

AGENDA

221st ENGINEERS CANADA BOARD MEETING

June 19, 2023 | 9:30am – 10:00am ET

Hybrid delivery

In-person: Pillar and Post, Niagara-on-the-Lake, ON | Virtual: Zoom details to follow

Reference materials: [Board Policy Manual](#) | [Bylaw](#) | [Corporate Risk Profile](#) | [Strategic Plan](#)

1.	Opening	
	1.1 Call to order and approval of agenda – N. Hill (pages 1-2) <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 3-4)	
2.	Board business/required decisions (pages 5-11)	
	2.1 Director appointments to committees, task forces, and roles – A. Arenja (pages 5-11) <i>THAT the Board, on recommendation of the HR Committee, appoint the following individuals to committees, task forces, and roles for terms as outlined:</i>	
	<ul style="list-style-type: none"> a) <i>Director appointee – CEAB</i> <ul style="list-style-type: none"> • <i>Sudhir Jha (2023-2025)</i> b) <i>Director appointee – CEQB</i> <ul style="list-style-type: none"> • <i>Tim Kirkby (2023-2025)</i> c) <i>30 by 30 Champion (2023-2024)</i> <ul style="list-style-type: none"> • <i>Tim Joseph</i> d) <i>Finance, Audit, and Risk (FAR) Committee (2023-2024)</i> <ul style="list-style-type: none"> • <i>Menelika Bekolo</i> • <i>Christian Bellini</i> • <i>Dawn Nedohin-Macek</i> • <i>John Van der Put</i> • <i>Steve Vieweg</i> e) <i>Governance Committee (2023-2024)</i> <ul style="list-style-type: none"> • <i>Alison Anderson</i> • <i>Ernie Barber</i> • <i>Geoff Connolly</i> • <i>Sophie Larivière-Mantha</i> • <i>Heather Kennedy</i> 	
3.	Next meetings	
	Board meetings	
	<ul style="list-style-type: none"> • October 5, 2023 (Ottawa, ON) • December 4, 2023 (virtual) • March 1, 2024 (Ottawa, ON) 	<ul style="list-style-type: none"> • April 3, 2024 (virtual) • May 24, 2024 (Winnipeg, MB) • June 17, 2024 (TBC)
	2023-2024 committee and task force meetings	
	<ul style="list-style-type: none"> • June 19, 2023 (Niagara-on-the-Lake, ON): <ul style="list-style-type: none"> ○ Governance Committee ○ FAR Committee ○ Strategic Planning Task Force ○ Collaboration Task Force 	<ul style="list-style-type: none"> • HR Committee: September 7, 2023 (virtual) • HR Committee: November 23, 2023 (virtual) • HR Committee: December 14, 2023 (virtual) • HR Committee: March 14, 2024 (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 re-connection.
- 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:

- 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

Director appointments to committees, task forces, and roles		2.1
Purpose:	To provide the HR Committee's recommendation in appointing Directors to the 2023-2024 Board committees, task forces, and other Director appointments	
Link to the Strategic Plan / Purposes:	Board responsibility: Hold itself, its Directors, and its Direct Reports accountable	
Link to the Corporate Risk Profile:	Decreased confidence in the governance functions (Board risk)	
Motion(s) to consider:	<p><i>THAT the Board, on recommendation of the HR Committee, appoint the following individuals to committees, task forces, and roles for terms as outlined:</i></p> <ul style="list-style-type: none"> a) <i>Director appointee – CEAB</i> <ul style="list-style-type: none"> • <i>Sudhir Jha (2023-2025)</i> b) <i>Director appointee – CEQB</i> <ul style="list-style-type: none"> • <i>Tim Kirkby (2023-2025)</i> c) <i>30 by 30 Champion</i> <ul style="list-style-type: none"> • <i>Tim Joseph (2023-2024)</i> d) <i>Finance, Audit, and Risk (FAR) Committee (2023-2024)</i> <ul style="list-style-type: none"> • <i>Menelika Bekolo</i> • <i>Christian Bellini</i> • <i>Dawn Nedohin-Macek</i> • <i>John Van der Put</i> • <i>Steve Vieweg</i> e) <i>Governance Committee (2023-2024)</i> <ul style="list-style-type: none"> • <i>Alison Anderson</i> • <i>Ernie Barber</i> • <i>Geoff Connolly</i> • <i>Sophie Larivière-Mantha</i> • <i>Heather Kennedy</i> 	
Vote required to pass:	Simple majority	
Transparency:	Open session	
Prepared by:	Joan Bard Miller, Manager, Governance and Board Services	
Presented by:	Arjan Arenja, Chair of the HR Committee and Director from Ontario	

