



**FINAL AGENDA**

212<sup>th</sup> ENGINEERS CANADA BOARD MEETING

February 25, 2022 | 10:00am – 5:00pm ET

Virtual delivery / Zoom details are provided via outlook calendar invitation

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

<b>1.</b>	<b>Opening</b>
	<b>1.1 Call to order and approval of agenda</b> – D. Chui <i>THAT the agenda be approved and the President be authorized to modify the order of discussion.</i>
	<b>1.2 Declaration of conflict of interest</b> (pages 5-6)
	<b>1.3 Review of previous Board meeting</b> – D. Chui (pages 7-8) a) Action item list b) Board attendance list
<b>2.</b>	<b>Executive reports</b>
	<b>2.1 President’s report</b> – D. Chui (page 9)
	<b>2.2 CEO update</b> – G. McDonald (verbal)
	<b>2.3 2019-2021 Strategic Plan Final Report</b> – G. McDonald (pages 10 – 18)
	<b>2.4 CEO Group report</b> – K. King (pages 19–25) a) October meeting presentation slides b) Verbal update from the CEO Group’s February meeting to be provided onsite
	<b>2.5 Presidents Group report</b> – C. Bellini (pages 26–31) a) October meeting presentation slides b) Verbal update from the Presidents Group’s February meeting to be provided onsite
<b>3.</b>	<b>Consent agenda</b>
	Board members may request that an item be removed from the consent agenda for debate and deliberation. <i>THAT the consent agenda motions listed below (3.1 to 3.2) be approved in one motion.</i>
	<b>3.1 Approval of minutes</b> (pages 32–41) <i>THAT the minutes of the December 13, 2021 Board meeting be approved.</i>
	<b>3.2 National Position Statements</b> (pages 42–55) a) <i>THAT the following new National Position Statement be approved:</i> i. <i>Unleashing Canada’s potential: How engineers are essential to increasing Canada’s productivity</i> b) <i>THAT the following updated National Position Statement be approved:</i> i. <i>Qualifications-based selection</i>
<b>4.</b>	<b>Board business/required decisions</b>
	<b>4.1 Annual Strategic Performance Report</b> – F. George, P. G. Lafleur, G. McDonald (pages 56–87) <i>THAT the Board approve the 2021 Annual Strategic Performance Report, for circulation to the Members for information at the 2022 Annual Meeting of Members.</i>
	<b>4.2 Board policy updates</b> – M. Wrinch (pages 88–139) <i>THAT the Board, on recommendation of the Governance Committee, approve the following revised Board policies:</i> i. 4.8, Board competency profile ii. 4.12, Board self-assessment iii. 5.3, Financial condition iv. 5.7, Compensation and benefits v. 6.1, Board committees and task forces vi. 6.4, FAR Committee terms of reference vii. 7.12, Net assets

	<p><b>4.3 Strategic Planning Task Force terms of reference</b> – M. Wrinch (pages 140–143)  <i>THAT the Board, on recommendation of the Governance Committee, approve the new Board policy 6.15, 2025-2027 Strategic Planning Task Force Terms of Reference.</i></p>	
	<p><b>4.4 Collaboration Task Force terms of reference</b> -M. Wrinch (pages 144–147)  <i>THAT the Board, on recommendation of the Governance Committee, approve the new Board policy 6.14, Collaboration Task Force Terms of Reference.</i></p>	
	<p><b>4.5 Bylaw amendments</b> – M. Wrinch (pages 148–155)  <i>THAT the Board, on recommendation of the Governance Committee, recommend to the Members, for approval at the 2022 Annual Meeting of Members, the amendment to the definition of “Registrant” within Article 1.1 of the Bylaw.</i></p>	
	<p><b>4.6 2022 CEO objectives</b> – J. Boudreau (pages 156–161)  <i>THAT the Board, on recommendation of the HR Committee, approve the 2022 CEO objectives.</i></p>	
	<p><b>4.7 Board and individual Director assessment</b> – J. Boudreau (pages 162–173)  <i>THAT the Board, on recommendation of the HR Committee, approve the content of the Board self-assessment and the individual Director assessment surveys.</i></p>	
<b>5.</b>	<b>Reports</b>	
	<p><b>5.1 CEAB</b> – P. G. Lafleur (slides)</p>	
	<p><b>5.2 CEQB</b> – F. George (slides)</p>	
	<p><b>5.3 FAR Committee</b> – N. Hill (slides)</p>	
	<p><b>5.4 Governance Committee</b> – M. Wrinch (slides)</p>	
	<p><b>5.5 HR Committee</b> – J. Boudreau (slides)</p>	
	<p><b>5.6 Board’s 30 by 30 Champion</b> – K. Reid (slides)</p>	
<b>6.</b>	<b>Next meetings</b>	
	<b>Board meetings</b>	
	<ul style="list-style-type: none"> <li>• April 6, 2022 (virtual)</li> <li>• May 27-28, 2022 (TBD/Toronto, ON)</li> <li>• June 20-21, 2022 (Mont-Tremblant, QC)</li> </ul>	<ul style="list-style-type: none"> <li>• September 29, 2022 (Ottawa, ON)</li> <li>• December 12, 2022 (virtual)</li> <li>• February 23, 2023 (Ottawa, ON)</li> </ul>
	<b>2021-2022 committee meetings</b>	
	<ul style="list-style-type: none"> <li>• Governance Committee: March 14, 2022 (virtual)</li> <li>• FAR Committee: March 16, 2022 (virtual)</li> </ul>	<ul style="list-style-type: none"> <li>• HR Committee: March 29, 2022 (virtual)</li> <li>• FAR Committee: May 12, 2022 (virtual)</li> </ul>
<b>7.</b>	<b>In-camera sessions</b>	
	<p><b>7.1 Board Directors, Direct Reports, CEO Group Advisor, and staff</b>  <i>THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors, the Engineers Canada CEO, the chairs of the CEAB and CEQB, the CEO Group Advisor to the Board, the Secretary, the Governance Administrator, the Executive Vice President, Regulatory Affairs and the Manager, Accreditation.</i></p> <ul style="list-style-type: none"> <li>• Status of observers at CEAB meetings</li> </ul>	
	<p><b>7.2 Board Directors and CEO</b>  <i>THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors, and the Engineers Canada CEO.</i></p>	

	<p><b>7.3 Board Directors only</b> <i>THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors.</i></p> <ul style="list-style-type: none"><li>• <i>Board approval: HR Committee recommendations for CEO assessment</i></li><li>• <i>Meeting evaluation</i></li></ul>
<b>8.</b>	<b>Closing</b> (motion not required if all business has been completed)

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# 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](mailto: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.

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## 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 Board<sup>1</sup> or, in the case where membership approval is sought, to the members,<sup>2</sup> 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?

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<sup>1</sup> Section 141(1) and (2) of the CNCA

<sup>2</sup> 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.<sup>3</sup>

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).<sup>4</sup> 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).<sup>5</sup> 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.<sup>6</sup> Further, as a best practice, they should leave the room and not participate in the salient part of the Board meeting.

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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

**Engineers Canada Board of Directors action log**

	<b>Meeting date</b>	<b>Action</b>	<b>Responsible</b>	<b>Due date</b>	<b>Update</b>
1.	December 13, 2021	The Governance Committee shall revise Board policy 6.14, <i>Collaboration Task Force Terms of Reference</i> , taking into consideration the Board’s concerns, and bring the policy back for approval at a later meeting.	Governance Committee	Feb. 2022 meeting	Complete – Addressed under agenda item 4.4
2.	December 13, 2021	J. Southwood to verify the cost of the online EDI training for engineers.	J. Southwood	N/A	Underway – Engineers Geoscientists BC’s launch of the training on their LMS has been pushed back. We will know in March whether the training will be free, and J. Southwood will confirm and communicate this information to the Board by March 31, through a CEO update.

Last updated:  
February 7, 2022

Alison Anderson  
Arijan Arenjica  
Natasha Avila  
Kathy Balg  
Ernie Barber  
Anne Bani  
Maxime Belletête  
Victor Benz  
Jean Boudreau  
Danny Chui  
Geoff Connolly  
Ann English  
Nancy Hill  
Sudhir Jha  
Tim Joseph  
Dawn Neobohn-Masek  
Kelly Reid  
Darlene Spracklin-Reid  
Marisa Sterling  
Jane Tink  
Nicolas Turgeon  
Mike Wrinch  
Chris Zinck

Board Meetings																								
Meeting Date	Alison Anderson	Arijan Arenjica	Natasha Avila	Kathy Balg	Ernie Barber	Anne Bani	Maxime Belletête	Victor Benz	Jean Boudreau	Danny Chui	Geoff Connolly	Ann English	Nancy Hill	Sudhir Jha	Tim Joseph	Dawn Neobohn-Masek	Kelly Reid	Darlene Spracklin-Reid	Marisa Sterling	Jane Tink	Nicolas Turgeon	Mike Wrinch	Chris Zinck	
June 14, Virtual	✓	✓	✓	✓	-	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓
October 1, Virtual	✓	✗	✓	✗	-	✓	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓
December 13, Virtual	✓	✓	✓	✓	-	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓
Board on Board Leadership Program																								
Ongoing access	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
4 Seasons training																								
Ongoing access	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
CEAB																								
June 5-6, Virtual															✓									
September 18-19, Virtual			✓												✓						✓			
February 5-6, Virtual															✓						✓			
CEQB																								
July 24, Virtual															✓									✓
September 20-21, Virtual															✓									✓
January 29, Virtual															✓									✗
FAR Committee																								
June 14, Virtual	✓		✓					✓	✓						✓						✓			✓
August 13, Virtual	✓							✗	✓						✓									✓
October 21, Virtual	✓							✓	✓						✓									✓
December 14, Virtual	✓	✓						✓	✓						✓									✓
Governance Committee																								
June 14, Virtual		✓						✓	✓	✓												✓	✓	
September 15, Virtual		✓						✓	✓	✓	✓											✓	✓	
November 17, Virtual		✓						✓	✓	✓												✗	✓	
December 16, Virtual		✓						✓	✓	✓												✗	✓	
HR Committee																								
May 29, Virtual				✓				✓	✓						✓						✗			
October 5, Virtual				✓				✓	✓						✓						✗			
December 14, Virtual		✓		✓				✓	✓						✓						✗			
January 11, Virtual				✓				✓	✓						✓						✗			

- Attendance Required ✓
- Attendance Not Required / Completed ✓
- Attendance for Partial Meeting / In progress
- Attendance required, regrets ✗
- Not applicable -



## **President's Report – October 25, 2021 to January 12, 2022 by D. Chui**

Continued weekly calls with CEO to update each other about activities.

October 25 – Attended the 3P meeting to review the draft agenda for the December Board meeting.

October 29 – Participated in PEO plenary session with two main topics: the four governance committees updates; and governance roadmap discussion pertaining to chapters and volunteers.

November 3 – As lead Director liaison for Ontario, sent Engineers Canada's Director update to PEO council in advance of its November meeting.

November 11 – Recorded message and greeting for the 2021 Conference on Diversity in Engineering hosted by the Canadian Federation of Engineering Students (CFES).

November 17 – Participated in the Governance Committee meeting.

November 19 – Participated in PEO's 544<sup>th</sup> (virtual) council meeting. Question was raised by councillor on whether climate change is an item of concern for the Engineers Canada Board. PEO Council directed its Registrar to contact Engineers Canada directly to seek the answer.

December 1 – Participated in the Engineers Canada December Board meeting dry-run (session one), which focused on addressing motion procedures, Directors' participation, and contingency plans in case of losing WI-FI connection and backup.

December 9 – Participated in the Engineers Canada December Board meeting dry-run (session two), which focused on technical support, use of interpretation, contingency plans for tech failure, and transfer of control from staff to tech team during in-camera sessions. Computer failed mid-way through session.

December 10 – Test run new computer with E. Spence and further discussed backup plan for December 13 Board meeting.

December 13 – Chaired the 211<sup>th</sup> Engineers Canada Board Meeting.

December 14 – Participated in Human Resources Committee meeting.

December 14 – Participated in Finance, Audit and Risk Committee meeting.

January 7, 2022 – Attended the 3P meeting to review the draft agenda for the February Board meeting.

January 11 – Participated in Human Resources Committee meeting.



## BRIEFING NOTE: For information

2019-2021 Strategic Plan Final Report		2.3
Purpose:	To report on the final status of the 2019-2021 Strategic Plan	
Link to the Strategic Plan/Purposes:	Board responsibility: Provide ongoing and appropriate strategic direction	
Link to the Corporate Risk Profile:	Governance (strategic risk)	
Prepared by:	Stephanie Price, Executive Vice President, Regulatory Affairs	
Presented by:	Gerard McDonald, Chief Executive Officer Pierre Lafleur, Chair, CEAB Frank George, Chair, CEQB	

### Background

- The 2019-2021 Strategic Plan and its objectives and outcomes resulted from extensive consultation with Regulators and was approved by the Members in May 2018.
- Since May 2019, the CEO and CEAB and CEQB chairs have provided quarterly performance reports regarding the progress of the strategic priorities and operational imperatives contained within the 2019-2021 Strategic Plan. Annually, the Board has also reported on its achievement of the Board responsibilities.
- The conclusion of the 2019-2021 Strategic Plan provides an opportunity for the Board to reflect on the achievements of the past three years in a more holistic way, and to consider lessons learned about strategic planning to inform the development of the 2025-2027 Plan.

### Status update

- The CEO and staff have prepared a report highlighting the key achievements of the strategic priorities, and operational imperatives that included significant changes. This is meant to provide a concise, high-level summary, as reporting on each outcome and objectives was provided to the Board on a quarterly basis for the duration of the Strategic Plan.
- The report focuses on the achievement of objectives set in the Strategic Plan.
- The outcomes set in the Strategic Plan are longer term and cannot be measured at this point in time.
- The report also includes lessons learned, from a staff perspective, regarding the development of the 2019-2021 Strategic Plan.

### Next steps

- The Board should review the report, raise questions about achievement of the objectives to the CEO and CEAB and CEQB chairs.
- Recommendations in the report should be referred to the next Strategic Planning Task Force (to be formed in June 2022) for consideration. Should the task force agree with the recommendation to extend the Strategic Plan period to five years, Board approval will be required.

### Appendix

- **Appendix 1:** Final report of the 2019-2021 Strategic Plan

## Final report of the 2019-21 Strategic Plan

### 1. EXECUTIVE SUMMARY

When Engineers Canada adopted its [2019-21 Strategic Plan](#), we were an organization in transformation to better serve Regulators. Members adopted a 100% plan, which meant all work, including both strategic priorities and operational imperatives were included so that Regulators' expectations for the organization were clear.

As the Strategic Plan was being implemented, the COVID-19 pandemic hit, causing major challenges externally and internally. Despite this event, almost all major projects and initiatives were completed within budget and planned timelines. This final report provides an overview of lessons learned on the development of this Strategic Plan. This document also includes a high-level report on all strategic priorities, as well as operational imperatives that included new sub-strategies. A detailed analysis of every objective and outcomes for all strategic priorities and operational imperatives are available in agenda item 4.1, 2021 Annual Strategic Performance Report.

### 2. LESSONS LEARNED

This section provides an overview of the lessons that were learned during the development of the 2019-21 Strategic Plan, to inform the development of the 2025-27 Strategic Plan. Evidence to identify these elements was drawn from consultation feedback, surveys and staff debrief sessions. The order in which the lessons are presented do not reflect a priority level.

2.1. As a national organization, Engineers Canada must reach a consensus among Regulators. Reaching consensus means that several consultation sessions are required during the different phases of the development of the Strategic Plan and that a certain amount of time must be allowed between sessions to allow Directors and Regulators time to consult within their jurisdictions. These constraints mean that each strategic plan requires a two-year consultation period, at a minimum. Since our strategic plans have a three-year duration, this means that Engineers Canada is consulting Regulators on strategic planning two out of every three years. Consequently, the development process starts less than a year after the existing plan begins to be implemented. This prevents the decision-making process from being informed by the successes, lessons learned, or Regulators and stakeholders' feedback on the implementation of the strategic priorities. The alternative, holding consultations in a shorter period of time, puts Engineers Canada at risk of Regulator consultation fatigue and threatens the needed buy-in for the Strategic Plan.

*Recommendation: That the Board consider adopting a five-year strategic plan, to allow for the current strategic priorities to be implemented for two years before starting the development process of the next strategic plan.*

2.2. During the development of the 2019-21 Strategic Plan, Engineers Canada held individual consultations with Regulators. Some Regulators expressed a desire to hear other jurisdictions' perspectives firsthand. During the development of the 2022-24 Strategic Plan, Engineers Canada held regional consultations that included multiple Regulators with a broader set of participants from each jurisdiction. Received

feedback highlighted that this more recent process enabled Regulators to better understand the priorities of others and fostered a stronger national consensus.

*Recommendation: That the Board continue holding multi-Regulator consultations during the development of the next strategic plan.*

2.3. In 2017-18, Engineers Canada traveled and consulted each jurisdiction on the strategic priorities, which was costly and time consuming for Regulators and staff. Due to the COVID-19 situation, consultations for the 2022-24 plan were held virtually. This allowed for an increased number of participants and enabled Engineers Canada to consult regions together, at a lower cost. Feedback from participants highlighted that some felt that their participation and interactions with other attendees were reduced because of technological limitations.

*Recommendation: That the Board consider whether Regulator consultations should be in-person, virtual or a hybrid method of both.*

2.4. While some participants identified that a consultant might provide a fresh opinion on the strategic work of Engineers Canada, many individuals expressed appreciation that the CEO was leading and facilitating discussions and that staff wrote documents in support of the Strategic Plan.

*Recommendation: That the Board continue using staff to support and facilitate the development of the next strategic plan.*

### 3. PERFORMANCE REVIEW OF STRATEGIC PRIORITIES

This section presents results achieved for each strategic priority as defined in the 2019-21 Strategic Plan.

<b>Strategic priority 1: Accreditation Improvement Program</b>		
<i>The Accreditation Improvement Program (AIP) was a coordinated effort to improve the delivery of accreditation for engineering programs.</i>		
<b>Objectives</b>	<b>Evidence</b>	<b>Status</b>
Release of the new data management system for the collection of enrolment and degrees awarded data.	Data management system (Tandem) was used in 2020 and 2021 to collect this data.	The objectives of this strategic priority were partially achieved. The new data management system, Tandem, will be applied to the accreditation management system in fall 2022.
Training for all affected stakeholders.	Planning for training has been initiated.	
Extension of the new data management system to the Accreditation Management Process.	Development of Tandem for accreditation visits and decisions is in its final stages.	Communications, change management and training plans are being developed that will not conflict with the ongoing work of accreditation for HEIs or for

<p>Update the data management system based on lessons learned from the prior releases.</p>	<p>The portion of Tandem used for the collection of enrolment and degrees awarded data was updated in 2021 based on improvements identified by users in 2020.</p>	<p>Engineers Canada. These activities are part of the 2022 operational plan.</p> <p>The other aspects of this project: improved communications, training, and the implementation of a continual improvement system, have all been implemented.</p> <p>Work to ensure that the accreditation system corresponds to the needs of Regulators and meets expectations of stakeholders will continue as part of the new strategic priority 1.1. <i>Investigate and validate the purpose and scope of accreditation.</i></p>
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**Strategic priority 2: Accountability in accreditation**

*The Accreditation Board developed a measurement framework and continual review process to offer greater evidence-based transparency to the Board, regulators, and higher education institutions (HEIs).*

Objectives	Evidence	Status
<p>Assessment process to assess transparency and effectiveness of accreditation system to be designed collaboratively with stakeholders.</p>	<p>The Accountability in Accreditation annual assessment process was approved at the June 2020 CEAB meeting and launched immediately thereafter.</p>	<p>The objectives of this strategic priority were fully achieved, with the assessment framework now operationalized.</p> <p>The objectives for this strategic priority were out of sync with the cycle of accreditation visits and decisions, which span over two calendar years. As a result, the implementation of improvements identified in 2021 will carry forward to 2022.</p>
<p>A new permanent committee to be struck that is responsible for this assessment process.</p>	<p>The Accreditation Board (CEAB) struck an Accountability in Accreditation Committee in February 2019.</p>	
<p>The issue of the required number of AUs is addressed to the satisfaction of all stakeholders.</p>	<p>The required number of AUs was reduced through a motion of the Board in May 2020.</p>	
<p>A first annual measurement of the accreditation system is conducted, based on the process established in 2019.</p>	<p>The first annual measurement launched in 2020 and concluded in June 2021.</p>	
<p>Results of the first measurement cycle are communicated to all stakeholders, including both</p>	<p>The first Accountability in Accreditation report was released</p>	

quantitative and qualitative measures.	in September 2021. The report can be seen on our <a href="#">website</a> .	
Both the measures and the measurement process itself are reviewed, refined, and updated based on lessons learned and feedback from stakeholders.	The Accountability in Accreditation Committee has reviewed the process and elected to maintain it as-is due to the low number of responses in 2021 (only 4 programs were visited due to COVID-19).	
Annual measurement continues.	Data collection for the next cycle started in June 2021.	
Actions to respond to the 2020 measurement results are developed and in progress.	The Policies and Procedures (P&P) Committee is reviewing recommendations currently.	

<b>Strategic priority 3: Recruitment, retention, and the professional development of women in the engineering profession</b>		
<i>Engineers Canada was working to increase the representation of women within the engineering field, primarily through its 30 by 30 initiative.</i>		
<b>Objectives</b>	<b>Evidence</b>	<b>Status</b>
Publish baseline data—out to 2030—that accurately models our current understanding of the percentage of women on the engineering pathway.	The 30 by 30 data was published in 2019 and again in 2021. The 2021 presentation is <a href="#">publicly available here</a> .	The objectives of this strategic priority were fully achieved, with some work being carried forward under <i>Strategic priority 2.1 Accelerate 30 by 30 under the 2022-24 Strategic Plan</i> .
Establish new goals for each aspect of the expanded mandate.	The strategic priority 3: Recruitment, retention and professional development of women in the engineering profession, which included new goals, was approved by the Board in October 2019.	
Develop new action plans for each aspect of the expanded mandate.	The strategic priority 3: Recruitment, retention and professional development of women in the engineering profession, which included new action plans and tactics, was approved by the Board in October 2019.	

Obtain support of the Regulators for the new program.	Regulators and 30 by 30 Champions consultations were held on the strategy's content in 2019.	
Full implementation of all action plans.	Action plans have been fully implemented.	
Report on progress.	Progress on action plans were reported to the Board quarterly.	
Annual measurement continues.	Progress in meeting the 30 by 30 goal is reported annually in the <a href="#">National membership reports</a> .	
Ongoing review and refinement of actions to demonstrate progress towards objectives.	The upcoming <i>Strategic priority 2.1 Accelerate 30 by 30</i> will build on this work and inform refinements.	

