of the 2021-2022 HR Committee following their meeting on March 29, approved by the Board at their meeting in May. In addition to the Director self-assessment survey results, the HR Committee considers diversity, representation of various sizes of Regulators across the country, and the appropriate level of knowledge continuity within the committee when making this recommendation.
 - The CEO Group member was selected by the CEO Group and announced at the February 2021 Board meeting. Effective May 29, 2021 the CEO Group member is Janet Bradshaw, Registrar and CEO, PEGNL.

Name	Director	Regulator	Position	Appointed by
Kathy Baig, President-Elect	Yes	OIQ	Member	Board
Danny Chui, President	Yes	PEO	Member	Board
Jean Boudreau Past President	Yes	APEGNB	Chair	Board
Dawn Nedohin-Macek	Yes	EGMB	Member	Board
Jane Tink	Yes	APEGA	Member	Board
Janet Bradshaw	No	CEO-G Advisor, PEGNL	Member	CEO Group

BRIEFING NOTE: For decision

Completion of Strategic Plan Task Force mandate		2.2
Purpose:	To stand down the Strategic Plan Task Force following mandate completion	
Link to the strategic plan:	Board responsibility 1: Hold itself, its Directors, and its Direct Reports accountable Board responsibility 3: Provide ongoing and appropriate strategic direction	
Motion(s) to consider:	<i>THAT the Strategic Plan Task Force be stood down, with thanks.</i>	
Vote required to pass:	Simple majority	
Transparency:	Open session	
Prepared by:	Christina Mash, Governance Administrator	
Presented by:	Jean Boudreau, Director from New Brunswick, and Chair of the Strategic Plan Task Force	

Problem/issue definition

- As part of the Strategic Plan process, it was recommended in the Governance, Strategic Planning, and Consultation (GSPC) project that a Strategic Plan Task Force (SPTF) be struck.
- The [SPTF's terms of reference](#) and membership were approved by the Board on October 4, 2019 (motion #5784), to provide oversight to the CEO and staff during the planning process. The SPTF kept the Board up-to-date on progress made through regular reporting at meetings and facilitated the achievement of key milestones by reviewing documents and recommendations before final review by the Board as a whole.
- Following the approval of the 2022-2024 Strategic Plan by the Members at their meeting on May 29, 2021, the task force has completed the assigned mandate.

Proposed action/recommendation

- That the SPTF be stood down, with thanks.

Other options considered

- None, this action is laid out in the terms of reference of the SPTF.

Risks

- None.

Financial implications

- None.

Benefits

- N/A

Consultation

- N/A

Next steps (if motion approved)

- No further action is required.

Appendices

- None.