Background

- 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*.
- Terms are normally for one year unless indicated otherwise.
- The 2023-2024 HR Committee met on May 27 and agreed that A. Arenja to serve as the Chair.

Proposed action/recommendation

- During its meeting on May 27, the committee discussed options for committee composition. Several factors were considered, including Director self-assessment survey results, term availability, committee composition requirements mandated by terms of reference, and knowledge continuity.

Other options considered

- None

Risks

- None

Financial implications

- None

Benefits

- Committees can begin work immediately following approval of this motion.

Consultation

- Each committee's year-end report presented to the Board included workload and committee composition recommendations that were referenced.
- Appointments made in 2022 to the Strategic Planning Task Force and the Collaboration Task Force were for 2022-2025. All appointments are therefore ongoing save for the individuals who are filling the roles of President-Elect, President and Past President on the Strategic Planning Task Force.
- Each Director was asked to identify the committees on which they would like to serve as part of the 2023 Director self-assessment survey. Incoming Directors were asked for their preferences through an onboarding survey. The results are summarized in Appendix 1.
- Effort was made to ensure Directors were placed within their top two preferences.
- A. Arenja, Chair of the 2023-2024 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 to update information on the website.
- 2023-2024 committees and task forces 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 #	HR	Gover- nance	FAR	CTF 3 yrs	SPTF 3 yrs	CEAB 2 yrs	CEQB 2 yrs	30 by 30	2022-2023 cttee (Current) role
Natasha Avila	AB	2024	1	5	6	7	M		4	3	9	Collaboration TF
Heather Kennedy	AB	2026	1	2	1	4			5	3	6	Incoming Director
Tim Joseph	AB	2026	2	2	5	3			4	6	1	30 by 30 Champion
John Van der Put	AB	2025	1	5	3	1		M	2	4	6	Strategic Planning TF
Ann English	BC	2024	1	M	2	3	M		5	N/A	4	Governance Cttee* Collaboration TF
Michael Wrinch	BC	2025	2	M	3	2			5	7	6	HR Cttee*
Dawn Nedohin-Macek	MB	2024	2	4	2	1*			6	5	3	FAR Cttee
Marlo Rose	NB	2025	1	N/A	N/A	N/A		M	N/A	N/A	N/A	Strategic Planning TF
Darlene Spracklin-Reid	NL	2024	1	1	2	3		M	6	7	4	CEAB Strategic Planning TF
Crysta Cumming	NS	2025	1				M					Collaboration TF
Sudhir Jha	NT	2026	2	2	3	7	8	6	5	M	9	CEQB
Arjan Arenja	ON	2024	1	M*	2	N/A			N/A	N/A	N/A	FAR Cttee*
Tim Kirkby	ON	2026	1	3	2	4			6	1	5	Incoming Director
Nancy Hill	ON	2025	2	M				M*				Strategic Planning TF* HR Cttee
Christian Bellini	ON	2025	2	N/A	N/A	N/A	M*		N/A	N/A	N/A	Collaboration TF*
Marisa Sterling	ON	2024	1	3	2	5			4	M	1	CEQB
Geoffrey Connolly	PEI	2024	1	1	2	3			7	6	4	HR Committee
Kathy Baig	QC	2024	2	M	N/A	N/A		M	N/A	N/A	N/A	HR Committee Strategic Planning TF
Sophie Larivière-Mantha	QC	2026	1	3	1	2			4	5	6	Incoming Director
Menelika Bekolo	QC	2026	1	4	3	2			5	6	1	Incoming Director
Nicolas Turgeon	QC	2026	2	N/A	N/A	N/A	M		N/A	N/A	N/A	Collaboration TF
Ernie Barber	SK	2024	1	4	2	3			M	6	5	CEAB
Alison Anderson	YK	2024	1	2	1*	3			4	5	6	Governance Cttee