<b>Strategic priority 4: Competency-Based Assessment Project</b>		
<i>Engineers Canada was funding the development of a nationally-available online competency-based assessment framework and system which will to be made available to all Regulators.</i>		
<b>Objectives</b>	<b>Evidence</b>	<b>Status</b>
The online competency-based assessment system is available in English.	Completed in 2019.	The objectives of this strategic priority were mostly achieved, with the assessment framework now operationalized in English.
The online competency-based assessment system is available in English and French.	Due to lack of involvement of French-speaking Regulators, and lack of resources from Regulators due to COVID-19, the project was delayed. Full implementation of all translations will be completed in Q1 2022.	The tool is currently being used by five Regulators. One Regulator will implement in the new year, and one is still investigating participation. Four other Regulators use the same competency framework, with a different software tool.
Project completion and closeout.	The English project team closed out and the User Steering Group has been operationalized. Final translation will continue and be completed in Q1 2022.	Only one Regulator is not currently using or considering using competency-based assessment.  The French functionality is currently being tested and will be operational in Q1 2022.

#### 4. PERFORMANCE REVIEW OF OPERATIONAL IMPERATIVES

The 2019-21 Strategic Plan included all operational work in order to provide full transparency to the Regulators. During the development of the 2019-21 Strategic Plan, consultations revealed that the work under some purposes needed to be defined or confirmed by Regulators. Details of ongoing operational work have been reported to the Board quarterly, including the achievement of the annual objectives and the probability of achieving the desired outcomes for each purpose. At the end of 2021, all purposes were reporting a greater than 90% confidence that the desired outcomes were being achieved and would continue to be achieved.

Several operational imperatives required new sub-strategies, which were developed with and for Regulators. The purpose of this section is to provide evidence of the completion of the new sub-strategies. Engineers Canada staff will also consult Regulators to evaluate purposes' outcomes, as set in the sub-strategies' evaluation frameworks, over the next year to inform the development process of the 2025-27 Strategic plan.

##### **Operational imperative 5: Advocating to the federal government**

Under this purpose, the Board asked the CEO to “submit an analysis, rationale, and recommended strategy to the Board by September 2019 on how best to advocate to the federal government. The strategy will:

- Define the objectives of advocacy to the federal government by Engineers Canada.
- Review all current advocacy efforts and assess their relevance and effectiveness at achieving the stated objectives.
- Define what demand-side legislation needs to be addressed.
- Make recommendations on new or existing initiatives most likely to be effective at achieving the recommended objectives within available resources.
- Establish a process for the identification and development of public policies supported by the engineering Regulators.”

Result: Face-to-face consultations on the new sub-strategy were held with Regulators on February 26<sup>th</sup>, 2019. A draft strategy was then circulated to Regulators for consultation in the second quarter of 2019. The final sub-strategy was approved by the Board in October 2019. Minutes from the Board meeting [are available here](#). Annual reports have been submitted to the Board in respect of this sub-strategy in the Fall of 2020 and 2021. Parliamentary activities are also disclosed in the CEO's weekly email.

##### **Operational imperative 6: Actively monitoring, researching, and advising on changes and advances that impact the Canadian Regulator environment and the engineering profession**

Under this purpose, the Board asked the CEO to “submit an analysis, rationale, and recommended strategy to the Board by May 2020 on how best to conduct research leading to information that informs and advises the Regulators on changes and advances that impact the Canadian regulatory environment and the engineering profession. The strategy will:

- Define the objectives of research targeted to the needs of Regulators.
- Review all current research initiatives, reports, and surveys to assess their relevance and effectiveness at achieving the updated objectives.



- Make recommendations on the new or existing initiatives most likely to be effective at achieving the recommended objectives within available resources.
- Be ready to implement within 90 days of Board approval.”

Results: Following a face-to-face workshop with the Regulators on November 14, 2019, the CEO Group was consulted on a draft sub-strategy in February 2020. The sub-strategy received Board approval in May 2020. Minutes from the Board meeting [are available here](#). Following Board approval, newsletters have been released quarterly in 2021, and a first report on the emerging area of autonomous systems was released in December 2021. This work is carried forward under *Strategic priority 1.3. Support the regulation of emerging areas* in the 2022-24 Strategic plan.

### **Operational imperative 7: Managing risks and opportunities associated with mobility of work and practitioners internationally**

Under this purpose, the Board asked the CEO to: “submit an analysis, rationale, and recommended strategy to the Board by September 2020 on how best to manage risks and opportunities associated with mobility of work and practitioners internationally. The strategy will:

- Define the objectives to be achieved by Engineers Canada with regards to international mobility.
- Review all current efforts and assess their relevance and effectiveness at achieving the updated objectives.
- In particular, the review will describe the international mobility agreements, including their benefits, obligations, interdependencies and processes, and determine the Regulator’s support for maintaining or withdrawing from each agreement.”

Results: Following a face-to-face workshop with the Regulators on February 27<sup>th</sup>, 2020, a draft sub-strategy was submitted for consultation from February to July 2020. The sub-strategy received Board approval in October 2020. Minutes from the Board meeting [are available here](#). Subsequently, an International Mobility Advisory Group of Regulator staff was formed to continue to guide work in this area.

### **Operational imperative 8: Fostering recognition of the value and contribution of the profession to society and sparking interest in the next generation of engineering professionals**

Under this purpose, the Board asked the CEO to: “submit an analysis, rationale, and recommended strategies to the Board by February 2020 on how best to:

- Foster recognition of the value and contribution of the profession to society.
- Spark interest in the next generation of engineering professionals.”

Results: Following a Regulator workshop in October 30<sup>th</sup>-31<sup>st</sup>, 2019, and further consultation with Regulators in November 2019 on the desired state and recommendations in November 2019, the sub-strategy received Board approval in February 2020. Minutes from the Board meeting [are available here](#). This work is carried forward under the *Strategic priority 2.2. Reinforce trust and the value of licensure* in the 2022-24 Strategic plan.

**Operational imperative 9: Promote diversity and inclusion in the profession that reflects Canadian society**

Under this purpose, the Board asked the CEO to: “submit an analysis, rationale, and recommended strategy to the Board by September 2019 on how best to promote diversity and inclusion in the profession that reflects Canadian society. The strategy will:

- Be bounded by the Board’s diversity and inclusion policy. Specifically, the strategy will address:
  - The recruitment, retention, and the professional development of women in the engineering profession in Canada.
  - Bridging and/or support programs that facilitate Indigenous people entering and graduating from undergraduate engineering programs in Canada.”

**Results:** Given that the barriers to the participation of women and Indigenous peoples in engineering are different, this work was divided in two sub-strategies:

- The sub-strategy on the recruitment, retention, and the professional development of women in the engineering profession in Canada: a workshop was held on February 3-4, 2019. A draft was generated, which was circulated to Champions for comments. The Board approved this document in October 2019. Minutes from the Board meeting [are available here](#). This work is carried forward under the *Strategic priority 2.2. Reinforce trust and the value of licensure* under the 2022-24 Strategic plan.
- The Sub-strategy on Indigenous access to engineering: a workshop was held on June 18, 2019. A draft was generated, which was circulated to the CEO group for feedback in August 2019. The Board approved this document in December 2019. Minutes from the Board meeting [are available here](#).

**5. CONCLUSION**

This report presented an evaluation of the development and implementation of the 2019-21 Strategic Plan. All work has been operationalized or is carried forward into the 2022-2024 Strategic Plan. Lessons learned from implementation will inform discussions of the Strategic Planning Task Force and the development and selection of 2025-27 strategic priorities.

# Chief Executive Officers Group Report to the Board

**Lia Daborn, CAE**

CEO APEGNB

October 1, 2021



# Background

- The CEO Group met virtually for over six hours on Sept 29 and 30.
- The CEOs, along with some of their presidents collectively participated in an EDI session on unconscious bias on the afternoon of September 29<sup>th</sup>.
- We had representation from all regulators.

# Agenda items of note

The Group received presentations/updates on the following topics:

- Update on technicians and technologists and limited licensure issues
- 2025-2027 Strategic Plan development process and Envisioning workshops
- Engineers Canada 2022 budget
- Regulator Advisory Group for SP 1.1 *Investigate and validate the purpose and scope of accreditation*
- Regulatory research topics
- NMDB operational policy and agreements
- DRAFT 2022 Consultation program update from officials groups
- Update on strategic engagement working groups
- Update on Engineers Canada projects (IIDD, NMDB, CBA)

# Public Affairs Advisory Committee

- Jay Nagendran, CEO of APEGA was nominated to replace Bob McDonald as the CEO Group representative on the PAAC

# Bob McDonald, P.Eng., MBA, LL.B., FEC, FGC (Hon.), FCSSE



- The CEO Group regretfully acknowledged the impending January 15, 2021 retirement of APEGS Executive Director and Registrar, Bob McDonald. We would like to recognize the invaluable contribution that he has made in his 23 years (5+ as ED) to the engineering profession and wish him well on his upcoming retirement.

# Questions?





# Thank you

Lia Daborn – October 1, 2021



# Presidents Group Report

Larry B. Spence, P.Eng.

President

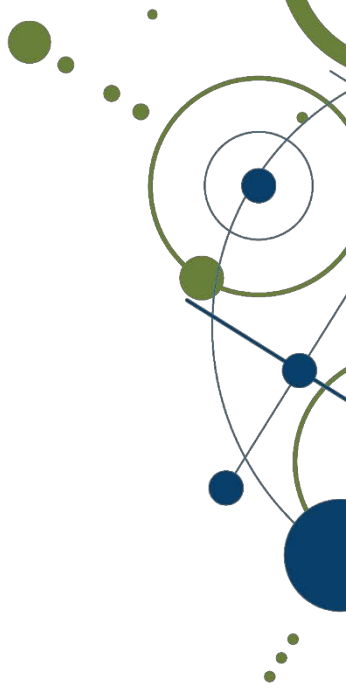
Engineers and Geoscientists British Columbia

*October 2021 PG Meeting Chair*



# Constituent Associations (CA)

- **PEO** – Christian Bellini, President
- **Engineers NS** – Darrin McLean, President
- **APEGNB** – Maggie Stothart, President
- **EGBC** – Larry Spence, President; Carol Park, President-Elect
- **Engineers PEI** – Elliot Coles, President; Colin McQuillan, incoming President
- **APEGS** – Kristen Darr, President
- **APEGA** – Brian Pearse, President; Lisa Doig, President-Elect
- **PEGNL** – Bill O’Keefe, President
- **NAPEG** – Justin Hazenberg, President; Melanie Williams, 1<sup>st</sup> Vice-President
- **Engineers Yukon** – Kirsten Hogan, President
- **EGM** – Jason Mann, President; Alan Silk, President-Elect
- **OIQ** – Kathy Baig, President (sent her regrets)



# National Day for Truth and Reconciliation

We started the session with each CA sharing initiatives relative to Truth and Reconciliation.

- Most CA's sharing some form of awareness training with staff, volunteers and registrants. Question if there is a common approach to availability and cost across Canada?
- Many CA's have EDI committees and/or initiatives specifically addressing these issues.
- Many CA's either have instituted or are investigating land acknowledgement policies.
- Some CA's utilizing budget surplus to fund indigenous scholarships.

# Key Themes from CA updates

- Discussed Legislation & Governance
  - Many CA's in the midst of Governance reviews/reforms
  - General recognition of the challenges for a combined regulatory & advocacy body
  - Most CA's currently working on Strategic Planning
  - Scope of practice overlaps still of concern in some CA's – engineers & technologists

# Key Themes from CA discussion

- Discussed CA council issues in terms of:
  - Council effectiveness/efficiency/time management
  - How to best encourage strategic or ‘generative’ discussions
  - Dealing with pandemic related restrictions; office reopening, CEP/CPD sessions, AGM’s, staff/volunteer burnout

# Follow up item of concern

- Iron Ring Ceremony
  - Concern expressed over language and messaging of current ceremony. CA Presidents are asking Engineers Canada to advise on relationship with ‘The Corporation of the Seven Wardens’.
    - What is a regulator’s role, if any?
    - Do we have any influence to make the language more inclusive?

**Draft MINUTES OF THE 211th ENGINEERS CANADA BOARD MEETING**

December 13, 2021, 10:00am-5:00pm (ET) via Zoom

<b>The following Directors were in attendance</b>	
D. Chui, President (Chair), PEO A. Arenja, PEO J. Boudreau, Past President, APEGNB A. Anderson, Engineers Yukon N. Avila, APEGA K. Baig, President-Elect, OIQ A. Baril, OIQ M. Belletête, OIQ V. Benz, APEGA G. Connolly, Engineers PEI A. English, Engineers & Geoscientists BC	N. Hill, PEO S. Jha, NAPEG T. Joseph, APEGA D. Nedohin-Macek, Engineers Geoscientists MB K. Reid, PEO D. Spracklin-Reid, PEO M. Sterling, PEO N. Turgeon, OIQ M. Wrinch, Engineers & Geoscientists BC C. Zinck, Engineers Nova Scotia
<b>The following Directors sent regrets</b>	
J. Tink, APEGA	
<b>The following CEO Group Advisor was in attendance</b>	
K. King, Chair, CEO Group	
<b>The following Direct Reports to the Board were in attendance</b>	
F. George, Chair, CEQB P. G. Lafleur, Chair, CEAB	G. McDonald, CEO E. Spence, General Counsel and Corporate Secretary
<b>The following observers were in attendance</b>	
C. Bellini, President, PEO L. Daborn, CEO, APEGNB K. Darr, President, APEGS K. Deluzio, EDC L. Doig, President-Elect, APEGA M. Fewer, COO & Deputy Registrar, PEGNL J. Hazenberg, President, NAPEG M. Hodges, Vice-Chair, CEQB K. Hogan, President, Engineers Yukon S. Holmes, Executive Director (incoming), APEGS P. Klink, Vice-Chair, CEAB J. Landrigan, Executive Director & Registrar, Engineers PEI L. Maier, Vice-President, PEO P. Mann, CEO, Engineers Nova Scotia	V. McCormick, Executive Director & Registrar, NAPEG B. McDonald, Executive Director, APEGS S. McKeown, President, CFES D. McLean, President, Engineers Nova Scotia C. McQuillan, President, Engineers PEI J. Nagendran, Registrar & CEO, APEGA W. O'Keefe, Chair, PEGNL C. Park, President, Engineers & Geoscientists BC B. Pearse, President, APEGA A. Silk, President, Engineers Geoscientists MB M. Stothart, President, APEGNB M. Williams, Vice President, NAPEG H. Yang, CEO & Registrar, Engineers & Geoscientists BC J. Zuccon, CEO & Registrar, PEO
<b>The following staff were in attendance</b>	
E. David, Planning, Event & Change Practitioner M. Falle, Manager, Regulatory Liaison R. Gauthier, Executive Assistant B. Gibson, Manager, Communications R. Melsom, Manager, CEQB D. Menard, Director, Finance S. Oren, Executive Assistant S. Price, Executive Vice President, Regulatory Affairs	C. Polyzou, Manager, Diversity, Equity, and Inclusion L. Scott, Manager, Membership Services J. Sendrowicz, Planning, Event, and Change Practitioner J. Southwood, VP, Corporate Affairs & Strategic Partnerships J. Taylor, Manager, Public Affairs H. Theelen, Director, Strategic Planning and Organizational Excellence M. Warken, Manager, CEAB



## 1. Opening

### 1.1 Call to order and approval of agenda

Due to technical difficulties, President D. Chui was unable to join the meeting. Past-President J. Boudreau called the meeting to order at 10:16am ET. Participants were welcomed and the land was acknowledged.

#### ***Motion 2021-12-1D***

#### ***Moved and seconded***

***THAT the agenda be approved and the President be authorized to modify the order of discussion.***  
***Carried***

The participant list was displayed, and unlisted attendees were asked to identify themselves. Meeting rules and norms were reviewed, as included in the agenda book.

At 10:19am, President D. Chui re-joined the meeting, and the chair function was returned to him at 10:21am.

D. Chui shared a safety minute with the Board, focused on ice safety protocols to avoid a fall. D. Chui also shared a diversity moment focused on being respectfully curious with respect to the different social habits and traditions of others, particularly during the traditional Christian/Christmas holiday season.

### 1.2 Declaration of conflict of interest

No conflicts were declared. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

### 1.3 Review of previous Board meeting

#### **a) Action item list**

The action list was pre-circulated demonstrating all work completed. No questions were received.

#### **b) Board attendance list**

The attendance list was pre-circulated. No questions were received.

## 2. Executive reports

### 2.1 President's report

A detailed report was pre-circulated. No questions were received.

### 2.2 CEO update

In addition to the weekly updates provided to stakeholders by email, G. McDonald reported that Engineers Canada introduced an operational vaccination policy which requires any person who enters the office premises to be fully vaccinated. Following a staff survey, it was confirmed that all staff (except those who are on leave and did not reply to the survey) are fully vaccinated. It was also reported that the new work from home policy will be launched when public health guidelines allow.

In response to a question, it was confirmed that visitors to the office must also show proof of vaccination.

### 2.3 Q3 Interim Strategic Performance Report to the Board

G. MacDonald referenced the report contained in the Board agenda package, highlighting those areas where the status does not demonstrate full confidence in achieving the annual objectives. P. Lafleur

indicated that while SP2, Accountability in Accreditation has launched, the data set was limited due to the low number of visits in the 2020-2021 cycle. The following questions and answers on the report were captured:

- It was noted that the format of the report does not demonstrate progress of the objectives over time. S. Price responded that the Governance Committee has reviewed and approved a new reporting format for the 2022-2024 Strategic Plan, which will be launched next year.
- A question was received regarding the end date for the Accountability in Accreditation outcomes and whether measures are being taken to achieve those outcomes. S. Price shared that the outcomes are ambitious, in terms of striving for support from all 44 Higher Education Institutions (HEIs), and proactive measures are being taken, including collaboration between the CEAB's Policies & Procedures Committee and the EDC's Deans' Liaison Committee, and the new Accreditation strategic priority.
- Staff confirmed that the changes in vendor resources that delayed the Accreditation Improvement Project were fully resolved, and that team stability had been achieved more than a year ago. While the data management system associated with the project, Tandem, is now fully operational for the Enrolment and Degrees survey, it will only launch for accreditation data collection in 2022. In addition to resource challenges, the project team considered the impact of this considerable change on the HEIs, and has set a schedule that will allow for sufficient training and communication to support the change.

### **3. Consent agenda**

#### **3.1 Approval of minutes**

THAT the minutes of the October 1, 2021 Board meeting be approved.

#### **3.2 Approval of committee work plans**

- a) THAT the Board approve the 2022 CEAB work plan.
- b) THAT the Board approve the 2022 CEQB work plan.

#### **3.3 CEAB leadership**

THAT the Board approve the appointment of the CEAB leadership for the period July 1, 2022 to June 30, 2023:

- Pemberton Cyrus as Vice-Chair
- Paula Klink as Chair
- Pierre G. Lafleur as Past-Chair

#### **3.4 CEQB leadership**

THAT the Board approve the appointment of the CEQB leadership for the period July 1, 2022 to June 30, 2023:

- Frank Collins as Vice-Chair
- Margaret Anne Hodges as Chair
- Frank George as Past-Chair

#### ***Motion 2021-12-2D***

#### ***Moved and seconded***

***THAT the consent agenda motions, 3.1 to 3.4, be approved.***

***Carried***

A comment was made that the next round of CEAB and CEQB work plans should consider climate change and the outcomes of COP26, given the increasing importance of these issues to society at large.

#### **4. Board business/required decisions**

##### **4.1 2022 budget and 2024 Per Capita Assessment**

N. Hill presented the Per Capita Assessment Fee (PCAF) and 2022 budget together, beginning by providing the history of the PCAF and explaining the work of the 2018-2019 Funding Task Force (FTF) that resulted in the process in use today to reduce the PCAF to control the growth of Engineers Canada's reserves. She noted that:

- Last year, the FAR Committee opted not to change the PCAF due to the uncertainties associated with both the pandemic and the development of a new strategic plan that was underway at that time.
- The current FAR Committee noted that the unrestricted reserves were forecasted to close 2021 at \$13.1M, and looked at two options: reduction to \$8 or to \$9.
- The suggested PCAF was felt to be conservative, as it would reduce revenue by \$674K in 2024.
- The FAR Committee anticipates that the PCAF of \$8 per registrant can be maintained through the current Strategic Plan, and it estimates that this PCAF amount would still leave reserves available to fund the 2025-2027 Strategic Plan.

N. Hill concluded that setting the amount of the PCAF at \$8 per registrant sends the right message to Regulators; that Engineers Canada is correctly managing the reserves.

Regarding the budget, N. Hill noted that the Board, in consideration of the size of Engineers Canada's surplus and the feedback from the CEQB that there was work requested by Regulators that could not be accomplished due to lack of resources, asked staff to provide proposals to address resource constraints. The three (3) key areas where resource constraints were identified were with the CEQB, CEAB and the internal HR functions. With the additional resources, the FAR Committee proposed an increase of operating expenses by 4% (for a total of \$11.5M). N. Hill added that moving forward, the FAR Committee is recommending that the committee put forward budget assumptions to the CEO so that a budget can be created that matches Board needs and circumstances. Finally, N. Hill shared that the FAR Committee had calculated the value per Member in respect of Engineers Canada's budget, based on the total expenses. It is suggested that this value be shared with the Members when the proposal for the PCAF is put in front of them in May 2022. The current value is calculated at \$46/registrant.

The following discussion, in respect of the FAR Committee's PCAF recommendation, was captured:

- G. McDonald advised that KPMG and the FAR Committee have discussed and agreed that as long as the organization demonstrates it has a means to ensure that unrestricted reserves don't grow unimpeded, a review by the CRA of Engineers Canada's non-profit status is unlikely.
- The \$8 PCAF is not required to fund the strategic priorities under the 2022-2024 Strategic Plan, since they are already fully funded through existing reserves.
- A concern was voiced about the risk of a future inability to increase the PCAF, noting that it increases Engineers Canada's dependence on TD revenues. N. Hill noted that there are two risks at play, the aforementioned risk around Engineers Canada's reliance on affinity program revenues, and the risk of continuing to allow the reserves to grow, which could trigger a review of the organization's not-for-profit status. She reported that the FAR Committee has considered the scenario where PEO begins taking the \$2M and it identified that revenues and reserves are still

adequate in that scenario. To address the first risk, FAR is recommending that a new funding task force be established four (4) years prior to the 2030 TD agreement renewal date to look at options and address the risks. Finally, she noted that the recent Governance, Strategic Planning and Consultation review had identified that Engineers Canada cannot just spend - it must focus on the needs and requests of the Regulators.

- A suggestion was made that instead of reducing the PCAF, it would be possible to spend more money by commissioning reports or conducting other additional work. In addressing this specific point, J. Nagendran, APEGA CEO, cautioned the Board that every time Engineers Canada does more work, it creates work for the Regulators to review and provide feedback.
- In response to a question about what evidence exists that Regulators want a reduction in the PCAF, G. McDonald noted that when the FTF investigated options for reducing reserves, this was the option that Regulators liked best. He added that while there has not been a formal request from Regulators, at the last AMM some Members did point out that there is room to reduce the PCAF. He further noted that, in his opinion, the \$8 PCAF is conservative and shows a tremendous amount of good will to the Regulators, while still leaving a healthy level of unrestricted reserves for the new Strategic Plan and the next one. P. Mann, Engineers Nova Scotia CEO, shared that for a small Regulator, this reduced PCAF is significant enough to impact their ability to do other work or projects. He repeated that additional spending by Engineering Canada does not always align with what Regulators want and cautioned against this approach.
- It was noted that the long timelines make the current exercise very challenging, where the present PCAF recommendation would only take effect in 2024. The Board was reminded that this was the timeline requested by Regulators, and is enshrined in section 7 of the Bylaw.
- PEO President C. Bellini shared that, in the next year, PEO hopes to be in a position to provide a more definitive and predictable response to whether it will accept the funds generated in Ontario by the TD affinity program.

**2021-12-3D**

***Moved and seconded***

***THAT the Board, on recommendation of the Finance, Audit, and Risk Committee, recommend to the Members that the 2024 Per Capita Assessment Fee be reduced to \$8 per registrant.***

***Carried with two-thirds majority***

Regarding the budget, the following discussion was captured:

- The Board was advised that the CEO assumes a 2% increase in operating expenses year-over-year and that the FAR Committee is considering developing a budget envelope instead, which would represent a substantial change for the organization.
- A point was made that two-thirds of Engineers Canada's revenue comes from affinity programs, and that this is a risk for the Board. G. McDonald noted that long-term affinity agreements are used to mitigate this risk, and that over the 30+ years of funding from affinity programs, revenues have consistently increased. This funding source is therefore not viewed as a risk, but is a matter of preference regarding how the Board wishes to fund the organization. In the past, affinity programs have been seen as a way to provide services without unduly burdening the Regulators.

- It was clarified that the marketing budget for the National Programs portfolio is a flow-through that is provided back to TD as part of the Engineers Canada-TD agreement, which was triggered by the departure of APEGA from the Home and Auto Insurance Program. This amount is required, as per the agreement and cannot be adjusted.

**Motion 2021-12-4D**

**Moved and seconded**

**THAT the Board, on recommendation of the Finance, Audit, and Risk Committee, approve the 2022 budget including an operational budget of \$11.5M.**

**Carried with two-thirds majority**

4.2 Board policy updates

M. Wrinch provided an overview of the Governance Committee's recommendations on the revised Board policies. No questions were received.

**Motion 2021-12-5D**

**Moved and seconded**

**THAT the Board, on recommendation of the Governance Committee, approve the following revised policies:**

- **4.1, Board responsibilities**
- **4.5, CEO Group Advisor to the Board**
- **4.10, Standing agenda items**
- **6.2, Board, committee, and task force chair assessment**
- **7.3, Board relationship with the EDC**
- **7.8, Rules of order**
- **7.10, Whistleblower policy and procedure**
- **9.1, Accreditation criteria and procedures report**

**Carried with two-thirds majority**

4.3 Collaboration Task Force

M. Wrinch provided an overview of the need for this new task force, which is related to the upcoming strategic priority to *Strengthen collaboration and harmonization*. The following discussion was captured:

- The rationale for the composition of the task force was questioned, noting specifically that under the terms of reference, it would be possible that only one Director from a large Regulator would be present on the task force. S. Price noted the role of Regulators in this work, stating that direction is not being set by the task force, but that all Regulators will be consulted to determine whether or not a national statement of collaboration should be developed.
- It was suggested that the terms of reference should be amended to include more Directors from the larger Regulators. A point was also made that having a task force of only four (4) members for such an important issue is a constraint, and that the number of members should be increased.

**Motion 2021-12-6D**

**Moved and seconded**

**That Board policy 6.14, Collaboration Task Force Terms of Reference, be amended by removing section 6.14.3 in its entirety.**

**Defeated**

- The Board was reminded that the HR Committee will recommend the task force composition, which is then subject to approval by the Board. The Board would therefore still have control over the final task force membership under the proposed terms of reference.
- E. Spence noted that since the HR Committee will not appoint members until May, that the motion to approve policy 6.14 could be deferred, with the Governance Committee directed to review the policy and bring it back to the Board.

***Motion 2021-12-7D***

***Moved and seconded***

***THAT the Board, on recommendation of the Governance Committee, approve the new Board policy 6.14, Collaboration Task Force Terms of Reference.***

***Defeated***

**ACTION: The Governance Committee shall revise Board policy 6.14, *Collaboration Task Force Terms of Reference*, taking into consideration the Board's concerns, and bring the policy back for approval at a later meeting.**

4.4 Board Consultation Plan

K. Baig presented the pre-circulated Board consultation plan noting that as per policy, the Board must annually approve this plan. She noted that there are fewer consultations than in previous years, and pointed Directors to the list for more information. The following discussion was captured:

- Several opinions were expressed that the number of planned consultations with the Regulators are too high, and that the policy directing this practice should be re-considered due to its impact on Regulator workload. It was noted that the consultation plan provides opportunities for Regulators to participate in the consultations but does not represent requirements for them. G. McDonald stated that the Board has agreed to all the work through previous approvals of the AB and QB work plans and the strategic priorities and noted that removing consultations means deferring work. He further reminded the Board that the previous governance review had clearly indicated that the visibility of Engineers Canada's work and the opportunity to influence it were important issues for Regulators. The present consultation process was designed to resolve and address the Regulators' concerns around lack of transparency.
- All Board briefing notes indicate the Regulators who have responded to the consultations, so that the Directors always have line of sight into which Regulators have provided feedback.

***Motion 2021-12-8D***

***Moved and seconded***

***THAT the Board approve the 2022 Board Consultation plan.***

***Carried***

4.5 Chair assessment

J. Boudreau presented the pre-circulated Chair assessment, noting changes from last year's survey and improvements that have been made. No questions were received.

***Motion 2021-12-9D***

***Moved and seconded***

***THAT the Board, on recommendation of the HR Committee, approve the content of the chair assessment survey.***

***Carried***

#### 4.6 In-person meeting guidelines and vaccination policy (temporary measures)

M. Wrinch presented the new policy and guideline, which was included in the agenda materials, noting that these policies would be in place until such point as the Board decides to rescind them. The intent is to provide for the safety of the Board and staff and to assist in planning large meetings.

There was a lengthy discussion on the guideline, with certain Board members expressing concern with the proposed requirement for a two-thirds majority to determine whether to hold an in-person meeting. It was felt by some that this threshold is too high and disadvantages those members who are willing to meet in-person. An amendment to the guideline was proposed, to change the requirement of a two-thirds majority to a simple majority.

**2021-12-10D**

***Moved and seconded***

***THAT section G-1.3(1)(c) of Guideline 1, In-person meetings during COVID, be amended as follows:***

***In order to proceed to schedule an in-person meeting, the Board and Board committees shall obtain a commitment of in-person attendance by a simple majority at least two-thirds or more of Board or Board committee members. If the simple majority two-thirds threshold is not met, the meeting shall proceed virtually.***

***Defeated***

It was confirmed that, if the two-thirds threshold for meeting in-person were to be met, the one-third who are not able to meet in-person would still be able to participate in the meetings virtually.

***Motion 2021-13-11D***

***Moved and seconded***

***THAT the Board, on recommendation of the Governance Committee, approve:***

- a) Board policy 7.13, Vaccination for in-person meetings***
- b) Guideline 1, In-person meetings during COVID***

***Carried with two-thirds majority***

## **5. Reports**

Board committees provided updates, with supporting slide presentations made available in advance on the Engineers Canada website.

### 5.1 CEAB

P. Lafleur provided the update on behalf of the CEAB. He noted that the CEAB is aware of the issue related to workload of consultations and it makes sure to spread out the work throughout the year.

A question was raised as to whether the CEAB has noticed a difference in the number of issues raised on in-person visits as compared to virtual ones. P. Lafleur replied that the real difference is in the review of labs; in virtual visits, the CEAB is viewing them with no students present as opposed to visiting labs in progress during in-person visits. In addition, he noted that the relationships between visiting team members have been impacted.

### 5.2 CEQB

F. George provided the update on behalf of the CEQB. He also touched on the additional work that can be commenced in 2022, given the Board's approval of the additional QB resources.

### 5.3 FAR Committee

N. Hill provided the update on behalf of the FAR Committee. It was noted again that, at the FAR Committee's next meeting, there would be a discussion regarding a new process to set a budget envelope each year for the CEO. This new process will be brought to the Board for approval prior to implementation. No questions were received.

### 5.4 Governance Committee

M. Wrinch provided the update on behalf of the Governance Committee. No questions were received.

E. Spence also provided an update on the staff's selection and implementation of a new Board management software tool. The following discussion was captured:

- The proposal that meeting materials would be moved off the public website two weeks after each Board meeting was questioned, with E. Spence responding that there is a desire to maintain only current information on the public microsite. Much of the posted meeting materials become stale or outdated shortly after any given meeting, and all past meeting materials would still be available to Engineers Canada's key stakeholders on the Members-only site. It was suggested that the information might, whether up-to-date or not, still be of interest to the public and should be maintained on the microsite, for the sake of transparency.
- A concern was raised that the new Board management software tool has an English-only interface, particularly given that Engineers Canada is a bilingual organization. E. Spence explained that Engineers Canada would continue to make all Board meeting materials and communications within the portal bilingual, and advised that, despite the unilingual default interface, Francophone users of the tool have responded positively.

### 5.5 HR Committee

J. Boudreau provided the update on behalf of the Human Resources Committee. No questions were received.

### 5.6 Board's 30 by 30 Champion

K. Reid provided the update. The following discussion was captured:

- J. Southwood shared that Engineers Canada led a panel on accessibility at the Canadian Federation of Engineering Students (CFES) Conference on Diversity in Engineering, in response to an invitation from the CFES. In the coming year, Engineers Canada plans to present EDI training to the Board on the issue of accessibility and disability.
- It was confirmed that the proposed new online EDI training for engineers would be available to all engineers through Engineers Geoscientists BC's website. J. Southwood stated that the online training was being tested this week, with the intent that it would be released in early 2022. Whether the training would be free had not yet been established, and J. Southwood committed to confirming.

**ACTION: J. Southwood to verify the cost of the online EDI training for engineers.**



## 6. Next meetings

The Board discussed the February 25, 2022 meeting and its delivery format, with Directors sharing their perspectives around meeting in-person on the meeting date. After a show of hands revealing that less than 2/3 of Directors preferred to meet in-person, it was agreed that the next meeting would take place virtually.

The next meetings are scheduled as follows:

- February 25, 2022 (virtual)
- April 6, 2022 (virtual)
- May 27-28, 2022 (Toronto, ON)
- June 20-21, 2022 (Mont-Tremblant, QC)
- October 6, 2022 (Ottawa, ON)
- December 12, 2022 (virtual)

## 7. In-camera sessions

### 7.1 Board Directors, Direct Reports, CEO Group Advisor, and staff

#### ***Motion 2021-13-12D***

#### ***Moved and seconded***

***THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors, the Engineers Canada CEO, the chairs of the CEAB and CEQB, the CEO Group Advisor to the Board, and the Secretary.***

***Carried***

### 7.2 Board Directors and CEO

#### ***Motion 2021-13-13D***

#### ***Moved and seconded***

***THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors, and the Engineers Canada CEO.***

***Carried***

### 7.3 Board Directors only

#### ***Motion 2021-13-14D***

#### ***Moved and seconded***

***THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors.***

***Carried***

## 8. Closing

With no further business to address, the meeting terminated at 4:53pm ET.

*Minutes prepared by S. Price for:*

Danny Chui P.Eng., FEC, President

Evelyn Spence, LL.B., CIC.C, Corporate Secretary

## BRIEFING NOTE: For decision

National Position Statements		3.2
Purpose:	To approve new and updated National Position Statements	
Link to the Strategic Plan/Purposes:	Operational imperative 5: Advocating to the federal government	
Link to the Corporate Risk Profile:	National collaboration (strategic risk) Reputation (operational risk) Sustainability of engineering regulation (strategic risk)	
Motion(s) to consider:	<p>a) <i>THAT the following new National Position Statement be approved:</i></p> <p style="padding-left: 40px;">i. <i>Unleashing Canada's potential: How engineers are essential to increasing Canada's productivity</i></p> <p>b) <i>THAT the following updated National Position Statement be approved:</i></p> <p style="padding-left: 40px;">i. <i>Qualifications-based selection</i></p>	
Vote required to pass:	Simple majority	
Transparency:	Open session	
Prepared by:	Joey Taylor, Manager, Public Affairs	
Presented by:	Gerard McDonald, Chief Executive Officer	

### Problem/issue definition

- National Position Statements (NPSs) are positions on key issues relating to the public interest. These are consensus positions of the provincial and territorial Engineering Regulators. These statements:
  - Represent the collective position of the engineering profession
  - Influence public policy
  - Facilitate discussion with government
  - Provide information for our Members and those of the engineering profession
- Engineers Canada's Public Affairs Advisory Committee (PAAC) is tasked with creating the NPSs. This committee is comprised of volunteers with multi-disciplinary backgrounds and expertise.
- Each year, PAAC develops NPSs on new and existing issues facing the engineering profession. In addition, PAAC works to update the current NPSs to ensure they remain up-to-date and relevant. This helps ensure that parliamentarians and the federal government consider the expertise of the engineering profession in policy-making.
- The current process for deciding which topics PAAC will be developing in the upcoming year starts with a discussion of the potential topics during PAAC's May meeting. This process includes reviewing all existing NPSs and deciding which ones require updating as part of the annual update cycle. The topics identified by PAAC are circulated for approval by the Engineers Canada Board and the CEO Group. Once approved, PAAC develops and/or updates the NPSs and presents them to the Engineers Canada Board and the Regulators for approval. The process for the identification and development of public policies supported by the Regulators is available in Board policy 9.3, *National Position Statements*.
- The NPSs for review at this meeting are linked to Operational imperative 5: Advocating to the Federal Government of the 2019-2021 Strategic Plan, and include:
  - A new position statement on:
    - Unleashing Canada's potential: How engineers are essential to increasing Canada's productivity
  - Updated existing statement:
    - Qualification-based selection

## Proposed action/recommendation

- That the Board approve the attached NPSs.
- Once approved, the NPSs will be made public on Engineers Canada's website and will be relied upon when Engineers Canada staff and volunteers consult with the federal government on these issues.

## Other options considered

- N/A

## Risks

- Should the NPSs not be approved, the advocacy strategy would be impacted until a unified approach is agreed upon.

## Financial implications

- N/A

## Benefits

- To the Regulators:
  - A national position on key issues is beneficial as these issues affect the Regulators and the regulation of the engineering profession. Regulators strongly benefit from unified national positions.
  - Engineers Canada will have a unified position on topics in which the federal government is heavily engaged; therefore, it will potentially increase our profile with parliamentarians and senior federal officials.
- To the engineering profession:
  - These national positions provide clarity of the role of the engineering profession in helping tackle these current issues.
- To others (public, government, higher education institutions, individual engineers, etc.):
  - These national positions will provide the federal government with awareness on issues that Engineers Canada is currently working on that are linked to the federal government's mandate.

## Consultation

- Our multi-disciplinary PAAC, Regulators (via the CEOs), and the Engineers Canada Board Directors were asked, by email, to review and provide comments and updates to the presented NPSs; 5 of the 12 Regulators and 1 Director responded with comments via e-mail.
- There were no objections or concerns regarding the engineering profession's position as laid out in the NPSs being presented.

## Next steps (if motion approved)

- The NPSs will be made public on Engineers Canada's website and will be relied upon when consulting with the federal government on these issues.

## Appendices

- **Appendix 1:** NPSs for approval – Marked up (track change) versions highlight areas of adjustment resulting from Consultation feedback, and clean copies

Mark-up copy



# National Position Statements

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Unleashing Canada’s Potential: How Engineers Are Essential to Increasing Canada’s Productivity..... 2

Qualifications-Based Selection ..... 5

# Unleashing Canada's Potential: How Engineers Are Essential to Increasing Canada's Productivity

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## The engineering profession's position

- Canada's lower productivity relative to some of its peers and its slower growth in productivity jeopardizes the quality of life for Canadians and the Canadian economy.
- Engineers play a key role in enhancing overall growth, productivity, and innovation leading to development of a country's workforce and economy—important factors in maintaining and improving the quality of life for its citizens.
- Increasingly, the federal government must promote and invest in activities that accelerate increases in Canadian productivity in research and development (R&D, innovation, and technology). These investments lead to the creation of more productive goods and services and a growth in productivity. Engineers are key drivers of innovation and productivity growth and must be involved at all stages.

## The challenge(s)

Productivity is the most important determinant of a country's per capita income over the long term. Productivity measures the efficiency with which an economy transforms inputs into outputs. The least complex are partial measures of productivity that consider a single input, such as labour or capital. More complex measures consider more than one input simultaneously; for example, labour and capital taken together.<sup>1</sup> Countries that are increasingly productive are surpassing Canada on measures such as income per capita, innovation, supply chain logistics, and the quality of social programs. Falling behind on these and other matters greatly stunts Canada's overall productivity growth and productivity levels, which consequently impacts Canada's competitive workforce and national economy. In 2021, The Conference Board of Canada highlighted how Canada's labour productivity growth has been lower than that of top countries for many decades, which has hurt Canada's overall global competitiveness.<sup>2</sup> Not only does Canada have a lower overall productivity than many of its peers, but its annual growth in productivity is also less than most of its peers. Based on this, Canada will fall behind at a faster rate if current trends do not change.

Maximizing productivity across Canadian industries and public infrastructure is a critical factor in ensuring sustained economic growth, enhanced living standards, and improved international competitiveness. Falling behind our peer countries at a faster rate will eventually erode our current living standards. Statistics Canada outlined that in the second half of 2020, five key industries provided significant value-add to the national economy through their high rate of labour productivity.<sup>3</sup> They included mining,

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<sup>1</sup> Statistics Canada (2014). "What is Productivity?" Retrieved September 23, 2021 from: <https://www150.statcan.gc.ca/n1/pub/15-206-x/15-206-x2014038-eng.htm>.

<sup>2</sup> The Conference Board of Canada. (2021). "Labour Productivity Growth." Retrieved July 27, 2021 from: [Labour Productivity: Measuring productivity in Canada \(conferenceboard.ca\)](https://www.conferenceboard.ca/~/media/Files/2021/07/Labour-Productivity-Measuring-productivity-in-Canada-conferenceboard.ca).

<sup>3</sup> Statistics Canada (2021). "Impacts of the COVID-19 Pandemic on Productivity Growth in Canada." Retrieved July 28, 2021 from: <https://www150.statcan.gc.ca/n1/pub/36-28-0001/2021005/article/00004-eng.htm>.

quarrying, oil and gas extraction, manufacturing, and transportation, all of which are dependent on the unbiased advice and expertise of the engineering profession in Canada. We must take the successes of these sectors and apply them to other sectors of our economy. Engineers play a key role in enhancing the overall growth, productivity, and development of a country's workforce and economy, as well as improving the quality of life for citizens. There is an important connection between a country's engineering capacity and its overall productivity and economic development. One key area for increased productivity across Canada comes from investing in public infrastructure projects that substantially increase productivity to spark economic stimulus. For example, through a well-developed transportation infrastructure system, countries are better able to get goods and services to market and to increase job creation. Likewise, sustainable digital infrastructure allows for the free flow of information, ensuring that businesses and essential services can communicate effectively and make timely decisions.<sup>4</sup> With public infrastructure and technological advancements being a cornerstone of effective economic stimulus and productivity, it becomes vital that the federal government engage licensed professionals, including engineers, as economic recovery plans, which include plans for accelerating productivity, are implemented.

### How Engineers Canada has contributed

Engineers have and will continue to play an important role in the immediate, short-, and long-term economic recovery and accelerating productivity in Canada. Cooperation and collaboration between the engineering profession and the federal government is invaluable in accomplishing increased productivity and economic stimulus across Canada. Some of Engineers Canada's work that supports accelerating productivity includes:

- Informing the federal government of the role of the engineering profession in Canada's long-term economic recovery post-COVID-19.
- Through its accreditation standards, ensuring that new Canadian engineering graduates have the modern skills that enable leading edge productivity enhancements in the many aspects of Canadian society where engineering plays important roles.
- Advancing the attraction, retention, and equitable participation of women and Indigenous Peoples, ~~Black and other racialized people, LGBTQ2S+ persons, and person with disabilities~~ in Canada's high-productivity sectors through our [30 by 30](#) and other equity, diversity, and inclusion initiatives. Increased diversity within the engineering profession provides significant benefits to Canadians by delivering a solution to overcoming skills shortages, increased innovation capacity, and a greater return on human resource investment.
- Commitment to increasing diversity in leadership positions through the federal government's 50-30 Challenge.
- Providing key recommendations to various [House of Commons and Senate standing committees](#).

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<sup>4</sup> Royal Academy of Engineering (2016). "Engineering and economic growth: a global view." Retrieved July 29, 2021 from: <https://www.raeng.org.uk/publications/reports/engineering-and-economic-growth-a-global-view>.

## Recommendations to the federal government

The federal government should:

- Create a plan to increase Canada's productivity at a rate faster than Canada's peers. It must do so if it is to at least maintain its citizens' current standard of living.
- Change Canada's regulatory framework to promote innovation and accelerating productivity.
- Increase productivity through the acceleration of projects promised under the *Investing in Canada Plan* and other federal-provincial legacy programs. The acceleration of project approvals will result in job creation and productivity.
- Continued investment in research and development (R&D) and innovation in Canada. Research stimulates innovation, with improved innovation leading to the creation of new goods and services, and labour and growth productivity. The technology sector is a key driver of Canada's economic competitiveness on the global stage. Engineers are at the forefront of many technology companies and are key drivers of innovation and productivity growth.
- Continued collaboration with the engineering profession in supporting improvements in equity, diversity, and inclusion in the engineering profession.

## How Engineers Canada will contribute

With its network of expert volunteers, Engineers Canada will:

- Provide advice on funding priorities for innovation and productivity in existing and emerging engineering disciplines.
- Continue to upgrade engineering accreditation standards that will enhance the ability of new engineering graduates to contribute to Canada improving productivity at a faster rate.
- Continue working with the provincial and territorial engineering regulators to improve equity, diversity, and inclusion in the engineering profession to increase innovation and accelerate productivity.
- Provide advice in the early stages and facilitate the development of legislation and federal regulatory frameworks that promote accelerating productivity.
- Participate in government forums, national roundtables, and appear before House of Commons and Senate committees to advance policies that support accelerating productivity.