- Numbers reflect ranking provided in the 2023 Director assessment (1 being highest interest, 8 being lowest); N/A = Not applicable was selected by the respondent because they are already a Director-appointee or a member of a task force = indicates proposed role/placement based on HR Committee recommendation (see motion text)
- = continuing term on task force and = member of committee due to role/commitment = Not included in 2023 survey = no 2023 survey responses received; 2022 responses maintained, where available * = indicates current or proposed chair

Appendix 2: Draft 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 2 top 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 the only Director from a “TOR-representation-required” Regulator who is interested in the position.

Already established, 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.

Name	Director	Regulator	Position	Notes
Kathy Baig, Past President	Yes	OIQ	Member	<ul style="list-style-type: none"> The Past President normally serves as chair unless the committee decides otherwise.
Nancy Hill, President	Yes	PEO	Member	
Michael Wrinch, President-Elect	Yes	EGBC	Member	
Ann English	Yes	PEO	Member	
Arjan Arenja	Yes	PEO	Chair	<ul style="list-style-type: none"> The committee met on May 27 and agreed that A. Arenja would serve as the Chair.
Stormy Holmes	No	CEO-G Advisor, APEGS	Member	<ul style="list-style-type: none"> Nominated by CEO Group

(a) Governance Committee (Board policy 6.8)

The Governance Committee is comprised of a minimum of three Directors, including the Past President. The 2022-2023 Governance Committee recommended increasing the membership from four to five.

Name	Director	Regulator	Cttee position	2022-2023 role	Notes
Alison Anderson	Yes	Engineers Yukon	Chair/Member	Governance Cttee	<ul style="list-style-type: none"> 1st choice; to be confirmed whether Alison would be willing to serve as Chair.
Heather Kennedy	Yes	APEGA	Member	Incoming Director	<ul style="list-style-type: none"> 1st choice
Sophie Larivière-Mantha	Yes	OIQ	Member	Incoming Director	<ul style="list-style-type: none"> 1st choice
Geoff Connolly	Yes	Engineers PEI	Member	HR Committee	<ul style="list-style-type: none"> 2nd choice behind HR Committee
Ernie Barber	Yes	APEGS	Member	CEAB	<ul style="list-style-type: none"> Ernie has an ongoing CEAB appointment; has agreed to potentially holding 2 roles.

(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 2022-2023 FAR Committee did not recommend a specific number of members.

Name	Director	Regulator	Cttee position	2022-2023 role	Notes
Dawn Nedohin-Macek	Yes	EGMB	Chair	FAR	<ul style="list-style-type: none"> 1st choice Indicated interest in serving as Chair
John Van der Put	Yes	APGEA (representation is required)	Member	SPTF	<ul style="list-style-type: none"> 1st choice Interested in P-E position in 2025 John is also serving a three-year term on the SPTF and has agreed to potentially holding 2 roles.
Menelika Bekolo	Yes	OIQ (representation is required)	Member	Incoming Director	<ul style="list-style-type: none"> 2nd choice behind 30 by 30 Champion
Christian Bellini	Yes	PEO (representation is required)	Member	Collaboration TF*	<ul style="list-style-type: none"> No responses received in 2023 given his ongoing role as Collaboration TF Chair In 2022 he indicated the FAR as his second choice
Steve Vieweg	No	CPA	CPA Member		

(c) Collaboration Task Force (CTF) (Board policy 6.14)

The task force will be chaired by a member selected by the group and will be composed of no more than six (6) Directors, each from a different Regulator (representing diversity of sizes). The members shall be either in their first term on the Board (with a reasonable probability of reappointment), or in their second term, as long as that term extends to at least 2024. This is to ensure that all task force members will be Directors for the full life of the task force's mandate.