# Qualifications-Based Selection

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## The engineering profession's position

- In the interest of public safety and to maximize the value of capital investments, companies and governments should adopt policies requiring that qualifications-based selection be used for the procurement of services for engineering works.
- ~~Often, cheapest price gets mistaken for best value.~~ Qualifications-based selection policies and processes for procuring engineering works maximize the value of the engineer's contribution to a project while reducing the project's life cycle costs. It emphasizes quality, fosters innovation, and generates real savings in construction, operations, and maintenance, saving money for Canadians while optimizing public safety and a high quality of life through reliable and effective service.
- ~~The value gained from considering life cycle costs includes reduced maintenance and operations costs and increased life of an asset that reduces replacement costs.~~

## The challenge(s)

The procurement of services related to engineering works in the public sector is most often obtained through public tendering. Government purchases are driven by policies designed to ensure transparency and value. The service is described in detail in a tender document and sealed bids are invited. In many cases, the lowest bid receives the contract. The appeal for the initial-price design solution appears to override the value that can be gained from considering life cycle costs. Life cycle costs is an approach that assesses the total cost of an asset over its life cycle including initial capital costs, maintenance costs, operating costs, and the asset's residual value at the end of its service.<sup>5</sup> Positive impacts that are associated with considering life cycle costs include reduced maintenance and operations costs and increased life of an asset thereby reducing replacement costs.

A selection method that attaches an overriding significance to infrastructure costs, ~~such as the cost of engineering fees,~~ can result in a situation where design-time limitations restrict the licensed engineer's professional autonomy to find the best solution to improve infrastructure and protect public safety. Value is achieved when design alternatives are evaluated based on their life cycle costs. It is during the design phase that both construction and operations cost savings are most easily achieved.

Life cycle costing is critical since public infrastructure projects are long-term investments that are paid for with public funds. It is imperative that the most qualified firm is chosen for important projects that impact Canadian communities and the natural environment.

~~The most appropriate solution is not necessarily the cheapest design solution.~~ An engineer's ability to devise the most appropriate solution depends on experience and training. A selection process, as outlined by the [National Guide to Sustainable Municipal Infrastructure \(InfraGuide\)](#), should include:

- The selection of an individual or team that is best qualified to undertake a particular assignment.
- The selection of an experienced team to develop the scope of services to ensure all opportunities for adding client value through the whole life cycle are provided for within the project.

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<sup>5</sup> Whole Building Design Guide (2016). "Life-Cycle Cost Analysis (LCCA)." Retrieved September 23, 2021 from: <https://www.wbdg.org/resources/life-cycle-cost-analysis-lcca>.



Qualifications-based selection is a transparent procurement process used for the selection of architectural and engineering services for public infrastructure and construction projects. Under this system, the infrastructure owner considers a variety of competing engineering professionals and selects a qualified firm, and then negotiates the project scope of work, schedule, budget, and fees. This approach does not preclude the consideration of price in the process. Rather, it encourages consideration of price within a more meaningful context by bringing the fee into the equation after the scope of work has been jointly established and agreement reached with the top-ranked firm. Public investments should be transparent and return the greatest possible value for money. Qualifications based selection encourages innovation and provides better value to taxpayers and ratepayers on capital investments and provides accountability by ensuring that fees will directly correspond to the level of service and the value of deliverables to be provided.

### Recommendations to the federal government

The federal government should adopt policies that require that qualifications-based selection be used for the procurement of all engineering services and ensure sustainable infrastructure across Canada. The federal government must:

- Ensure that only qualified and experienced engineering professionals across Canada are selected for public infrastructure and construction projects.
- Inform and educate infrastructure owners to understand the importance of selecting qualified and experienced engineering professionals for public infrastructure and construction projects.
- Ensure that qualifications-based selection is used in any legislation or regulations that refer to engineering work and the procurement of all engineering services across Canada.
- Work with provinces, territories, and municipalities to develop and adopt a national standard for qualifications-based selection for procurement or incorporate such principles into existing documents and provincial and territorial equivalents.
- Adopt a qualifications-based selection approach for the procurement of engineering services as a post-COVID-19 economic recovery tool.

In addition, a national framework should include the implementation of policies that require qualifications-based selection to be used for the procurement of all infrastructure-related projects and services and include climate resilience as a requirement. This will benefit Canadian taxpayers through improved reliability, climate resiliency, safety, and long-term savings through the entire life cycle of infrastructure.

### How Engineers Canada will contribute

Engineers Canada will continue to:

- Collaborate with the Association of Consulting Engineering Companies – Canada ~~governments, and the provincial and territorial engineering regulators to~~ to promote and educate the federal government and other levels of government on the benefits of qualifications-based selection processes.
- Call for the federal government to adopt a competitive qualifications-based selection process, such as that described in the 2006 National Guide to Sustainable Municipal Infrastructure's document [\*Selecting a Professional Consultant\*](#), to be used by infrastructure owners and investors.

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# National Position Statements

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Unleashing Canada’s Potential: How Engineers Are Essential to Increasing Canada’s Productivity..... 2

Qualifications-Based Selection ..... 5



quarrying, oil and gas extraction, manufacturing, and transportation, all of which are dependent on the unbiased advice and expertise of the engineering profession in Canada. We must take the successes of these sectors and apply them to other sectors of our economy. Engineers play a key role in enhancing the overall growth, productivity, and development of a country's workforce and economy, as well as improving the quality of life for citizens. There is an important connection between a country's engineering capacity and its overall productivity and economic development. One key area for increased productivity across Canada comes from investing in public infrastructure projects that substantially increase productivity to spark economic stimulus. For example, through a well-developed transportation infrastructure system, countries are better able to get goods and services to market and to increase job creation. Likewise, sustainable digital infrastructure allows for the free flow of information, ensuring that businesses and essential services can communicate effectively and make timely decisions.<sup>4</sup> With public infrastructure and technological advancements being a cornerstone of effective economic stimulus and productivity, it becomes vital that the federal government engage licensed professionals, including engineers, as economic recovery plans, which include plans for accelerating productivity, are implemented.

### **How Engineers Canada has contributed**

Engineers have and will continue to play an important role in the immediate, short-, and long-term economic recovery and accelerating productivity in Canada. Cooperation and collaboration between the engineering profession and the federal government is invaluable in accomplishing increased productivity and economic stimulus across Canada. Some of Engineers Canada's work that supports accelerating productivity includes:

- Informing the federal government of the role of the engineering profession in Canada's long-term economic recovery post-COVID-19.
- Through its accreditation standards, ensuring that new Canadian engineering graduates have the modern skills that enable leading edge productivity enhancements in the many aspects of Canadian society where engineering plays important roles.
- Advancing the attraction, retention, and equitable participation of women and Indigenous Peoples, in Canada's high-productivity sectors through our [30 by 30](#) and other equity, diversity, and inclusion initiatives. Increased diversity within the engineering profession provides significant benefits to Canadians by delivering a solution to overcoming skills shortages, increased innovation capacity, and a greater return on human resource investment.
- Commitment to increasing diversity in leadership positions through the federal government's 50-30 Challenge.
- Providing key recommendations to various [House of Commons and Senate standing committees](#).

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<sup>4</sup> Royal Academy of Engineering (2016). "Engineering and economic growth: a global view." Retrieved July 29, 2021 from: <https://www.raeng.org.uk/publications/reports/engineering-and-economic-growth-a-global-view>.

## Recommendations to the federal government

The federal government should:

- Create a plan to increase Canada's productivity at a rate faster than Canada's peers. It must do so if it is to at least maintain its citizens' current standard of living.
- Change Canada's regulatory framework to promote innovation and accelerating productivity.
- Increase productivity through the acceleration of projects promised under the *Investing in Canada Plan* and other federal-provincial legacy programs. The acceleration of project approvals will result in job creation and productivity.
- Continued investment in research and development (R&D) and innovation in Canada. Research stimulates innovation, with improved innovation leading to the creation of new goods and services, and labour and growth productivity. The technology sector is a key driver of Canada's economic competitiveness on the global stage. Engineers are at the forefront of many technology companies and are key drivers of innovation and productivity growth.
- Continued collaboration with the engineering profession in supporting improvements in equity, diversity, and inclusion in the engineering profession.

## How Engineers Canada will contribute

With its network of expert volunteers, Engineers Canada will:

- Provide advice on funding priorities for innovation and productivity in existing and emerging engineering disciplines.
- Continue to upgrade engineering accreditation standards that will enhance the ability of new engineering graduates to contribute to Canada improving productivity at a faster rate.
- Continue working with the provincial and territorial engineering regulators to improve equity, diversity, and inclusion in the engineering profession to increase innovation and accelerate productivity.
- Provide advice in the early stages and facilitate the development of legislation and federal regulatory frameworks that promote accelerating productivity.
- Participate in government forums, national roundtables, and appear before House of Commons and Senate committees to advance policies that support accelerating productivity.

# Qualifications-Based Selection

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## The engineering profession's position

- In the interest of public safety and to maximize the value of capital investments, companies and governments should adopt policies requiring that qualifications-based selection be used for the procurement of services for engineering works.
- Qualifications-based selection policies and processes for procuring engineering works maximize the value of the engineer's contribution to a project while reducing the project's life cycle costs. It emphasizes quality, fosters innovation, and generates real savings in construction, operations, and maintenance, saving money for Canadians while optimizing public safety and a high quality of life through reliable and effective service.

## The challenge(s)

The procurement of services related to engineering works in the public sector is most often obtained through public tendering. Government purchases are driven by policies designed to ensure transparency and value. The service is described in detail in a tender document and sealed bids are invited. In many cases, the lowest bid receives the contract. The appeal for the initial-price design solution appears to override the value that can be gained from considering life cycle costs. Life cycle costs is an approach that assesses the total cost of an asset over its life cycle including initial capital costs, maintenance costs, operating costs, and the asset's residual value at the end of its service.<sup>5</sup> Positive impacts that are associated with considering life cycle costs include reduced maintenance and operations costs and increased life of an asset thereby reducing replacement costs.

A selection method that attaches an overriding significance to infrastructure costs, can result in a situation where design-time limitations restrict the licensed engineer's professional autonomy to find the best solution to improve infrastructure and protect public safety. Value is achieved when design alternatives are evaluated based on their life cycle costs. It is during the design phase that both construction and operations cost savings are most easily achieved.

Life cycle costing is critical since public infrastructure projects are long-term investments that are paid for with public funds. It is imperative that the most qualified firm is chosen for important projects that impact Canadian communities and the natural environment.

An engineer's ability to devise the most appropriate solution depends on experience and training. A selection process, as outlined by the [National Guide to Sustainable Municipal Infrastructure \(InfraGuide\)](#), should include:

- The selection of an individual or team that is best qualified to undertake a particular assignment.
- The selection of an experienced team to develop the scope of services to ensure all opportunities for adding client value through the whole life cycle are provided for within the project.

Qualifications-based selection is a transparent procurement process used for the selection of architectural and engineering services for public infrastructure and construction projects. Under this system, the infrastructure owner considers a variety of competing engineering professionals and selects a qualified

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<sup>5</sup> Whole Building Design Guide (2016). "Life-Cycle Cost Analysis (LCCA)." Retrieved September 23, 2021 from: <https://www.wbdg.org/resources/life-cycle-cost-analysis-lcca>.

firm, and then negotiates the project scope of work, schedule, budget, and fees. This approach does not preclude the consideration of price in the process. Rather, it encourages consideration of price within a more meaningful context by bringing the fee into the equation after the scope of work has been jointly established and agreement reached with the top-ranked firm. Public investments should be transparent and return the greatest possible value for money. Qualifications based selection encourages innovation and provides better value to taxpayers and ratepayers on capital investments and provides accountability by ensuring that fees will directly correspond to the level of service and the value of deliverables to be provided.

### Recommendations to the federal government

The federal government should adopt policies that require that qualifications-based selection be used for the procurement of all engineering services and ensure sustainable infrastructure across Canada. The federal government must:

- Ensure that only qualified and experienced engineering professionals across Canada are selected for public infrastructure and construction projects.
- Inform and educate infrastructure owners to understand the importance of selecting qualified and experienced engineering professionals for public infrastructure and construction projects.
- Ensure that qualifications-based selection is used in any legislation or regulations that refer to engineering work and the procurement of all engineering services across Canada.
- Work with provinces, territories, and municipalities to develop and adopt a national standard for qualifications-based selection for procurement or incorporate such principles into existing documents and provincial and territorial equivalents.
- Adopt a qualifications-based selection approach for the procurement of engineering services as a post-COVID-19 economic recovery tool.

In addition, a national framework should include the implementation of policies that require qualifications-based selection to be used for the procurement of all infrastructure-related projects and services and include climate resilience as a requirement. This will benefit Canadian taxpayers through improved reliability, climate resiliency, safety, and long-term savings through the entire life cycle of infrastructure.

### How Engineers Canada will contribute

Engineers Canada will continue to:

- Collaborate with the Association of Consulting Engineering Companies – Canada to promote and educate the federal government and other levels of government on the benefits of qualifications-based selection processes.
- Call for the federal government to adopt a competitive qualifications-based selection process, such as that described in the 2006 National Guide to Sustainable Municipal Infrastructure's document [Selecting a Professional Consultant](#), to be used by infrastructure owners and investors.

## BRIEFING NOTE: For decision

Annual Strategic Performance Report		4.1
Purpose:	To approve the 2021 Annual Strategic Performance Report	
Link to the Strategic Plan/Purposes:	Board responsibility: Hold itself, its Directors, and its Direct Reports accountable Board responsibility: Provide ongoing and appropriate strategic direction	
Link to the Corporate Risk Profile:	Governance functions (strategic risk)	
Motion(s) to consider:	<i>THAT the Board approve the 2021 Annual Strategic Performance Report, for circulation to the Members for information at the 2022 Annual Meeting of Members.</i>	
Vote required to pass:	Simple majority	
Transparency:	Open session	
Prepared by:	Board committees Gerard McDonald, Chief Executive Officer	
Presented by:	Gerard McDonald, Chief Executive Officer	

### Issue definition

- The Annual Strategic Performance Report highlights to Members how the Engineers Canada Board and its Direct Reports are progressing toward achieving objectives and outcomes set in the [2019-2021 Strategic Plan](#).
- The Board must report to the Regulators, annually, and demonstrate to the Members that they are providing appropriate governance of the organization and are achieving their own responsibilities.

### Proposed action/recommendation

- That the Board approve the report, with amendments if necessary, so that it can be provided to the Members for information at their Annual Meeting of Members (AMM) in May 2022.

### Other options considered:

- No other options were considered. This is the accountability and reporting plan that the Board put into place in 2018 as an outcome of the [Governance, Strategic Planning, and Consultation project](#).

### Risks

- Failing to report progress and demonstrate accountability to the Members could lead to a loss of trust.

### Financial implications

- None.

### Benefits

- The development, review, and concurrence of an annual strategic performance report provides an opportunity for the Board to reflect on its performance and that of the organization.
- The Annual Strategic Performance Report demonstrates to the Regulators that the Board members understand who they are accountable to, and that they are committed to their role of delivering value to the Regulators.



## Consultation

- The 2019-2021 Strategic Plan and its objectives and outcomes resulted from extensive consultation with Regulators and was approved by them in May 2018.
- This report on progress towards achieving those objectives and outcomes was developed by staff and volunteers, with the Governance, FAR, and HR committees reviewing their results, in respect of their specific Board responsibilities, to ensure accuracy.
- The primary consultation is the Board meeting, where Directors will agree on what level of achievement to report to the Regulators.

## Next steps (if motion approved)

- Based on input from the Board, staff will finalize (and amend, if necessary) the 2021 Annual Strategic Performance Report, and ensure that it is included in the agenda materials for the 2022 AMM.
- The introductory letter will be drafted by staff and approved by the Engineers Canada President.

## Appendices

- **Appendix 1:** 2021 Annual Strategic Performance Report



# 2021 Engineers Canada Annual performance report

## Introduction

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*This is where the introductory letter goes, once the report is approved by the Board.*

Photo of Danny goes  
here

Sincerely,

Danny Chui, FEC, P.Eng.  
President  
Engineers Canada













“Pull quote goes here.

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## Summary of 2021 performance

	Q1		Q2		Q3		2021	
	Objectives	Outcomes	Objectives	Outcomes	Objectives	Outcomes	Objectives	Outcomes
Strategic priorities								
SP1 Accreditation Improvement Program	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
SP2 Accountability in Accreditation	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
SP3 Recruitment, Retention, and Professional Development of Women in the Profession	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
SP4 Competency Based Assessment Project	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
Operational imperatives								
OP1 Accreditation	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
OP2 Regulator relationships	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
OP3 Services and tools (QB and NMDB)	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
OP4 National programs (affinity, devolving PIEVC and IRP)	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
OP5 Advocating to the federal government	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
OP6 Monitoring, researching, and advising	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
OP7 International mobility	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
OP8 Promotion and outreach	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
OP9 Diversity	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
OP10 Protecting official marks	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶	▶▶▶▶
Board responsibilities								
BR1 Hold itself, its Directors, and its Direct Reports accountable							▶▶▶▶	▶▶▶▶
BR2 Sustain a process to engage with Regulators through regular communication that facilitates input, evaluation, and feedback							▶▶▶▶	▶▶▶▶
BR3 Provide ongoing and appropriate strategic direction							▶▶▶▶	▶▶▶▶
BR4 Ensure the development and periodic review of Board policies							▶▶▶▶	▶▶▶▶
BR5 Ensure the CEO maintains and acts on a robust and effective risk management system which reflects the Board’s risk tolerance level and directs Board-approved mitigation strategies							▶▶▶▶	▶▶▶▶
BR6 Provide orientation of new Directors, and continuing development of Directors and others who work closely with the Board							▶▶▶▶	▶▶▶▶

## Legend


Scoring	
Assessment of the progress of the annual objectives:	Assessment of the probability of achieving the intended strategic outcomes by the end of the strategic plan period:
 100% (i.e. all objectives have been achieved)	 100% (i.e. the outcomes have been achieved)
 90 to 100% of the initiatives are on track	 90 to 99% probability of achieving the intended outcomes
 70 to 89% of the initiatives are on track	 80 to 89% probability of achieving the intended outcomes
 Some disruption; close monitoring required. 50 to 69% of the initiatives are on track	 70 to 79% probability of achieving the intended outcomes
 Significant disruption; close monitoring required. The majority of the initiatives are not on track	 60 to 69% probability of achieving the intended outcomes
 Obstacles being encountered that put progress and success at risk; corrective action required	 Less than 60% probability of achieving the intended outcomes

## SP1: Accreditation Improvement Program

Accountability: CEO

Weight: 4 (highest)

Annual Objectives: 

Strategic Outcomes: 

### Intended outcomes:

- Improved performance of the accreditation management process.
- Improved performance of the Enrolment and Degrees Awarded Survey process.
- Improved stakeholder consultation process associated with accreditation management and Enrolment and Degrees Awarded Survey processes.
- Improved user experience(s) associated with accreditation management and the Enrolment and Degrees Awarded Survey. This includes both operationally and for those stakeholders directly involved in these processes.
- Improved reliability of accreditation and the Enrolment and Degrees Awarded Survey.
- Users are enabled to more quickly adopt changes to the accreditation management and Enrolment and Degrees Awarded Survey Processes.
- Sustainable methods are established to ensure ongoing operational continual improvement.

### Probability of achieving the intended outcomes by December 2021

- Five (5) intended outcomes have been achieved: sustainable methods of ongoing continual improvement have been operationalized; the Enrolment and Degree Awarded (EDA) Survey process has improved reliability, user experience and performance; and the stakeholder consultation process for the EDAS work was also improved.
- We remain confident that the Tandem accreditation management process will offer improved reliability and performance and will enable users to more quickly adopt changes. Tandem is being developed with ongoing stakeholder consultation through an advisory team of users, and feedback to date has been positive.
- Tandem will launch for data collection in September 2022, and full achievement of all outcomes will be achieved once all higher education institutions (HEIs) have transitioned to the new system – a process that will take six years given our accreditation cycles.

### 2021 Objectives:

- Update the data management system based on lessons learned from the prior release.
- Training for all affected stakeholders.
- Capture and incorporate ongoing improvements.
- Implement accreditation management system (Tandem) considering the needs of HEIs and Engineers Canada. Plan the transition of the accreditation management system.
- Design, build, and plan implementation of improvements to Engineers Canada’s accreditation volunteer management process, ensuring alignment to the Engineers Canada’s volunteer management process.

### Achievement of the objectives:

- Data management system was used for the Enrolment and Degrees Awarded Survey, with improvements based on previous years.
- While initial Tandem functionality has been delivered by the vendor and tested by Engineers Canada staff, four (4) enhancements are underway to reduce the data entry burden for programs and leverage new system functionality. As a result, Tandem will be implemented for accreditation in Q4 2022. This approach will involve end-to-end internal and external testing, mock accreditation reviews, and curriculum assessments to test the system in real-world application. Tandem activities related to training, implementation and change management are therefore deferred to Q1 2022.
- The continual improvement process has been operationalized and is being managed by the accreditation team.
- Work on the accreditation volunteer management process are now being developed and implemented by the organization-wide Volunteer Management Project.

**Comments:**

The Tandem accreditation system did not launch this year due to 2019 and 2020 delays associated with vendor resources, which have now all been resolved. Given disruption at HEIs due to COVID-19, a system launch in 2022 offers advantages in terms of minimizing CEAB-changes imposed on the HEIs. The system will launch for accreditation data collection in Q4 2022, with decisions for the 2022/2023 visit cycle all being supported by Tandem.

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## SP2 Accountability in accreditation

Accountability: CEAB

Weight: 4 (highest)

Annual Objectives: 

Strategic Outcomes: 

### Intended outcomes:

- The criteria established by the Accreditation Board are data-driven, reflect the requirements of the Regulators, and support excellence in engineering education.
- Engineering Regulators are provided with annual, data-driven reporting that demonstrates that the CEAB measures transparency and effectiveness, enabling clarity of conversations around potential improvements and changes.
- Higher education institutions (HEIs):
  - Understand and recognize that the CEAB is taking them through a structured, rigorous, and fair process.
  - Feel supported in their efforts to incorporate educational innovation into their programs in a timely manner.
  - Report greater knowledge and predictability of accreditation visits and decisions, and satisfaction with the Accreditation Board's collaborative approach to change.

### Probability of achieving the intended outcomes by December 2021

- The intended outcomes have been mostly achieved.
- The first report of the Accountability in Accreditation enables clarity of conversations around potential improvements and changes and provides evidence of Regulatory, CEAB and HEI perceptions of and trust in the CEAB.
- However, the demands on HEIs and their requests of the CEAB have greatly increased throughout the COVID-19 pandemic period. Despite the fact that the CEAB's work related to COVID-19 accommodations has demonstrated a collaborative approach to change, HEIs continue to request even more support and a faster rate of change in accreditation criteria and processes turn-arounds. Given the volunteer structure of the CEAB and the lengthy cycle of accreditation, this has not been achievable.

### 2021 Objectives:

- Complete first annual measurement, initiated in 2020.
- Report on the first measurement cycle.
- Review measures and measurement process based on lessons learned or feedback from stakeholders.
- Begin data collection for second measurement cycle.

### Achievement of the objectives:

- The first report of the Accountability in Accreditation Committee was released in 2021 and presented to the CEAB. The Policies & Procedures Committee is now evaluating the recommendations and how to incorporate them into their work plan.
- Data collection for the second measurement cycle is underway.
- Due to the low response rate (only 4 programs were visited due to COVID-19), after a review of the measures and measurement process, the Committee elected to leave the system as is until it has been used by a larger number of HEIs.


### Comments:

We will continue to work on outcomes related to the HEIs' perception of the timeliness, flexibility and support provided by the accreditation system as they incorporate education innovations into their programs through the 2022-2024 accreditation strategic priority, *Investigate and validate the purpose and scope of accreditation*.



## SP3 Recruitment, retention, and professional development of women in the profession

Annual Objectives: 

Strategic Outcomes: 

Accountability: CEO

Weight: 4 (highest)

### Intended outcomes:

- A national program with high visibility among targeted stakeholders.
- Engineering Regulators are provided the opportunity to fully participate in the program.
- Barriers to entry and retention for women in the profession are understood and mechanisms for addressing them are developed to be applied both nationally and with Regulators in their provinces and territories.

### Probability of achieving the intended outcomes by December 2021

- Outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.

### 2021 Objectives:

- Complete review and refinement of actions in action plans for recruitment, retention, and professional development.
- Complete roll-out of equity, diversity, and inclusion training for Board, CEOs, CEAB and CEQB.
- Make equity, diversity, and inclusion training module available to Regulators.
- Work with Engineering Deans Canada (EDC) to expand the 30 by 30 network to include all higher education institutions (HEIs).
- Distribute Engendering Success in STEM research results to Regulators and engineering stakeholders.
- Support 30 by 30 working groups.
- Promote DiscoverE Persist series, International Women in Engineering Day, and the memorial on December 6.
- Publish report on Regulator EIT/MIT best practices, licensure assistance programs and employer awareness programs on Engineers Canada's public website.
- Develop a national communication plan for 30 by 30.
- Publish, for the use of the Board and the Regulators, an aspirational scorecard for 30 by 30 with yearly targets.
- Collect and share Regulator best practices.

### Achievement of the objectives:

- Completed review and refinement of actions in action plans for recruitment, retention, and professional development.
- Completed roll-out of equity, diversity, and inclusion training for Board and CEOs. Training for CEAB and CEQB was postponed due to COVID-19 and is being planned for 2022-2023.
- Developed content and hired consultant to create an online equity, diversity, and inclusion training module. Engineers Geoscientists BC volunteered to host course on their learning management system (LMS), which is scheduled to be launched in Q1 2022 and available to engineers across the country.
- Worked with Engineering Deans Canada (EDC) to expand the 30 by 30 network to include all higher education institutions (HEIs). Currently, 65% of HEIs have appointed 30 by 30 Champions.
- Distributed Engendering Success in STEM research results to Regulators and engineering stakeholders.
- Supported the 30 by 30 working groups.
- Promoted the DiscoverE Persist series, International Women in Engineering Day, and the December 6 memorial.
- In Q1 2021, presented and published GBA+ report on Regulator EIT/MIT/engineering intern best practices, licensure assistance programs and employer awareness programs to the Board.
- Hired consultant to refresh 30 by 30 branding and style guide.
- Developed communication plan for 2022 National 30 by 30 Conference.

- 
- In Q1 2021, presented to the Board, for use by the Regulators, an aspirational scorecard for 30 by 30. Following the publication of the scorecard, the section for yearly targets was removed based on feedback from Regulators.
  - Regulator best practices were collected and shared as part of the development and publication of the GBA+ report on Regulator EIT/MIT/engineering intern best practices, licensure assistance programs and employer awareness programs to the Board.
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**Comments:**


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## SP4 Competency Based Assessment (CBA) project

Accountability: CEO

Weight: 2

Annual Objectives: 

Strategic Outcomes: 

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### Intended outcomes:

- The administrative burden of processing applicants is reduced for Regulator staff.
- Applicants have greater clarity regarding the engineering work experience requirement and how to report their work experience.
- Applicants and validators report greater confidence in their own assessments.
- Application processing resources are refocused on only those applicants requiring additional assistance.

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### Probability of achieving the intended outcomes by December 2021

- Regulators already using the system report that the outcomes are achieved. We therefore remain extremely confident that the intended outcomes will be achieved by February 2022 for all participating Regulators, once the French system is fully operational.

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### 2021 Objectives:

- The online competency-based assessment system and accompanying Working in Canada seminar are translated to French.
- Project completion and closeout.

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### Achievement of the objectives:

- Engineers and Geoscientists BC has completed work on all major deliverables, and the system is operational and in use by five (5) Regulators (four (4) other Regulators use the same competencies with a different tool).
- The French translation of the tool is complete, while translation of the Working in Canada seminar will be completed in January 2022.
- The project closeout and hand-off of operations to Engineers and Geoscientists BC is complete.

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### Comments:

The project was not completed in 2021 due to the scope of the translation work, which was larger than anticipated. All translation will be completed in January 2022 and the project will be completed and closed in February 2022.


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## OP1 Accreditation

Accountability: CEAB

Weight: 3

Annual Objectives: 

Strategic Outcomes: 

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### Intended outcomes:

- Ensure the Canadian accreditation process is credible in the eyes of Regulators, higher education institutions (HEIs), and engineering students to effectively and efficiently accredit Canadian undergraduate engineering programs.
- 

### Probability of achieving the intended outcomes by December 2021

- Despite challenges from the COVID-19 pandemic, we remain confident that the process remains credible in the eyes of Regulators, HEIs, and students and will continue to do so through December 2021.
- 

### 2021 Objectives:

- Conduct accreditation business:
    - Visits to 79 programs (14 new programs) at 17 HEIs (11 English and 6 French).
    - Four (4) program decisions rendered for Canadian undergraduate engineering programs.
  - Develop and maintain accreditation policies:
    - General visitor's report template - decision.
    - Definition of engineering design - decision.
    - Amendment to Appendix 3 Interpretive statement on licensure expectations and requirements - decision.
    - On-site materials documentation requirements – decision.
    - Revised Policies & Procedures Committee's terms of reference – decision.
    - Develop appropriate ways within the accreditation process to incorporate the goals of the 30 by 30 initiative – final recommendation.
    - Monitor the implementation plan of virtual CEAB visits to new programs.
    - Study how measures taken by programs to respond to the pandemic challenge are supported by the accreditation criteria.
- 

### Achievement of the objectives:

- All decisions and visits were completed as planned, with all visits taking place in a virtual modality.
  - The on-site materials document requirements, the definition of engineering design, and the amendment to the *Interpretive statement on licensure expectations and requirements* were completed.
  - Work is ongoing on the general visitor report template and incorporation of the 30 by 30 initiative. Both have been delayed due to priorities associated with pivoting to virtual visits.
  - The working group charged with considering the terms of reference of the Policies & Procedures Committee also continues its work, with results expected in 2022.
- 

### Comments:

Annual objectives continued to be severely disrupted by COVID-19, and the CEAB successfully pivoted to virtual visits and responded to challenges related to the pandemic this year.


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## OP2 Regulator relationships

Accountability: CEO

Weight: 3

Annual Objectives: 

Strategic Outcomes: 

### Intended outcomes:

- Sustain a high level of trust, engagement, and commitment between and among the Regulators.
- Facilitate the information exchange necessary to support a well-informed federation of Regulators that is able to act proactively in the best interests of engineering regulation in Canada.
- Support and facilitate the work of the CEO Group and the National Officials Groups in the regulation of the profession.
- Make available training materials and content on ethics and professionalism for Regulators' use in the development of their continuing professional development programs.

### Probability of achieving the intended outcomes by December 2021

- Outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.

### 2021 Objectives:

- Enable networking opportunities for the Regulator presidents within the context of regular Board meetings.
- Support an orientation program about Engineers Canada for the Regulator presidents, and other Engineers Canada and Regulator staff and volunteers.
- Support the CEO Group and their initiatives with four (4) meetings per year.
- Support the national officials' groups and their initiatives:
  - Two (2) National Admissions Officials Group (NAOG) meetings; one (1) National Discipline and Enforcement Officials (NDEOG) meeting; one (1) National Practice Officials Group (NPOG) meeting.
  - NAOG, NDEOG, NPOG: deliver current work plans, develop new work plans, participate in Consultations.
  - IT, Finance (NFOG), and Communications officials: host teleconferences and share information as requested.


### Achievement of the objectives:

- Presidents Group meetings were facilitated in conjunction with the February, May and October Board meetings.
- First-timer orientation sessions were provided for new presidents and CEOs, with sessions provided in February and October.
- The CEO Group met virtually four (4) times and held additional single-topic calls for as-needed information exchange throughout the year.
- The NAOG met twice virtually and held additional single-topic calls as needed.
- The NPOG met once virtually, with five additional calls during the year.
- The NDEOG met once virtually, with two additional calls during the year.
- The NFOG met four times virtually.

### Comments:

**OP3 Services and tools for regulation, practice, and mobility**Annual Objectives: 

Accountability: CEO and CEQB

Strategic Outcomes: 

Weight: 3

**Intended outcomes:**

- Enable the assessment of engineering qualifications:
  - Through the Qualifications Board, develop work products that enable the assessment of engineering qualifications (i.e., papers, model guides, and guidelines) and maintain examination syllabi, ensuring that both are timely and serve the needs of the Regulators and applicants for licensure.
  - Provide research into emerging areas of practice in support of Regulators in their decision making.
- Foster excellence in engineering practice and regulation:
  - Through the Qualifications Board, develop work products that foster excellence in engineering practice and regulation (i.e. papers, model guides, and guidelines), ensuring that they are timely and serve the needs of the Regulators and of practicing engineers.
- Facilitate mobility of practitioners within Canada:
  - Maintain, within the constraints and preferences of the Regulators, a shared database of engineers in Canada for the purposes of processing inter-provincial/territorial applications.
  - Through the Qualifications Board, develop work products that facilitate mobility (i.e. papers, model guides, and guidelines), are timely, and serve the needs of the Regulators.

**Probability of achieving the intended outcomes by December 2021**

- The outcome related to the national database of engineers is currently being achieved, and it is expected that it will be sustained up to and beyond December 2021.
- The outcomes related to the Qualifications Board's work products fostering excellence in engineering practice and regulation, national mobility, and the assessment of engineering qualifications are all currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.
- The outcome related to emerging areas of engineering practice is being addressed through the regulatory research portfolio, and it is expected that it will be sustained up to and beyond December 2021.

**2021 Objectives:**

- CEQB: Maintain examination syllabi:
  - New "aeronautical engineering and aerospace engineering syllabus" (carried forward from 2019).
  - Review of the 2004 [agricultural/biosystems/bioresource/food engineering syllabus](#) (carried forward from 2020).
  - Review of the 2010 [metallurgical engineering syllabus](#).
  - Review of the 2017 [computer engineering syllabus](#).
  - Review of the 2019 [software engineering syllabus](#).
- CEQB: Develop and maintain guidelines and papers:
  - New "public guideline for engineers and engineering firms on the topic of diversity and inclusion" (carried forward from 2020).
  - New "public guideline for engineers and engineering firms on the topic of Indigenous consultation and engagement".
  - New national feasibility study to identify alternative academic assessments for non-CEAB applicants.
  - Review of the 2016 [Engineers Canada Paper on software engineering](#) (carried forward from 2020).
- CEO: Maintain the national membership database (NMDB) for those Regulators who choose to update and/or access it:
  - Develop the new NMDB.

**Achievement of the objectives:**

CEQB

- Syllabi for computer engineering and software engineering were approved.
- Syllabi on aeronautical and aerospace engineering and metallurgical/materials engineering have been completed and are expected to be approved at the January 2022 CEQB meeting.
- Syllabi on agricultural/bioresource engineering and complementary studies are in progress.
- Work on the new guidelines on diversity and inclusion, and indigenous consultation, the national feasibility study, and the revised paper on software engineering are in progress.

CEO

- The development of the new NMDB is underway. Due to challenges in the contracting phase, development is expected to be completed in April 2022 with full launch by June 2022.
- 

**Comments:**

The work of the Qualifications Board includes many multi-year items which remain on schedule. The development of the NMDB is being supported by Regulators and will be ready for their use in Q2 2022.

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**OP4 National programs***Accountability: CEO**Weight: 1 (lowest)*Annual Objectives: Strategic Outcomes: **Intended outcomes:**

- Within the period of this plan, divest itself of programs which the Regulators consider are not within its mandate or which may be best served by other organizations. This includes the Public Infrastructure Engineering Vulnerability Committee (PIEVC) Protocol and Infrastructure Resilience Professional (IRP) training. In the future, it would be desirable if PIEVC and IRP were available to Canadian engineers but provided by more appropriate organizations.
- Affirm that Engineers Canada is not a designation body and stop offering IRP designations.
- Maintain sustainability in affinity products and services.

**Probability of achieving the intended outcomes by December 2021**

- Outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.

**2021 Objectives:**

- Market exercise and renewal process in collaboration with Hub (our broker) for the Secondary Professional Liability Insurance Program (SPLIP).
- Social media awareness campaign implemented for SPLIP.
- Monitor impact on Home/Auto insurance program in Alberta.
- Semi-annual reporting with Canada Life, Manulife, and TD Insurance. Results of reporting meetings shared.
- Review and negotiate Retention Agreement for the Term Life Program.
- Review and negotiate Retention Agreement for the Sickness & Accident Insurance Program.
- Determine feasibility of Travel Insurance as a product.
- Corporate insurance needs of the Regulators are met (i.e., D&O/E&O, Commercial Crime, Cyber).
- Experience review and pricing negotiations in collaboration with AON (our independent consultants) for the National Employee Benefits Group program.

**Achievement of the objectives:**

- The market exercise and renewal process in collaboration with Hub for the SPLIP was completed in Q1 2021. The SPLIP renewed on March 31, 2021, with the current insurer, AXA XL. The market exercise resulted in coverage enhancements and a 2% rate reduction (\$5.00 per member reduced to \$4.90 per member) guaranteed for a three-year term (March 31, 2021-March 31, 2024).
- The social media awareness campaign for SPLIP was implemented in Q2 2021. It was successful in driving an increase in traffic to the SPLIP pages (general SPLIP pages and whistleblower page) of the Engineers Canada website. Based on learnings, the fall campaign used Facebook and LinkedIn.
- The impact on the Home/Auto insurance program in Alberta was monitored monthly throughout 2021.
- Semi-annual reporting meetings with Canada Life, Manulife, and TD Insurance were held in Q2 and Q4. Results of the Q2 reporting meetings were shared. Results of the Q4 reporting meetings will be shared in Q1 2022.
- Key considerations for developing a Travel Insurance product were identified as part of determining feasibility.
- Corporate insurance needs of the Regulators were met (e.g. D&O/E&O, Commercial Crime, Cyber). All coverages were renewed in collaboration with Marsh (our broker) and the participating Regulators.
- An experience review and pricing negotiations have been completed in collaboration with Aon (our independent consultants) for the National Employee Benefits Group program.



**Comments:**


The objective to review and sign the negotiated Retention Agreement for the Accident & Sickness / Professional Retiree program and the Term Life program were not completed in 2021. Due to the significant increase in proposed expenses, Engineers Canada requested its consultant, Aon, to undertake a benchmarking exercise. This work is anticipated to be complete by the end of Q1 2022.

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## OP5 Advocating to the federal government

Annual Objectives: 

Accountability: CEO

Strategic Outcomes: 

Weight: 1 (lowest)

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### Intended outcomes:

- Advocate to the federal government to promote and advance the enactment of new demand-side legislation and prevent the erosion of existing federal legislation.
  - Engage and educate parliamentarians, senior federal officials, and all relevant agencies within the federal government to gain their confidence and develop their awareness of:
    - The responsibility of engineers to safeguard the public.
    - The benefits of engineering input into federal policy.
    - The positions and concerns of the engineering profession.
  - Inform Regulators of Engineers Canada's federal government advocacy activities and progress through a newly developed reporting mechanism.
- 

### Probability of achieving the intended outcomes by December 2021

- Outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.
- 

### 2021 Objectives:

- Provide Regulators with information about federal government proposals, actions, and policies that impact the profession.
  - Review existing national position statements and develop new evidence-based National Position Statements (NPSs) that provide views on matters of public policy that affect the engineering profession.
  - Submit pre-budget submission to the federal government as part of the federal budget process.
  - Arrange virtual Hill Day with parliamentarians and public servants to promote the use of engineering expertise and the value of the engineering profession.
  - Develop and submit the annual advocacy report to the Board.
  - Provide input and reporting on the federal initiatives to help ensure the federal government and public servants consider the expertise of the engineering profession in policy making.
  - Advise on any free trade agreements and ensure that Regulators' interests are represented and that they remain informed.
- 

### Achievement of the objectives:

- Provided Regulators with information about federal government proposals, actions, and policies that impact the profession through weekly CEO updates, and the annual advocacy report.
  - Published three (3) new NPSs, seven (7) updated NPSs, and one new national issue statement.
  - Submitted comments to the House of Commons Standing Committee on Finance regarding the pre-budget consultations in advance of the 2022 budget.
  - Developed and submitted to the Board the annual advocacy report containing a summary of advocacy activities from June 2020 - June 2021.
  - Provided input and reporting to help ensure the federal government and public servants consider the expertise of the engineering profession in policy making on issues affecting the engineering profession and the regulation of engineering.
  - Provided input to Global Affairs Canada on potential free trade agreements between Canada and foreign nations to ensure that Regulators' interests are represented.
-

**Comments:**

While no Hill Day was held in 2021 due to the restrictions posed by COVID-19 and because it was an election year, investigation is underway to determine if a virtual or in-person Hill Day can be held in 2022.


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## OP6 Researching, monitoring, and advising

Accountability: CEO

Weight: 2

Annual Objectives: 

Strategic Outcomes: 

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### Intended outcomes:

- Establish a lean and effective research-based monitoring and reporting capability that provides Regulators with foresight and early warning of potential changes and advances in the Canadian regulatory environment and the engineering profession. The information provided will help inform regulatory decision making.
- 

### Probability of achieving the intended outcomes by December 2021

- Outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.
- 

### 2021 Objectives:

- Develop research paper on the topic of entity regulation.
  - Develop research paper on the topic of non-practising status.
  - Develop research paper on regulation of autonomous systems engineering.
  - Publish regulatory research newsletter articles.
    - Determine research topics for 2022 papers
- 

### Achievement of the objectives:

- The research papers on entity regulation and non-practising status were completed.
  - The paper on the regulation of autonomous systems engineering was completed.
  - The topics of energy engineering and multidisciplinary engineering were selected for 2022/2023 papers.
  - Regulatory research newsletter was published in May 2021 with seven (7) articles.
- 

### Comments:


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## OP7 International mobility

Accountability: CEO and CEAB

Weight: 1 (lowest)

Annual Objectives: 

Strategic Outcomes: 

### Intended outcomes:

- Provide Regulators with a timely and accurate assessment of the risks and opportunities associated with mobility of work and practitioners internationally.
- Maintain international mobility agreements and mutual recognition agreements in accordance with Regulator needs.
- Provide timely and accurate information to Regulators on the impact of international trade agreements.
- Provide online information for internationally trained engineers that describes the process for becoming an engineer in Canada.
- Maintain current information on international institutions and degrees for use by the Regulators.

### Probability of achieving the intended outcomes by December 2021

- Outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.
- At the February 2020 workshop on the international mobility sub-strategy, Regulators agreed that assessment of the risks and opportunities associated with the mobility of work and practitioners internationally was work that they would prefer to undertake individually and on a case-by-case basis, instead of requesting a national overview from Engineers Canada. This outcome was therefore removed from the sub-strategy.


### 2021 Objectives:

- Maintain status in the Washington Accord, International Professional Engineers Agreement (IPEA), and Asia-Pacific Economic Cooperation (APEC) Engineers Agreement, including maintaining the mobility register and attending the International Engineering Alliance (IEA) meetings in June.
- Implement International Mobility Advisory Group of Regulator representatives to inform our participation in the International Engineering Alliance and improvements to the mobility register.
- Develop and implement improvements to the mobility register process and technology.
- Launch the new international institutions and degrees database (IIDD) tool, train users, and support its continued use.

### Achievement of the objectives:

- Our Washington Accord monitoring visit took place in November, and a decision will be rendered at the June 2022 IEA meeting.
- The International Mobility Advisory Group was formed and participated in the June 2021 IEA meetings, as well as discussions re next steps in late 2021.
- An RFP was issued for improvements to the mobility register process, and a vendor was selected in late 2021. Work on the new tool will be completed in Q2 2022.
- The IIDD improvement project was completed and has been used by eleven (11) Regulators.

### Comments:

**OP8 Promotion and outreach***Accountability: CEO**Weight: 2*Annual Objectives: Strategic Outcomes: **Intended outcomes:**

- Leverage existing opportunities to foster recognition of the value and contribution of the profession without embarking on cost-prohibitive endeavours.
- Leverage partnerships and joint ventures that can spark interest in the next generation of engineering professionals without developing or wholly sustaining such programs internally.

**Probability of achieving the intended outcomes by December 2021**

- Outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.

**2021 Objectives:**

- Work with the Digital Engagement and Online Campaign Working Groups to overcome the challenges of social distancing and maintain engagement with key stakeholders through the creation of four virtual products specifically the Digital Scavenger Hunt (K to grade 6), Design Challenges (grades 6 to 8) and online game (grades 9 to 12) and life-long learning (Post-secondary/EIT).
- Create and distribute a benchmark report to provide greater confidence in the impact and value of our outreach efforts and better understanding of our collective efforts and influence within the school system (the “benchmark report”).
- Expand our relationship with Girl Guides Canada and Scouts Canada and create a pilot project that connects Regulator volunteers and activities with local units.
- Complete the first cycle of the Engineers Canada-Canadian Federation of Engineers Students (CFES) mentorship program.
- Complete implementation of approved recommendations from awards and scholarship programs reviews.
- Recognize and support the exemplary accomplishments of engineers by administering effective award, fellowship, and scholarship programs.
- Lead and coordinate NEM throughout the month of March, to engage Regulators and foster recognition of the value of the profession to society, and to spark interest in the next generation of engineering professionals.

**Achievement of the objectives:**


- The Digital Engagement and Online Campaign Working Groups were combined to create the National Outreach Working Group. The group has created sub-working groups to focus on three (3) key target audiences: K-12 students, post-secondary students, and EIT/MIT early career professionals. All the engagement initiatives and activities that were developed through this group, specifically the Digital Scavenger Hunt (K to grade 6), Design Challenges (grades 6 to 8) and online game (grades 9 to 12) are live on our ExploreEngineering.ca website. Through National Engineering Month, we reached 2,765,130, an 18% increase from past years.
- The Girl Guides Crest Program was expanded to include Scouts Canada. After consultation with the National Outreach K-12 sub-working group, the program will be renamed to the National Engineering Crest Program. The group has agreed with proposed website and crest design changes to make the program more inclusive of Scouts and a draft MOU that outlines the transition of this program from an Engineers Canada project to a national program that is jointly administered and managed with participating regulators was distributed. Finalization of the MOU and official launch of the new program is expected in Q2 of 2022.
- The first cycle of the Engineers Canada-CFES mentorship program was completed, and the second cycle was started.
- The implementation of approved recommendations from awards and scholarship programs reviews was completed, including the launch of a leadership scholarship for undergraduate engineering students.