Name	Board term status	Regulator	Cttee position	Regulator size	2022-2023 role	Notes
Natasha Avila	First term ends 2024	APEGA	Member	Large Regulator	CTF	<ul style="list-style-type: none"> Appointed in 2022 to a three-year term on the TF
Nicolas Turgeon	Second term ends 2026	OIQ	Member	Large Regulator	CTF	<ul style="list-style-type: none"> Appointed in 2022 to a three-year term on the TF In the 2023 survey, he Confirmed his ongoing appointment to the TF
Christian Bellini*	Second term ends 2025	PEO	Proposed chair	Large Regulator / Chair	CTF	<ul style="list-style-type: none"> Appointed in 2022 to a three-year term on the TF In the 2023 survey, he Confirmed his ongoing appointment to the TF
Crysta Cumming	First term ends 2025	EngNS	Member	Small Regulator	CTF	<ul style="list-style-type: none"> Appointed in 2022 to a three-year term on the TF
Ann English	First term ends 2024	EGBC	Member	Large Regulator	CTF Governance Cttee	<ul style="list-style-type: none"> Interested in P-E position in 2024 Appointed in 2022 to a three-year term on the TF Ann has been recommended to serve on the HR Committee, which is her first choice
Vacancy						<p><i>It is proposed that this task force have no more than 6 members. This position is left vacant, a future year incoming Director from a small Regulator may be interested in serving.</i></p>

(d) Strategic Planning Task Force (SPTF) (Board Policy 6.15)

The Strategic Planning Task Force is comprised of the President-Elect, the President, and the Past President (these individuals will change each year over the three years). This task force also includes three other Directors (from different jurisdictions): Either in their first term on the Board (with a reasonable probability of reappointment), or in their second term, as long as that term extends to at least 2025.

Name	Board term status	Regulator	Position	2022-2023 Role	Notes
Nancy Hill*	Second term ends 2025	PEO	President / Chair	SPTF* HR Cttee	<ul style="list-style-type: none"> Nancy will serve as chair as per the task force’s TOR. Term status is implied and requires approval at the 2023 AMM.
Kathy Baig	Second term ends 2024	OIQ	Past President	HR SPTF	<ul style="list-style-type: none"> Ex-officio position
Mike Wrinch	Second term ends in 2026	EGBC	President-Elect	HR Cttee*	<ul style="list-style-type: none"> Ex-officio position
Marlo Rose	First term ends 2025	APEGNB	Member	SPTF	<ul style="list-style-type: none"> Appointed in 2022 to a three-year term on the TF
Darlene Spracklin-Reid	First term ends 2024	PEGNL	Member	SPTF CEAB Sr.	<ul style="list-style-type: none"> Appointed in 2022 to a three-year term on the TF
John Van der Put	First term ends 2025	APEGA	Member	SPTF	<ul style="list-style-type: none"> Appointed in 2022 to a three-year term on the TF John is also proposed to serve on the FAR Committee and has agreed to potentially holding 2 roles.

(e) Director appointees – CEAB (Board policy 6.9)

Two Directors are appointed for two-year staggered terms. This year, there were no 1st or 2nd or 3rd place choices from Directors not already considered for another role. The following is suggested:

Name	Board term status	Regulator	Cttee position	2021-2022 role	Notes
Ernie Barber	First term ends 2024	APEGS	Senior Director appointee (2023-2024)	CEAB	<ul style="list-style-type: none"> Continuing term from 2022 appointment.
Sudhir Jha	Second term ends 2026	NAPEG	Junior Director appointee (2023-2025)	CEQB	<ul style="list-style-type: none"> No response for 2023 He has confirmed his willingness to serve in this role.

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

Two Directors are appointed for two-year staggered terms.

Name	Board term status	Regulator	Cttee position	2021-2022 role	Notes
Marisa Sterling	First term ends 2024	PEO	Senior Director appointee (2023-2024)	CEQB	<ul style="list-style-type: none"> Continuing term from 2022 appointment.
Tim Kirkby	First term ends 2026	PEO	Junior Director appointee (2023-2025)	None	<ul style="list-style-type: none"> First choice QB is approaching 50-50 industry and academic representation and should ideally be 2/3-1/3 industry and academic representation. If possible, appoint a Board member from industry to the QB.

(g) 30 by 30 Champion

This role is appointed annually.

Name	Regulator	2021-2022 Role	Notes
Tim Joseph	APEGA	30 by 30 Champion	<ul style="list-style-type: none"> T. Joseph has indicated an interest in continuing his role as 30 by 30 Champion, which would provide continuity to the role.