- The exemplary accomplishments of engineers and engineering students were recognized and supported by administering the 2021 award, scholarship, and fellowship programs. Due to COVID-19, changes were made to how engineers were recognized publicly.
  - NEM was led and coordinated throughout March to engage Regulators and foster recognition of the value of the profession to society, and to spark interest in the next generation of engineering professionals.
- 

**Comments:**

The objective to create and distribute the benchmark report was delayed based on consultations with the National Outreach Working Group's request to add to the project's initial scope. This report will be complete and ready for distribution in Q2 of 2022.

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**OP9 Diversity and inclusion***Accountability: CEO**Weight: 2*Annual Objectives: Strategic Outcomes: **Intended outcomes:**

- Demonstrate progress towards diversity and inclusion targets through consistent effort and innovative, highly-leveraged programs that increase the number of women and Indigenous people entering, thriving, and remaining in the profession.

**Probability of achieving the intended outcomes by December 2021**

- Outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.

**2021 Objectives:**

- Complete roll-out of 4 Seasons for Reconciliation training sessions for Board, CEOs, CEAB, and CEQB.
- Make Indigenous awareness training module available to Regulators.
- Complete research and analysis of the experiences of Indigenous engineers and recommend options for truth and reconciliation efforts to be incorporated into engineering undergraduate education in Canada, with appropriate Consultation.
- Complete Indigenous engagement plan on building relationships with Indigenous organizations and engineers.
- Regulators are made aware of the Canadian Region of the American Indian Science and Engineering Society (AISES in Canada) and the Canadian Indigenous Advisory Council (CIAC).
- Engineers Canada improves the reporting of Indigenous engineers and engineering students.

**Achievement of the objectives:**

- The roll-out of 4 Seasons for Reconciliation training sessions for the Board, CEOs, CEAB, CEQB, the Presidents Group, and EDC began in Q4 2020 and was completed in Q1 2021.
- 4 Seasons training promoted to Regulators, with APEGS, Engineers and Geoscientists BC, and APEGA entering agreements with the provider.
- To undertake research and analysis of the experiences of Indigenous engineers and improve the reporting of Indigenous engineers and engineering students, hired Big River Analytics to complete pilot survey of Indigenous engineers with three (3) Regulators: Engineers Geoscientists Manitoba, APEGS, and Engineers and Geoscientists BC. Report will be published in Q1 2022.
- Partnered with UBC researchers to conduct interviews with Indigenous students and engineers within HEIs on their experiences and insights on truth and reconciliation in engineering education. Report will be published in Q1 2022.
- In partnership with UBC researchers, applied for SSHRC Grant to support continued qualitative research on the experience of Indigenous students and engineers.
- Consulted with Indigenous Advisory Committee (IAC) on building relationships with Indigenous organizations and engineers. IAC recommended that Engineers Canada become a member of the Canadian Council of Aboriginal Business (CCAB) and to apply for the CCAB's Progressing Aboriginal Relations certification.
- Promoted AISES in Canada to Regulator staff and helped coordinate the CIAC planning sub-committee on the 2022 AISES in Canada gathering.

**Comments:**




## OP10 Protect official marks

Accountability: CEO

Weight: 1 (lowest)

Annual Objectives: 

Strategic Outcomes: 

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### Intended outcomes:

- Protect the official marks from unauthorized or misleading use.
- Ensure that federally-incorporated companies respect provincial and territorial engineering legislative requirements.

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### Probability of achieving the intended outcomes by December 2021

- Outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.

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### 2021 Objectives:

- Protect Engineers Canada's trademarks and the official marks from unauthorized use, responding as necessary.
- Ensure Engineers Canada's portfolio of trademarks is current and appropriate, as determined from time to time and based on projects and programs.
- Manage and administer the established process for the federal incorporation of companies wishing to use the official marks in their corporate name.

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### Achievement of the objectives:

- Reviewed and evaluated Engineers Canada's trademark enforcement strategy to ensure trademarks and official marks continue to be adequately used and protected.
- Provided an online presentation to the members of the National Discipline and Enforcement Officials group, providing background information / context around the trademark application process and the status and strategy surrounding Engineers Canada's oppositions proceedings.
- Managed oversight of eighteen (18) open and ongoing trademark opposition proceedings, with five (5) oppositions having concluded during this period:
  - The proceeding against INNOVATION ENGINEERING was successful, resulting in a decision to refuse registration of the trademark, which was not appealed to the Federal Court.
  - Two (2) matters ended in abandonment of the trademark by the Applicant.
  - Two (2) matters settled with consent of Engineers Canada.
- Eight (8) opposition proceedings were commenced in 2021.
- Three (3) summary expungement cases that had commenced in 2020 were still pending in 2021. All matters have now ended with the marks being expunged from the Trademarks Register.
- Requested issuance of Notices for summary expungement in respect of fourteen (14) trademarks identified for potential summary expungement proceedings.
- Three (3) infringement issues were identified, involving Engineers Canada's Maple Leaf Logo and ENGINEERS CANADA trademark, both of which were used without authorization on third party websites. Cease and desist letters were sent to the infringers and the logo and trademark were removed in all three cases.
- Issued 57 letters of consent to applicants in response to requests to incorporate federally using the official marks in their corporate name.

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### Comments:

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## Board responsibilities

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### BR1 Hold itself, its Directors, and its Direct Reports accountable

Annual Objectives: 

*The Human Resources Committee shall:*

- *Establish and use competency profiles for Directors and all committee chairs, as well as for the Board as a whole.*
- *Manage the CEO and committee chairs through competency profiles and performance measurement against the achievement of the operational and strategic plans.*
- *Be responsible for performance management of the CEO.*

Strategic Outcomes: 

#### Intended outcomes:

- Codify a more structured means of measuring and understanding the progress-against-plan of the organization.
- Take action to address gaps, weaknesses, and failings in any part of the plan, as measured through national, transparent performance measures.
- This Board responsibility will be achieved when the Board is confident that it has an accurate and complete awareness of its own performance as well as that of its Directors and committee chairs. With this information, the Board will act to recognize success and offer appropriate guidance when needed to achieve objectives.

#### Probability of achieving the intended outcomes by December 2021:

- All outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.

#### 2021 Objectives:

Responsibilities from Board policy 6.12, *HR Committee Terms of Reference* to support these outcomes include:

- Establish, administer and annually review competency profiles for the Board, individual Directors, and chairs;
- Develop and recommend annual objectives for the CEO to the Board; and,
- Conduct regular CEO assessments, and make recommendations to the Board regarding CEO compensation.


#### Achievement of the objectives:

In the period January 1, 2021 to December 31, 2021, the HR Committee:

- Obtained Board approval for the 2020 recommendations for CEO evaluation, and the 2021 CEO objectives.
- Secured a consultant to begin work on the informal evaluation of the CEO's performance and reviewed the suggested objectives for 2022. Resulting recommendations will be presented to the Board in February 2022.
- Continued work on annual reviews of committee chairs, individual Directors, and Board:
  - Obtained Board approval for the Chair assessments, which were issued in December 2021.
  - Reviewed the Board and individual Director assessments for presentation to the Board in February 2022.
  - Reviewed and supported a recommendation from the Governance Committee to incorporate informal assessment of committee chairs into Board policy 6.2, *Board, Committee and Task Force Chair Assessment*.
  - Monitored progress on employee engagement improvement work plans. The next employee engagement survey to measure these efforts will take place in the fall of 2022.
- Additionally, the Board monitored performance against the Strategic Plan through interim reporting delivered quarterly, covering all four strategic priorities and the ten operational imperatives.

## **BR2 Sustain a process to engage with Regulators through regular communication that facilitates input, evaluation, and feedback**

Annual Objectives: 

Strategic Outcomes: 

*The President-Elect shall:*

- *Provide oversight and guidance to the Engineers Canada consultation process with Regulators and other Key Stakeholders whose input is vital to the Board's work.*
- 

### **Intended outcomes:**

- Regulators and all Key Stakeholders will appreciate and value the engagement process which shall be cost-effective and make efficient use of the time of all those asked to engage in Engineers Canada's Consultations.
  - This Board responsibility will be fulfilled when the Regulators and other Key Stakeholders are satisfied that their views and requirements are understood and considered before action is taken.
- 

### **Probability of achieving the intended outcomes by December 2021:**

- All outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.
- 

### **2021 Objectives:**

As per Board policy 7.11, *Consultation*, the President-Elect has an ongoing responsibility to oversee the development and approval of an Annual Consultation Plan.


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### **Achievement of the objectives:**

- The 2022 Consultation Plan, including both Board (strategic) Consultations as well as all operational Consultations, was approved at the December 2021 meeting.

## BR3 Provide ongoing and appropriate strategic direction

Annual Objectives: 

Strategic Outcomes: 

*The Board shall:*

- *Develop an annually updated, three-year Strategic Plan that considers emerging trends and challenges.*
- *Ensure that Annual Operating Plans and budgets are developed that specify the actions and resources necessary to achieve the Strategic Plan.*
- *Ensure the use of a continual improvement process to track, report, and when necessary, correct, performance against set objectives of:*
  - *The Strategic Plan*
  - *The Annual Operating Plan*

### **Intended outcomes:**

- Codify a more structured means of providing strategic direction, including ongoing and clear communications to all stakeholders as to the progress-against-plan, as well as mitigation strategies put in place to counter any areas of gaps or weaknesses.
- This Board responsibility will be achieved when the Regulators agree and have confidence that the Board's Strategic Plan meet their needs, and that the Annual Operating Plan delivers on those needs.

### **Probability of achieving the intended outcomes by December 2021:**

- All outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.

### **2021 Objectives:**

The Board has ongoing responsibilities to:

- Approve the annual budget;
- Monitor strategic performance reporting quarterly; and,
- Submit an annual strategic performance report to the Members.

In 2019, the Board stood up a Strategic Plan Task Force to guide the development of the 2022-2024 Strategic Plan and they provided oversight to:

- Conduct a foresight exercise with the Board, Regulators and CEAB and CEQB representatives;
- Conduct a workshop with the Board to develop the draft Strategic Plan;
- Consult with Regulators, the CEAB, the CEQB and EDC on the draft Strategic Plan; and,
- Approve a final draft of the 2022-2024 Strategic Plan for presentation to the Board in February 2021.

### **Achievement of the objectives:**

- Quarterly performance reports were reviewed at the May, October, and December Board meetings.
- The 2022 budget was approved in December 2021.
- The 2020 Annual Strategic Performance Report was provided to the Members in May 2021.
- The Strategic Plan Task Force oversaw all aspects of the development of the 2022-2024 Strategic Plan, and the plan was approved by the Members at the May 2021 Meeting of Members.

## BR4: Ensure the development and periodic review of Board policies

Annual Objectives: 

*The Governance Committee shall:*

Strategic Outcomes: 

- *Maintain effective governance principles and policies.*
  - *Perform ongoing governance improvements.*
- 

### **Intended outcomes:**

This responsibility will be fulfilled when the Board and Members are satisfied that:

- All Board policies are current and relevant to established requirements;
  - Board policies serve as the direction to all volunteers and staff on governance style;
  - Action plans with clear objectives are established based on the recommendations of any task force established by the Board; and,
  - Action plans to implement recommendations are integrated with the Board's plans.
- 

### **Probability of achieving the intended outcomes by December 2021**

- All outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.
- 

### **2021 objectives:**

Responsibilities from Board policy 6.8, *Governance Committee Terms of Reference* to support the outcomes include:

- The review of existing policies and the development of new policies;
  - Consideration of Board governance gaps and recommended training; and,
  - Implementation of recommendations and actions coming out of the governance effectiveness survey.
- 


### **Achievement of the objectives:**

In the period January 1, 2021 to December 31, 2021, the Governance Committee:

- Reviewed and received approval for forty (40) revised policies, two (2) new policies (policy 7.7, *Investments*, and policy 7.13, *Vaccination for In-Person Meetings*) and one (1) new guideline (*In-person Meetings During COVID*); and,
- Implemented improvements to the chair assessment process, in response to a recommendation coming out of the governance effectiveness survey.

**BR5 Ensure the CEO maintains and acts on a robust and effective risk management system which reflects the Board’s risk tolerance level and directs Board-approved mitigation strategies**

Annual Objectives: 

Strategic Outcomes: 

*The Finance, Audit, and Risk Committee shall:*

- *Ensure the Board is wholly accountable for risk management and for directing the CEO through clear and timely mitigation strategies; and,*
- *Monitor the risk register and ensure the Board is aware and able to take timely action on all relevant risks.*

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**Intended outcomes:**

- The Board and Regulators are fully aware of any relevant potential risks, have clearly established appropriate levels of risk tolerance, and are satisfied that any necessary risk mitigation strategies are defined and acted upon.

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**Probability of achieving the intended outcomes by December 2021**

- All outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.

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**2021 Objectives:**

Responsibilities from Board policy 6.4, *FAR Committee Terms of Reference*, to support the outcomes include:

- Developing a new Corporate Risk Profile;
- Quarterly monitoring strategic and operational risks;
- Quarterly reviewing the financial statements;
- Annually reviewing long-term procurement contracts and operational finance policies;
- Reviewing the annual budget; and,
- Reviewing the audit plan, letter of appointment and audit results.


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**Achievement of the objectives:**

In the period January 1, 2021 to December 31, 2021, the Finance, Audit, and Risk Committee:

- Presented a new Corporate Risk Profile to the Board for approval in April;
- Monitored strategic and operational risks quarterly; and,
- Reviewed and monitored all financial aspects as laid out in the work plan.

## **BR6 Provide orientation of new Directors, and continuing development of Directors and others who work closely with the Board**

Annual Objectives: 

Strategic Outcomes: 

*The Human Resources Committee shall:*

- *Develop and deliver orientation materials and programs that facilitate the effectiveness of Directors.*
- *Ensure the Board's orientation program takes into account the challenges of onboarding individuals new to their function and provide opportunity for the ongoing development of those continuing in their term.*

---

### **Intended outcomes:**

- The quality of orientation provided to new Directors will improve over the course of this Strategic Plan period, especially once the roles of Directors, Members, and presidents are clarified as a part ongoing governance work in the fall and winter of 2018-19.
- This responsibility will be fulfilled when Directors express their satisfaction with the effectiveness of the Board orientation program.

---

### **Probability of achieving the intended outcomes by December 2021:**

- All outcomes are currently being achieved, and it is expected that they will be sustained up to and beyond December 2021.

---

### **2021 Objectives:**

Responsibilities from Board policy 6.12, *HR Committee Terms of Reference*, to support these outcomes include:

- Nominate new Committee members and recommend chairs;
- Review policies for Engineers Canada's volunteers and staff;
- Provide oversight of the Director onboarding and development programs;
- Review succession planning for the CEO, the Board and its Committees; and,
- Confirm the succession plans for Direct Reports to the CEO.

---

### **Achievement of the objectives:**

During the period from January 1, 2021 to December 31, 2021 the HR Committee:

- Established the membership for all 2021-2022 committees with recommendations for chairs, and named Director appointees to the CEAB, the CEQB, and the Board champion for the 30 by 30 network;
- Reviewed and improved orientation sessions that were provided to incoming Directors in May and June;
- Planned for and executed on Director development to support the needs identified in the 2021 governance effectiveness survey:
  - Launched online Director training with the Canadian Non-profit Academy's Board-on-Board course in January (ongoing access).
  - Provided virtual facilitation training for incoming committee chairs in July.
  - Delivered equity, diversity, and inclusion workshop focused on unconscious bias in June.
  - Continued 4 Seasons of Reconciliation Education to provide the Indigenous awareness online training (ongoing access).



**BRIEFING NOTE: For decision**

<b>Board policy updates</b>		<b>4.2</b>		
Purpose:	To approve updates to existing Board policies			
Link to the Strategic Plan/ Purposes:	Board responsibility: Ensure the development and periodic review of Board policies			
Link to the Corporate Risk Profile:	Governance (strategic)			
Motion(s) to consider:	<p><i>THAT the Board, on recommendation of the Governance Committee, approve the following revised policies:</i></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <ul style="list-style-type: none"> <li>i. 4.8, <i>Board competency profile</i></li> <li>ii. 4.12, <i>Board self-assessment</i></li> <li>iii. 5.3, <i>Financial condition</i></li> <li>iv. 5.7, <i>Compensation and benefits</i></li> </ul> </td> <td style="width: 50%; vertical-align: top;"> <ul style="list-style-type: none"> <li>v. 6.1, <i>Board committees and task forces</i></li> <li>vi. 6.4, <i>FAR Committee terms of reference</i></li> <li>vii. 7.12, <i>Net assets</i></li> </ul> </td> </tr> </table>		<ul style="list-style-type: none"> <li>i. 4.8, <i>Board competency profile</i></li> <li>ii. 4.12, <i>Board self-assessment</i></li> <li>iii. 5.3, <i>Financial condition</i></li> <li>iv. 5.7, <i>Compensation and benefits</i></li> </ul>	<ul style="list-style-type: none"> <li>v. 6.1, <i>Board committees and task forces</i></li> <li>vi. 6.4, <i>FAR Committee terms of reference</i></li> <li>vii. 7.12, <i>Net assets</i></li> </ul>
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Vote required to pass:	Two-thirds majority			
Transparency:	Open session			
Prepared by:	Evelyn Spence, General Counsel and Corporate Secretary			
Presented by:	Mike Wrinch, Chair of the Governance Committee			

**Problem/issue definition**

- Seven (7) policies are presented today for approval. An additional four (4) policies received minor (editorial) revisions and have been updated secretarially. No Board approval is required for these minor updates as per the Governance Committee’s terms of reference, which grant it the authority to “make editorial changes to Board policies such as the correction of typographical and grammatical errors, to ensure consistent use of terminology and plain language and to update references.” Policies that received minor updates include:
 

i. 4.9, <i>Role of the Presidents</i>	iv. 6.13, <i>President-Elect nomination and election process</i>
ii. 5.6, <i>Planning</i>	
iii. 9.3, <i>National position statements</i>	
- Policies that were not substantively changed during this review cycle were moved to a three-year (triennial) review cycle.

**Proposed action/recommendation**

- That the Board approve the proposed revisions to the existing policies.

**Other options considered**

- None.

**Risks**

- Operating without clear and up-to-date policies puts Directors and the organization at risk in terms of compliance and the transfer of corporate knowledge. This risk is mitigated, in part, through regular and ongoing policy reviews.



## Financial implications

- None.

## Benefits

- The Board and its Key Stakeholders have access to clear policies about the requirements and procedures for operations and governance at Engineers Canada.

## Consultation

- The Manager, Equity, Diversity and Inclusion was consulted on the proposed revisions to Board policy 4.8, *Board Competency Profile*.
- The FAR Committee was consulted and reviewed the proposed revisions to Board policy 6.4, *Finance, Audit and Risk Committee Terms of Reference*. Moreover, the Director, Finance was consulted and provided input into the proposed revisions to the finance-related policies, including policies 5.3, *Financial Condition*, 5.6, *Planning*, 5.7, *Compensation and Benefits*, and 7.12, *Net Assets*.

## Next steps

- Upon Board approval, the policy manual will be updated to include the revised policies.

## Appendix

- **Appendix 1:** Policies for approval - Marked up (track-change) versions and clean copies
- **Appendix 2:** For information policies – Policies with editorial revisions only (Board approval not required). Marked up (track-change) versions only:
  - i. 4.9, *Role of the Presidents*
  - ii. 5.6, *Planning*
  - iii. 9.3, *National position statements*
  - iv. 6.13, *President-Elect nomination and election process*

## Appendix 1 - Policies for approval



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## 4 Role of the Board

### 4.8 Board competency profile

Date of adoption: September 26, 2018 (Motion 5716)

Review period: Biennial

Date of latest amendment: December 7, 2020 (Motion 2020-12-10D)

Date last reviewed: December 7, 2020

~~(1) Section Board policy 4.1, *Board Responsibilities* of this manual states that the Board shall hold itself and its Direct Reports accountable by establishing and using competency profiles for Directors and all committee chairs, as well as for the Board as a whole.~~

~~(2) Engineers Canada strives for a Board comprised of talented and dedicated Directors with diverse lived experiences, from a broad range of demographics from across the country, including gender, sexual orientation, Indigenous identity, Black, People of Colour, neurodivergent, and persons with disabilities.~~

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~~1. Hold itself and its Direct Reports accountable by:~~

~~1.1 Establishing and using competency profiles for Directors and all Committee chairs, as well as for the Board as a whole.~~

~~(3) To that end, this competency profile describes the important Director skills, attitude, and knowledge areas that are desired needed of the Board of Directors, to serve the interests of Engineers Canada and the Regulators they serve. The profile also contains information on the preferred experience and other foundational requirements of an effective Board member. The profile serves as a foundation for exceptional and effective governance and helps ensure that the Board composition, on the whole, has the necessary competency and capacity to effectively fulfil its responsibilities.~~

~~(2)~~

#### 4.8.1 Understanding the profile

The profile contains three areas associated with the overall competency of the Board:

##### A. Competencies

Competencies are the collective skills and experience that are deemed necessary to effectively govern. No single Board member is expected to have all competencies contained in this profile. Collectively, the Board of Directors should have sufficient experience to reflect all competencies. From time to time, the Board may determine the prioritization of the competencies to reflect emergent needs.



*B. Demographics*

~~Board demographics aim to reflect the representation of the Canadian population. Demographics are the specific sectors/segments of membership of the engineering profession that it is felt should be specifically represented on the Board.~~ Recruits from Regulators will not be sought solely on the basis of a certain demographic, rather their demographic combined with their talents and abilities.

*C. Behavioural skills*

Behavioural skills are the desired behavioural skills to help the Board work effectively together. The asset qualifications are not to be included in the competency matrix referenced below, but Regulators should consider these preferred traits when nominating potential candidates to the Board.

**Commented [CP1]:** Saying this can be problematic. We are essentially saying that we are deeming some segments of the engineering profession more important than others. Suggest removing "that it is felt should be specifically represented on the Board." Instead, add working around "Board demographics aim to reflect the representation of the Canadian population." I would lean towards the aspirational goal of reflecting the larger population as opposed to the profession (female engineers only make up 14%!).

**4.8.2 How the profile should be applied**

The Human Resources (HR) Committee is responsible for maintaining an up-to-date Director competency matrix which will identify any skills or demographic deficits. As new members come on to the Board, they will be asked to assess their experience and knowledge against the desired competencies. When new Board nominees are requested from the Regulators, they will be advised of *preferred* competencies or demographics the Board is seeking. Notwithstanding the preferences expressed, Regulators are free to nominate whomever they feel is most appropriate for the position.

**4.8.3 Board competency profile**

*A. Desired competencies*

**a) Board governance experience and leadership**

Experience with Board governance, preferably on a Regulator Council or other governing body. Possesses a clear understanding of the distinction between the role of the Board versus the role of management.

**b) Business/management experience**

Experience with sound management and operational business processes and practices. Includes an understanding of topics such as managing complex projects, leveraging information technology, planning and measuring performance, and allocating resources to achieve outcomes.

**c) Regulator experience**

Practical knowledge of the working of provincial/territorial Engineering Regulators, including such matters such as accreditation, licensure, practice issues, and discipline and enforcement.

**d) Accounting/financial experience**

Understanding of accounting or financial management. Includes analyzing and interpreting financial statements, evaluating organizational budgets, and understanding financial reporting and knowledge of auditing practices.



**e) Strategic planning experience**

Experience in developing strategic direction for an organization while considering broad and long-term factors. Understands how an organization must evolve in light of internal and external trends and influences. Able to identify patterns, connections, or barriers to addressing key underlying issues.

**f) Risk management experience**

Experience with enterprise risk management. Includes identifying potential risks and recommending and implementing preventive measures, organizational controls, and compliance measures.

**B. Demographic preferences**

The Board recognizes the strategic and critical importance of equity, diversity, and inclusion. This includes supporting an inclusive culture that solicits a diversity of perspectives and experiences, actively addresses discrimination, harassment, and unconscious bias, and supports the advancement of underrepresented groups.

~~The Board supports as much diversity as possible in its makeup; however, only two demographic goals have been set for active monitoring. The Board understands the difference between meaningful and respectful representation, and tokenization of underrepresented groups. The aim is to respect and incorporate different perspectives from within engineering to better guide the organization on the complexity of the profession and facilitate policies and practices that are inclusive of underrepresented groups.~~

The Board strives to include the following representation, based on the Canadian population, and in alignment with the organization’s commitment to the federal government’s 50-30 Challenge. Given the interconnected nature of identity, categories such as gender, race, and ability, it is understood that these categories may be overlapping.

- 50 per cent female-identifying: Gender representation
- 30 per cent underrepresented: Indigenous, Black, and People of Colour, LGBTQ2S+ persons, and persons with disabilities

**~~a) Representation of women~~**

~~In accordance with the its diversity and inclusion policy, the Board strives to include at least 30 per cent women. A long term goal would be a female/male split representative of the Canadian population.~~

**Active practitioner representation**

The Board should also attempt to ensure that at least 30 per cent of its composition includes active engineering practitioners.

**Commented [CP2]:** Voluntary disclosure. I suggest including a question in the Board survey that asks people to self-identify in the areas that are listed below: gender, Indigenous, Black, People of Colour, internationally trained, etc.



*C. Behavioural skills*

Directors should possess behavioural skills conducive to working together effectively. These skills include the following:

**a) Ability to present opinions**

They are able to present views clearly, frankly, constructively, and persuasively.

**b) Willingness and ability to listen**

They listen attentively and respectfully and make sure they understand what they have heard.

**c) Ability to ask questions**

They know how to ask questions in a way that contributes positively to debate.

**d) Flexibility**

They are open to new ideas, are strategically agile, and are responsive to change.

**e) Conflict resolution**

They are oriented to resolve conflict, are resilient after it occurs, and support Board decisions once made.

**f) Dependability**

They do their homework and attend and participate in meetings.

**g) Balance**

In light of the federated model of Engineers Canada, an ability to balance local interests with the national interest.

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- (2) Engineers Canada strives for a Board comprised of talented and dedicated Directors with diverse lived experiences, from a broad range of demographics from across the country, including gender, sexual orientation, Indigenous identity, Black, People of Colour, neurodivergent, and persons with disabilities.
- (3) To that end, this competency profile describes the Director skills, attitude, and knowledge areas that are desired to serve the interests of Engineers Canada and the Regulators they serve. The profile also contains information on the preferred experience and other requirements of an effective Board member. The profile serves as a foundation for exceptional and effective governance and helps ensure that the Board composition, on the whole, has the necessary competency and capacity to effectively fulfil its responsibilities.

#### 4.8.1 Understanding the profile

The profile contains three areas associated with the overall competency of the Board:

##### *A. Competencies*

Competencies are the collective skills and experience that are deemed necessary to effectively govern. No single Board member is expected to have all competencies contained in this profile. Collectively, the Board of Directors should have sufficient experience to reflect all competencies. From time to time, the Board may determine the prioritization of the competencies to reflect emergent needs.

##### *B. Demographics*

Board demographics aim to reflect the representation of the Canadian population. Recruits from Regulators will not be sought solely on the basis of a certain demographic, rather their demographic combined with their talents and abilities.

### *C. Behavioural skills*

Behavioural skills are the desired behavioural skills to help the Board work effectively together. The asset qualifications are not to be included in the competency matrix referenced below, but Regulators should consider these preferred traits when nominating potential candidates to the Board.

## **4.8.2 How the profile should be applied**

The Human Resources (HR) Committee is responsible for maintaining an up-to-date Director competency matrix which will identify any skills or demographic deficits. As new members come on to the Board, they will be asked to assess their experience and knowledge against the desired competencies. When new Board nominees are requested from the Regulators, they will be advised of **preferred** competencies or demographics the Board is seeking. Notwithstanding the preferences expressed, Regulators are free to nominate whomever they feel is most appropriate for the position.

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### *A. Desired competencies*

#### **a) Board governance experience and leadership**

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The Board recognizes the strategic and critical importance of equity, diversity, and inclusion. This includes supporting an inclusive culture that solicits a diversity of perspectives and experiences, actively addresses discrimination, harassment, and unconscious bias, and supports the advancement of underrepresented groups.

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The Board strives to include the following representation, based on the Canadian population, and in alignment with the organization's commitment to the federal government's [50-30 Challenge](#). Given the interconnected nature of identity, categories such as gender, race, and ability, it is understood that these categories may be overlapping.

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The Board should also attempt to ensure that at least 30 per cent of its composition includes active engineering practitioners.

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## 4 Role of the Board

### 4.12 Board self-assessment

*Date of adoption: March 1, 2019 (Motion 5736)* *Review period: ~~Annual~~ Biennial*  
*Date of latest amendment: February 24, 2021 (Motion # 2021-02-7D)* *Date last reviewed: February 24, 2021*

Assessing Board effectiveness is an important governance responsibility. The purpose of Board self-assessment is to give all Board members an opportunity to evaluate and discuss the Board's performance with candor and from multiple perspectives. The ultimate objectives are greater efficiency in the use of the Board's time and increased effectiveness of the Board as a governing body.

#### 4.12.1 Self-assessment process

- (1) Three assessment processes are to be used by the Board:
  - a) a short meeting assessment, conducted at the end of each meeting;
  - b) an electronic survey, conducted at least annually after each meeting; and,
  - c) a more detailed, formal annual survey of Board performance.

##### A. Meeting assessment

- (1) At the end of each Board meeting, the chair will ask that the meeting move in-camera. The attendees will include the Directors, the Direct Reports (CEO, Corporate Secretary and the chairs of the CEAB and CEQB), and the CEO Group Advisor to the Board. The One objective of this in-camera session is shall be to engage participants in a healthy discussion about the quality of the meeting and the decisions taken.
- (2) In addition, an electronic meeting satisfaction survey will be sent to all participants at least once a year, following each the February, May and/or October Board meeting(s).

##### B. Annual survey of the Board

- (1) The annual survey of the Board provides the opportunity to look internally at the Board itself, reflect on Board members' individual and shared responsibilities, identify different perceptions and opinions among Board members, and determine areas of responsibility that need attention. Board self-assessment should not be judgmental or focus only on weaknesses and negative aspects. Instead, it should help the Board with succession planning and governance improvements.
- (2) Except when the Governance Committee conducts the governance effectiveness survey (described below), the annual survey and reporting of the Board's effectiveness shall be the responsibility of the

**Commented [ES1]:** Electronic surveys after each meeting provide limited value, but involve much staff work effort. Few ppl complete the survey unless they have a particular concern, and response rates are always low. Surveys are also anonymous, so it's often difficult to action concerns or follow up to obtain more information if something were to come up in the survey.

There is an opportunity to provide feedback about a meeting at the in-camera session following each meeting, and participants can always contact the President or CEO to express specific concerns.

**Commented [ES2]:** Direct Reports is a defined term, which includes the CEO, CS and chairs of the AB and QB, so no need to call them out here.

**Commented [ES3]:** Suggesting these meetings since they are the 'bigger' ones, with CEOs, presidents and observers invited.



Human Resources (HR) Committee. The survey ~~will~~shall be conducted through an anonymous questionnaire.

- (3) The following process ~~will~~shall be used:
  - a) The HR Committee shall agree upon the structure and content of the questionnaire.
  - b) The proposed questionnaire will be presented to the Board at the Winter (February) Board meeting for review and approval.
  - c) The questionnaire will be distributed after the Winter meeting and Board members will complete the questionnaire within two weeks of receipt.
  - d) Results will be tabulated and analyzed and a Board assessment report will be prepared.
  - e) The report will be presented to the Board at its Spring (May) meeting.
  - f) The Board will discuss the report and decide if changes to policies, procedures, or practices are required.
  - g) The incoming Past President will oversee the implementation of any agreed-upon improvements.
- (4) Opinions and comments expressed during the assessment process will not be attributed to individual Board members but should be shared in the aggregate report.

*C. Periodic governance effectiveness survey*

- (1) In accordance with Board Policy 6.8, *Governance Committee Terms of Reference*, the Governance Committee is responsible to conduct a periodic survey of Regulators and Directors to evaluate the effectiveness of Board governance and operations, and develop action plans to address any required improvements.
- (2) In years where the Board conducts the broader governance effectiveness survey, the annual survey and reporting of the Board's effectiveness shall be the responsibility of the Governance Committee. The Board assessment will form one part of the questionnaire, and will include questions for Directors that are designed specifically to evaluate Board performance.
- (3) The specific results of the Board self-assessment, including any recommendations for improvements, will be presented to the Board at its spring (May) meeting.
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- (2) Except when the Governance Committee conducts the governance effectiveness survey (described below), the annual survey and reporting of the Board's effectiveness shall be the responsibility of the Human Resources (HR) Committee. The survey shall be conducted through an anonymous questionnaire.
- (3) The following process shall be used:
  - a) The HR Committee shall agree upon the structure and content of the questionnaire.
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## 5 Executive duties and limitations

### 5.3 Financial condition

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: ~~Annual~~Biennial*

*Date of latest amendment: December 7, 2020 (Motion 2020-12-10D)*

*Date last reviewed: December 7, 2020*

- (1) With respect to ongoing financial conditions and activities, the CEO shall ensure fiscal security and adherence to the priorities established in the Strategic Plan.
- (2) Further, without limiting the scope of the above statement, the CEO shall ensure that:
  - a) Funds are only borrowed to provide credit facilities for overdraft protection and corporate credit cards.
  - b) Payroll is processed on normal timelines and debts are paid in a timely fashion.
  - c) Receivables are not written off without having pursued payment after a reasonable grace period.
  - d) Tax payments and other government ordered payments and reports are filed before the payee's deadline.
  - e) Land or buildings are not acquired, encumbered, or disposed of and that no subsidiary corporations are created or purchased without explicit Board approval.
  - f) Restricted reserve funds are maintained at levels established by the Board and only used when a Board-approved plan exists to restore the restricted reserves to target levels within three years of them falling below mandated levels.
  - g) Non-invested funds are held in secure instruments.
  - h) Documents that designate appropriate administrative signing authority exist.
  - i) Internal financial controls are in place to prevent and ensure against late, inaccurate, or misleading reporting, including provisions to report any errors or misstatements to the Finance, Audit, and Risk (FAR) Committee in a timely manner.
  - j) The Board, through the Finance, Audit, and Risk FAR committee, is advised of material changes in the organization's financial position in a timely manner.
  - k) The Board is provided with quarterly financial statements.

**Commented [ES1]:** financial position includes expenditures

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## 5 Executive duties and limitations

### 5.3 Financial condition

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  - k) The Board is provided with quarterly financial statements.



## 5 Executive duties and limitations

### 5.7 Compensation and benefits

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Review period: ~~Annual~~ Biennial

Date of latest amendment: December 7, 2020 (Motion 2020-12-10D)

Date last reviewed: December 7, 2020

- (1) The CEO shall safeguard fiscal integrity and public image with respect to employment, compensation, and benefits to employees, consultants, and contract workers.
- (2) Further, without limiting the scope of the above statement, the CEO shall ensure that:
  - a) Compensation and benefits do not deviate materially from the geographic or professional market for the skills employed.
  - b) The CEO's benefits are only changed as is consistent with changes to benefits packages for all other employees.
  - c) The Board is informed of material changes in staff compensation or benefits.
  - d) Pension benefits are not ~~established or changed~~ adjusted beyond five percent (5%) within a five (5) year period, without prior authorization from the Board.
  - e) Expense reimbursement levels are consistent with those of comparable organizations.
  - e)f) Every employee, whether permanent or temporary, is subject to an employment agreement that complies with minimum employment standards legislation.
  - f) ~~No promises of implied permanent or guaranteed employment are made.~~
  - g) ~~No employment contracts are created over a longer term than revenues can be safely projected.~~

**Commented [ES1]:** Revised, since we've had a pension for a long time (so it's established) and it has recently been changed to an 8% employer contribution (from 5%).

**Commented [ES2]:** The only way that a person could claim a promise of implied permanent or guaranteed employment were made to them is if there isn't a written employment agreement in place, so this addresses 2f.

Also, if a compliant employment agreement is in place, it would set out termination provisions, which resolves any concern that an employment contract is created over a longer term than revenues can be projected.



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## 5 Executive duties and limitations

### 5.7 Compensation and benefits

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## 6 Engineers Canada Board committees and task forces

### 6.1 Board committees and task forces

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: ~~Annual~~Biennial*

*Date of latest amendment: February 24, 2021 (Motion # 2021-02-7D) Date last reviewed: February 24, 2021*

- (1) Board committees are defined as groups set up under the authority of the Board to perform ongoing tasks as specified in their terms of reference. A task force is formed for specific tasks and is typically ~~dissolved~~ stood down once the task has been completed. The Board can delegate responsibility but is always accountable for decisions.
- (2) The standing Board committees are as follows:
  - a) Canadian Engineering Accreditation Board (CEAB);
  - b) Canadian Engineering Qualifications Board (CEQB);
  - c) Finance, Audit, and Risk Committee;
  - d) Governance Committee; and,
  - e) Human Resources Committee.
- (3) The Board shall appoint committees and task forces as it considers necessary to serve the interests of Engineers Canada and the Regulators. It may delegate any authority it deems necessary for a committee or task force to perform its function. The Board shall determine the terms of reference for all committees and task forces they have appointed.
- (4) The terms of reference for every committee shall define the committee's responsibilities, tasks, authority, and composition.
- (5) The terms of reference for every task force shall define the mandate, timeline, and membership of the task force.
- (6) The CEO monitors the performance of Board committees and task forces for compliance with their delegated authority where staff has a role with the activities.
- (7) All committee and task force members shall abide by the same Code of Conduct as governs the Board.
- (8) All committees and task forces will:
  - a) Develop and maintain an annual work plan with specific deliverables and deadlines;
  - b) Make minutes of their meetings and proceedings available to all Board Directors; and,
  - c) Report annually to the Board and the Members on the achievement of their assigned Board responsibilities and any outcomes or actions assigned to it under the Strategic Plan.



### 6.1.1 Composition

- (1) Board committees and task forces may be populated by Board members, other volunteers, or any combination thereof. Staff shall provide support to Board committees and task forces, but they are not members and shall have no vote.
- (2) The Human Resources Committee, in consultation with each outgoing committee chair, shall annually nominate new committee members considering:
  - a) Committee work plan;
  - b) Directors' interests;
  - c) Directors' skills and competencies; and,
  - d) Board succession planning.
- (3) With the exception of the CEAB and CEQB, the HR Committee shall recommend a chair to each committee and task force. The committee or task force shall make the final determination of who will serve as chair.
- (4) The Board appoints the members of all committees, normally for a one-year term.
- (5) Members may be re-appointed to committees. Reappointment of the members and staggered terms of office are desirable elements to support continuity.
- (6) In the selection of committee and task force members, every reasonable effort shall be made to achieve a diverse membership, reflective of the Canadian population.
- (7) Except where the vacancy occurs on the CEAB or CEQB, in the event of a vacancy on a committee or task force prior to the conclusion of the term, the Board may fill the vacancy by appointment for the duration of the term.
- (8) In the event that a member of a committee or task force is temporarily unable to serve, an alternate may be appointed by the Board to act in the member's absence.

**Commented [ES1]:** This change is needed due to the changes to the AB and QB policies in May 2021, where it was determined that, when there is a vacancy on the AB and QB, the vacancy would be filled by appointment for an initial (3 yr) term, not for the duration of the term.

### 6.1.2 Authority

- (1) Through the committee chair, all committees and task forces may:
  - a) Request information from Engineers Canada staff as required for the efficient conduct of their business;
  - b) Use staff resources as required for administrative support of the committee or task force; and,
  - c) Call on advisors for subject matter expertise.
- (2) Board committees and task forces shall not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes.
- (3) Except as defined in written terms of reference, no committee or task force has authority to commit the funds or resources of Engineers Canada.



### 6.1.3 Role of committee chairs

- (1) Chairs work closely with Engineers Canada staff and provide leadership to their committees. They are responsible for:
  - a) Chairing meetings and setting their agenda;
  - b) Reviewing committee minutes and briefing notes;
  - c) Developing, monitoring, and delivering on the work plan, with support from staff;
  - d) Providing updates on the committee's activities to the Board;
  - e) Facilitating committee deliberations that are timely, fair, orderly, thorough, and efficient; and,
  - f) Addressing issues arising with and between committee members.
- (2) Any of the above responsibilities may be delegated by the committee chair to other committee members, as and when necessary.

### 6.1.4 Committee chair competencies

- (1) To deliver on the above responsibilities, in addition to the competencies established in Policy 4.8, *Board Competency Profile*, a chair should demonstrate the following skills, knowledge, and abilities:
  - a) Ability to build consensus;
  - b) Understanding of and ~~working ability to work~~ within the Engineers Canada governance model;
  - c) Understanding of the broader strategic context;
  - d) Communications skills and relationship management with Key Stakeholders including the CEAB, the CEQB, the Regulators, the CEO Group, the officials' groups, and Engineers Canada staff; and,
  - e) Work ethic, commitment, and ability to meet deadlines.

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## 6 Engineers Canada Board committees and task forces

### 6.1 Board committees and task forces

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Biennial*

*Date of latest amendment: February 24, 2021 (Motion # 2021-02-7D)    Date last reviewed: February 24, 2021*

- (1) Board committees are defined as groups set up under the authority of the Board to perform ongoing tasks as specified in their terms of reference. A task force is formed for specific tasks and is typically stood down once the task has been completed. The Board can delegate responsibility but is always accountable for decisions.
- (2) The standing Board committees are as follows:
  - a) Canadian Engineering Accreditation Board (CEAB);
  - b) Canadian Engineering Qualifications Board (CEQB);
  - c) Finance, Audit, and Risk Committee;
  - d) Governance Committee; and,
  - e) Human Resources Committee.
- (3) The Board shall appoint committees and task forces as it considers necessary to serve the interests of Engineers Canada and the Regulators. It may delegate any authority it deems necessary for a committee or task force to perform its function. The Board shall determine the terms of reference for all committees and task forces they have appointed.
- (4) The terms of reference for every committee shall define the committee's responsibilities, tasks, authority, and composition.
- (5) The terms of reference for every task force shall define the mandate, timeline, and membership of the task force.
- (6) The CEO monitors the performance of Board committees and task forces for compliance with their delegated authority where staff has a role with the activities.
- (7) All committee and task force members shall abide by the same Code of Conduct as governs the Board.
- (8) All committees and task forces will:
  - a) Develop and maintain an annual work plan with specific deliverables and deadlines;
  - b) Make minutes of their meetings and proceedings available to all Board Directors; and,
  - c) Report annually to the Board and the Members on the achievement of their assigned Board responsibilities and any outcomes or actions assigned to it under the Strategic Plan.

### 6.1.1 Composition

- (1) Board committees and task forces may be populated by Board members, other volunteers, or any combination thereof. Staff shall provide support to Board committees and task forces, but they are not members and shall have no vote.
- (2) The Human Resources Committee, in consultation with each outgoing committee chair, shall annually nominate new committee members considering:
  - a) Committee work plan;
  - b) Directors' interests;
  - c) Directors' skills and competencies; and,
  - d) Board succession planning.
- (3) With the exception of the CEAB and CEQB, the HR Committee shall recommend a chair to each committee and task force. The committee or task force shall make the final determination of who will serve as chair.
- (4) The Board appoints the members of all committees, normally for a one-year term.
- (5) Members may be re-appointed to committees. Reappointment of the members and staggered terms of office are desirable elements to support continuity.
- (6) In the selection of committee and task force members, every reasonable effort shall be made to achieve a diverse membership, reflective of the Canadian population.
- (7) Except where the vacancy occurs on the CEAB or CEQB, in the event of a vacancy on a committee or task force prior to the conclusion of the term, the Board may fill the vacancy by appointment for the duration of the term.
- (8) In the event that a member of a committee or task force is temporarily unable to serve, an alternate may be appointed by the Board to act in the member's absence.

### 6.1.2 Authority

- (1) Through the committee chair, all committees and task forces may:
  - a) Request information from Engineers Canada staff as required for the efficient conduct of their business;
  - b) Use staff resources as required for administrative support of the committee or task force; and,
  - c) Call on advisors for subject matter expertise.
- (2) Board committees and task forces shall not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes.
- (3) Except as defined in written terms of reference, no committee or task force has authority to commit the funds or resources of Engineers Canada.

### 6.1.3 Role of committee chairs

- (1) Chairs work closely with Engineers Canada staff and provide leadership to their committees. They are responsible for:
  - a) Chairing meetings and setting their agenda;
  - b) Reviewing committee minutes and briefing notes;
  - c) Developing, monitoring, and delivering on the work plan, with support from staff;
  - d) Providing updates on the committee's activities to the Board;
  - e) Facilitating committee deliberations that are timely, fair, orderly, thorough, and efficient; and,
  - f) Addressing issues arising with and between committee members.
- (2) Any of the above responsibilities may be delegated by the committee chair to other committee members, as and when necessary.

### 6.1.4 Committee chair competencies

- (1) To deliver on the above responsibilities, in addition to the competencies established in Policy 4.8, *Board Competency Profile*, a chair should demonstrate the following skills, knowledge, and abilities:
  - a) Ability to build consensus;
  - b) Understanding of and ability to work within the Engineers Canada governance model;
  - c) Understanding of the broader strategic context;
  - d) Communications skills and relationship management with Key Stakeholders including the CEAB, the CEQB, the Regulators, the CEO Group, the officials' groups, and Engineers Canada staff; and,
  - e) Work ethic, commitment, and ability to meet deadlines.

## 6 Engineers Canada Board committees and task forces

### 6.4 Finance, Audit, and Risk (FAR) Committee terms of reference

*Date of adoption: May 24, 2019 (Motion 5756)*

*Review period: ~~Annual~~ Biennial*

*Date of latest amendment: October 2, 2020 (Motion 2020-10-3D) Date last reviewed: October 2, 2020*

The Finance, Audit, and Risk (FAR) Committee enhances the Board's effectiveness and efficiency on matters related to financial, audit, and risk management policies and monitoring.

#### 6.4.1 Responsibilities

- (1) The FAR Committee is tasked to fulfill Board responsibility #5: *Ensure the CEO maintains and acts on a robust and effective risk management system which reflects the board's risk tolerance level and directs Board-approved mitigation strategies.* In addition, the FAR Committee shall:
  - a) Annually, review the CEO's draft budget and make recommendations to the Board.
  - b) Review the CEO's quarterly financial reports and make recommendations to the Board, as necessary.
  - c) Review the Corporate Risk Profile annually, and review the CEO's operational risk register and the Board's strategic risk register quarterly, and make necessary recommendations with respect to the strategic risk register to the Board at ~~the winter, spring, fall, and late fall Board meetings~~ the April meeting, or whenever significant changes occur.
  - d) Based on the risk register, Conduct a triennial review of the Board's strategic risk register and make recommendations of acceptable mitigation strategies, residual risk, and required actions, if any, to the Board as an input to each new Strategic Plan.
  - e) Review the investment reports (prepared by a third-party advisor) at least annually and make recommendations to the Board.
  - f) Review and recommend changes to the Board's investment policy.
  - g) Oversee the annual audit including:
    - ~~i. Recommending an auditor to the Board and Members including but not limited to the independence of potential auditors.~~
    - ii.i. Annually assessing the auditor considering independence, communication and interaction, and quality of the engagement team.
    - iii.ii. Confirming the scope of the audit, which shall include a review of the key financial processes.



~~iv-iii.~~ Providing an annual report to the Board regarding the audited financial statements and any significant information rising from discussions with the auditor.

~~v-iv.~~ Providing an annual report to the Members with:

- A) The Board's recommendation concerning the audited financial statements,
- B) A summary of the auditor's observations together with Engineers Canada staff response, and
- C) The Board's recommendation for the appointment of the following year's auditor.

~~vi-v.~~ Conducting a comprehensive review of the auditor at least every five years. The outcome of this review is a recommendation to either retain the audit firm or put the audit out for tender.

~~vii-vi.~~ Providing information to the Board, as provided by the auditor, on significant new developments in accounting principles or relevant rulings of regulatory bodies with implications for the Board's financial policies.

- h) Review and update the Board on finance-related matters, such as internal financial controls and finance-related policies and procedures.
- i) Conduct a review of any long-term procurement contracts that extend beyond five years.

## 6.4.2 Authority

- (1) The FAR Committee has the authority to meet independently with the external auditor.
- (2) The Chair of the FAR Committee has the authority to meet independently with Engineers Canada's ~~Controller~~Director, Finance.

## 6.4.3 Composition

- (1) 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 shall be a member of the FAR Committee.
- (2) The committee chair plus another three members of the committee who are Directors constitute a quorum (50 per cent of the members +1).
- (3) Committee members shall be financially literate and possess the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that could be reasonably expected to be encountered at Engineers Canada.
- (4) The Engineers Canada ~~Controller~~Director, Finance shall provide support to the FAR Committee.

## 6.4.4 Competencies of the FAR Committee Chair

- (1) The FAR Committee chair shall have an understanding of:
  - a) Not-for-profit financial reporting standards,

- b) Engineers Canada fiscal operations, and
- c) Engineers Canada budgeting process.

## 6 Engineers Canada Board committees and task forces

### 6.4 Finance, Audit, and Risk (FAR) Committee terms of reference

*Date of adoption: May 24, 2019 (Motion 5756)*

*Review period: Biennial*

*Date of latest amendment: October 2, 2020 (Motion 2020-10-3D)*

*Date last reviewed: October 2, 2020*

The Finance, Audit, and Risk (FAR) Committee enhances the Board's effectiveness and efficiency on matters related to financial, audit, and risk management policies and monitoring.

#### 6.4.1 Responsibilities

- (1) The FAR Committee is tasked to fulfill Board responsibility #5: *Ensure the CEO maintains and acts on a robust and effective risk management system which reflects the board's risk tolerance level and directs Board-approved mitigation strategies.* In addition, the FAR Committee shall:
  - a) Annually, review the CEO's draft budget and make recommendations to the Board.
  - b) Review the CEO's quarterly financial reports and make recommendations to the Board, as necessary.
  - c) Review the Corporate Risk Profile annually, and review the risk register quarterly, making necessary recommendations to the Board at the April meeting, or whenever significant changes occur.
  - d) Based on the risk register, make recommendations of required actions, if any, to the Board as an input to each new Strategic Plan.
  - e) Review the investment reports (prepared by a third-party advisor) at least annually and make recommendations to the Board.
  - f) Review and recommend changes to the Board's investment policy.
  - g) Oversee the annual audit including:
    - i. Annually assessing the auditor considering independence, communication and interaction, and quality of the engagement team.
    - ii. Confirming the scope of the audit, which shall include a review of the key financial processes.
    - iii. Providing an annual report to the Board regarding the audited financial statements and any significant information rising from discussions with the auditor.
    - iv. Providing an annual report to the Members with:
      - A) The Board's recommendation concerning the audited financial statements,

- B) A summary of the auditor's observations together with Engineers Canada staff response, and
  - C) The Board's recommendation for the appointment of the following year's auditor.
- v. Conducting a comprehensive review of the auditor at least every five years. The outcome of this review is a recommendation to either retain the audit firm or put the audit out for tender.
  - vi. Providing information to the Board, as provided by the auditor, on significant new developments in accounting principles or relevant rulings of regulatory bodies with implications for the Board's financial policies.
  - h) Review and update the Board on finance-related matters, such as internal financial controls and finance-related policies and procedures.
  - i) Conduct a review of any long-term procurement contracts that extend beyond five years.

### 6.4.2 Authority

- (1) The FAR Committee has the authority to meet independently with the external auditor.
- (2) The Chair of the FAR Committee has the authority to meet independently with Engineers Canada's Director, Finance.

### 6.4.3 Composition

- (1) 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 shall be a member of the FAR Committee.
- (2) The committee chair plus another three members of the committee who are Directors constitute a quorum (50 per cent of the members +1).
- (3) Committee members shall be financially literate and possess the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that could be reasonably expected to be encountered at Engineers Canada.
- (4) The Engineers Canada Director, Finance shall provide support to the FAR Committee.

### 6.4.4 Competencies of the FAR Committee Chair

- (1) The FAR Committee chair shall have an understanding of:
  - a) Not-for-profit financial reporting standards,
  - b) Engineers Canada fiscal operations, and
  - c) Engineers Canada budgeting process.

## 7 Board policies

### 7.12 Net assets

*Date of adoption: October 2, 2020 (Motion 2020-10-3D)*  
*Date of latest amendment: n/a*

*Review period: ~~Annual~~Biennial*  
*Date last reviewed: n/a*

#### 7.12.1 Purpose of policy:

- (1) Engineers Canada uses its net assets to progress towards its strategic objectives. The Board approves the net asset levels as described in section 7.12.3, through an annual review and revisions (if necessary).
- (2) Net assets must be actively managed to maintain necessary levels. The proper management of net asset levels supports strategic objectives and planned operations by:
  - a) Protecting against unexpected losses;
  - b) Providing opportunity for planned new initiatives or strategic priorities;
  - c) Providing the opportunity to continue investing in assets, technology, products, and services;
  - d) Building Member confidence and creating value for Members; and,
  - e) Providing general financial stability.
- (3) Net asset management considers a number of factors such as:
  - a) The level of expected revenue and expenses;
  - b) Anticipated growth or planned changes to the purposes, operational imperatives or strategic priorities of Engineers Canada; and,
  - c) Issues arising through enterprise risk management.
- (4) The ability of Engineers Canada to maintain adequate net asset levels is considered an indication of safety, stability and a prudent resistance to adverse business and economic conditions.

#### 7.12.2 Measures

- (1) Net assets are normally allocated into internally restricted reserves, unrestricted reserves, and investments in tangible capital and intangible assets.
  - a) **Internally restricted reserves** are funds that have been set aside for a specified future purpose or contingency. These funds can only be created, authorized for expenditure, and dissolved by the Board. Examples of uses for internally restricted funds include to:
    - i. ensure stability for the delivery of ongoing programs, products and services;
    - ii. fund strategic initiatives;
    - iii. mitigate the financial impact of risks to operations or achievement of strategic objectives.

- b) **Funds invested in tangible and intangible assets** represent the financial resources of Engineers Canada. Tangible assets are physical (such as office equipment), while intangible assets do not exist in physical form and include intellectual property, software, and goodwill, etc.
- c) **Unrestricted reserves** are those funds that are neither restricted nor invested. The Board will approve the amount of unrestricted reserves that may be used for operations and to fund the activities under the Strategic Plan.

(2) Engineers Canada net assets are currently categorized as follows:

<b>Internally restricted:</b> legal defense fund	The legal defense fund is established by the Board to ensure that funds are available in case of legal challenge, to provide funds to cover deductibles for insurances, and to assist the Engineering Regulators where it is determined that they do not have the financial resources to defend an enforcement action and/or statutory obligation that has a clear and significant impact on the other Regulators.
<b>Internally restricted:</b> Strategic priorities fund	The strategic priorities fund is established by the Board to provide funds: <ul style="list-style-type: none"> <li>• For planned strategic Initiatives</li> <li>• For information technology projects consistent with the approved Strategic Plan;</li> <li>• To respond to future risks and investment needs in the performance, accessibility, and security of its information technology assets.</li> </ul>
<b>Internally restricted:</b> Contingency reserve fund	The contingency reserve fund is established by the Board to mitigate the financial impact of the risk of future unexpected, negative events that could have a significant, adverse impact on the operations, revenues and expenses of Engineers Canada.
<b>Invested in capital assets and intangible assets</b>	The investment in capital assets and intangible assets is the calculated amount consisting of the net book value of capital and intangible assets less their related debt.
<b>Unrestricted</b>	Unrestricted reserves represent the assets that have no restrictions placed on their use.

(3) The target levels for these reserves are documented in the Net Asset Structure (appendix A).

### 7.12.3 Responsibility and authority

- (1) The Engineers Canada Board is responsible for understanding the operational and reserve needs of Engineers Canada and the minimum required level of net assets. Changes to the internally restricted reserves must be consistent with Engineers Canada’s Strategic Plan and priorities, and

the risk assessment. Accordingly, the following processes represent the governance responsibilities associated with the net assets of Engineers Canada:

- a) Annually, the Engineers Canada Board will approve the adequacy of the balances in the internally restricted funds, on recommendation of the Finance, Audit, and Risk (FAR) Committee.
- b) Upon approval of the Strategic Plan, the ~~Finance, Audit, and Risk~~FAR Committee shall review the internally restricted reserves and make recommendations to the Board, considering the updated risk assessment that supported the Strategic Plan.
- c) Annually, as part of the budgeting process, the CEO shall make recommendations to the ~~Finance, Audit, and Risk~~FAR Committee regarding the unrestricted reserves level, considering the ~~B~~budget, immediate liquidity needs, and cash flow requirements. The final ~~B~~budget is approved by the Engineers Canada Board.
- d) The Engineers Canada Board shall approve, on recommendation of the ~~Finance, Audit, and Risk~~AR committee, the net asset structure with target levels.
- e) The Engineers Canada CEO will strive to maintain net asset balances in accordance with the levels approved annually by the Board in the net asset structure. A breach of the target levels is not acceptable or consistent with Engineers Canada's risk appetite and the budgeting, planning, monitoring, and reporting processes must be designed to avoid such a breach.
- f) It is recognized that net asset levels in some categories will be spent during some periods and restored in others. In addition, net asset levels may fall below target due to unforeseen adverse events, in which case the CEO will prepare plans to redress the situation.

#### 7.12.4 Reporting

- (1) The Engineers Canada CEO shall annually report net asset levels to the Board through the audited financial statements.
- (2) Net asset levels will be reported to the Board with the quarterly financial statements.

### Appendix A: Net asset structure document

Date of Board approval: February 26, 2020	Effective Date: Year Ended December 31, 2019
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#### Net assets overview

Engineers Canada aims to effectively use its net assets to maximize its ability to achieve its objectives. The accumulation of net assets in and of itself is not a goal of Engineers Canada. However, prudent financial management dictates that Engineers Canada maintain the necessary net assets to ensure stability for the delivery of on-going programs and services, to fund strategic initiatives and to mitigate the financial impact of risks to its operations and achievement of strategic objectives.

As a best practice of Canadian not-for-profit organizations, Engineers Canada should explicitly establish internally restricted net assets (often called “reserves” or “reserve funds”) to demonstrate the intent and purpose for its net assets to its members and stakeholders. This practice is in accordance with Canadian Accounting Standards and is supported by the Canada Revenue Agency in demonstrating Engineers Canada’s not-for-profit status under the Income Tax Act (Canada).

Changes in internally restricted net assets should be consistent with Engineers Canada’s overall strategy, priority initiatives, and risk assessment. Annually, Engineers Canada should generally review the use and the adequacy of the balances in the internally restricted funds. Engineers Canada should also do a more in-depth assessment of its internally restricted net assets during its three-year strategic planning process, including a comprehensive risk assessment.

This paper uses standard definitions of net assets, which are provided in the Appendix.

#### Summary of net assets

Below is a summary of the internally restricted funds, unrestricted net assets and the investment in capital assets and intangible assets of Engineers Canada. Further rationale is provided later in this paper.

#### Internally Restricted Net Assets

Internal restriction	Purpose	Amount
<b>Legal defense fund</b>	The legal defense fund is established by the Board to ensure that funds are available in case of legal challenge, to provide funds to cover deductibles for insurances, and to assist the engineering regulators where it is determined that they do not have the financial resources to defend an enforcement action and/or statutory obligation that has a clear and significant impact on the other regulators.	\$1,500,000
<b>Strategic priorities fund</b>	The strategic priorities fund is established by the Board to provide funds: <ul style="list-style-type: none"> <li>• For planned strategic initiatives</li> <li>• For information technology projects consistent with the approved strategic plan;</li> <li>• To respond to future risks and investment needs in the performance, accessibility, and security of its information technology assets.</li> </ul>	\$2,000,000
<b>Contingency reserve fund</b>	The contingency reserve fund is established by the Board to mitigate the financial impact of the risk of future unexpected, negative events that could have a significant, adverse impact on the operations, revenues and expenses of Engineers Canada.	\$2,500,000
<b>Total internally restricted net assets</b>		<b>\$6,000,000</b>



**Unrestricted net assets and investment in capital assets and intangible assets**

<b>Asset category</b>	<b>Purpose</b>	<b>Amount</b>
<b>Investment in capital assets and intangible assets</b>	The investment in capital assets and intangible assets is a calculated amount consisting of the net book value of capital and intangible assets less any debt relating to them.	\$564,690 (2018 FS amount)
<b>Unrestricted net assets</b>	Unrestricted net assets are maintained to fund the appropriate level of liquid working capital needed to maintain regular operations.  Unrestricted net assets are the residual of total net assets less internally restricted and investment in capital and intangible assets.	No less than \$1,000,000

**Internally restricted net assets**

Engineers Canada will establish internally restricted net assets (commonly referred to as ‘reserves’ or ‘reserve funds’) for specific operating or capital purposes as allowed under Canadian accounting standards for not-for-profit organizations. Internally restricted net assets are supported by a clear statement of purpose, specific level of funding required, and, as needed, a projected time frame for the accumulation or draw down of the balance. The purpose of internally restricted net assets will be consistent with the objectives of Engineers Canada’s strategic initiatives and operating plans, as well as identified risks to the achievement of these objectives.

Engineers Canada has identified three categories of internally restricted net assets that are required, as follows:

**a) Legal defense fund**

Engineers Canada requires a legal defense fund to be available to use to fund legal expenses related to issues concerning the engineering profession, including protecting the sovereignty of the term “engineer” and other terms, and to intervene with respect to legal cases that have a significant national interest, or to assist engineering regulators that do not have the financial resources to defend an enforcement action and/or statutory obligation that has a clear and significant impact on other members.

In 2008, Engineers Canada commissioned an actuarial study related to its reserves, which recommended setting up a Legal Defense Fund of \$1,000,000 with an annual increase of \$40,000. Based on this study, Engineers Canada has established a legal defense fund of \$1,500,000.

**b) Strategic priorities fund**

Engineers Canada is entering a period of significant transition with its ~~2019-22-214~~ Strategic Plan, which is calling for specific initiatives to enable the plan, investments in competency-based assessment, and improvements to technology-enabled services.

For technology-enabled services, in addition to the planned projects to improve operations and services to members, Engineers Canada is operating in an environment of rapid technological change and accelerating risks (such as cyber security). Engineers Canada expects that it will need to make a substantial investment in its information technology and systems over the next five years in order to

implement standard/best practices in performance, accessibility, and security. This Fund is intended to provide funding for both the current planned projects and future projects.

Based on the 2019-2022 Strategic Plan and future technology risks, Engineers Canada has established a strategic priorities fund of \$2,000,000.

### **c) Contingency reserve fund**

Engineers Canada will maintain a contingency reserve fund to mitigate the financial impact of the risk of a significant, negative event caused by changes in their political, economic, and regulatory environment that are outside of its control.

The current, more significant risk factors that could impact significantly and adversely impact revenues include:

- **Membership demographics:** Regulator assessment revenues are based on the number of members. As with many professional organizations, Engineers Canada's membership is aging, so there is a significant risk of a sustained decline in assessment revenues, with a corollary impact on affinity revenues.
- **Affinity programs:** Engineers Canada largest revenue stream is affinity and insurance revenues. These revenues would be impacted by either a departure of a province from an affinity program, or a cancellation or non-renewal of a program by the service provider.
- **Provincial regulators:** With all national membership organizations, there is a risk that a province could exit the national organization.

Based on these and other risks identified in Engineers Canada's assessment of risks, Engineers Canada has established a contingency reserve fund of \$2,500,000.

This amount is equivalent to approximately three-months of operating costs of Engineers Canada, which is a consistent benchmark used by not-for-profit organizations for general contingency reserves.

### **Investment in capital assets and intangible assets**

The investment in capital assets and intangible assets is a calculated amount, in accordance with Canadian Accounting Standards, as defined in the appendix below. Engineers Canada's historical practice is to fund its capital assets and intangible assets with its net assets, other than deferred lease inducements related to its leased premises. This policy supports the creation of separate reserves to fund the acquisition of capital assets and/or information technology (as with the strategic priorities fund above) to provide appropriate funds for future acquisitions.

### **Unrestricted net assets**

Unrestricted net assets are maintained to fund the appropriate level of liquid working capital needed to maintain regular operations. Engineer Canada's target unrestricted net asset balance will be determined annually, with consideration for immediate liquidity needs and Engineers Canada's cash flow requirements beyond those addressed in existing internally restricted balances. The target unrestricted net asset balance will be consistent with recommendations made by management to the Board of Directors as part of the annual budgeting process.

Based on an analysis of monthly and annual expenditures and cash flows, Engineers Canada plans to maintain an unrestricted net asset balance of no less than \$1,000,000 on an on-going basis.

## Definitions

This paper references the following definitions:

- **Net assets:** Total net assets represent a not-for-profit organization's residual interest in its assets after deducting its liabilities.
- **Investment in tangible capital and intangible assets:** The amount of net assets that are funding Engineers Canada's tangible capital and intangible assets. This amount is calculated as:

Net book value of tangible capital and intangible assets

Less: long-term debt related to the tangible capital and intangible assets

Less: deferred lease inducements related to capital assets

Less: deferred contributions used to acquire tangible capital and intangible assets

Investment in tangible capital and intangible assets

- **Internally restricted net assets ('reserves'):** Net asset amounts that have been set aside by Engineers Canada for a specified future purpose or specified future contingencies. The two general categories of internally restricted net assets that are commonly used by not-for-profit organizations are:
  - **Strategic reserves** provide funding for, typically one-time, projects, investments or events that support the achievement of the organization's strategic priorities to allow for regular operations to continue in the year of these strategic initiatives. Strategic reserves should be aligned with the not-for-profit organization's strategic plan.
  - **Contingency reserves** mitigate the financial risk of a significant uncontrollable/unexpected negative event that would have an adverse impact on the financial position of a not-for-profit organization. These events typically cause an immediate and/or sustained decline in annual revenues or increase in expenses. A contingency reserve is held to provide funds to cover the cost of the contingency to allow the not-for-profit organization to maintain regular operations while responding to the negative event. The contingency reserve is normally supported by an official risk assessment performed by the not-for-profit organization.
- **Unrestricted net assets:** Net assets amounts that are not internally restricted and are not investments in capital assets and intangible assets. Unrestricted net assets are commonly viewed as the amount of liquid working capital needed for regular operations.

## 7 Board policies

### 7.12 Net assets

*Date of adoption: October 2, 2020 (Motion 2020-10-3D)*  
*Date of latest amendment: n/a*

*Review period: Biennial*  
*Date last reviewed: n/a*

#### 7.12.1 Purpose of policy:

- (1) Engineers Canada uses its net assets to progress towards its strategic objectives. The Board approves the net asset levels as described in section 7.12.3, through an annual review and revisions (if necessary).
- (2) Net assets must be actively managed to maintain necessary levels. The proper management of net asset levels supports strategic objectives and planned operations by:
  - a) Protecting against unexpected losses;
  - b) Providing opportunity for planned new initiatives or strategic priorities;
  - c) Providing the opportunity to continue investing in assets, technology, products, and services;
  - d) Building Member confidence and creating value for Members; and,
  - e) Providing general financial stability.
- (3) Net asset management considers a number of factors such as:
  - a) The level of expected revenue and expenses;
  - b) Anticipated growth or planned changes to the purposes, operational imperatives or strategic priorities of Engineers Canada; and,
  - c) Issues arising through enterprise risk management.
- (4) The ability of Engineers Canada to maintain adequate net asset levels is considered an indication of safety, stability and a prudent resistance to adverse business and economic conditions.

#### 7.12.2 Measures

- (1) Net assets are normally allocated into internally restricted reserves, unrestricted reserves, and investments in tangible capital and intangible assets.
  - a) **Internally restricted reserves** are funds that have been set aside for a specified future purpose or contingency. These funds can only be created, authorized for expenditure, and dissolved by the Board. Examples of uses for internally restricted funds include to:
    - i. ensure stability for the delivery of ongoing programs, products and services;
    - ii. fund strategic initiatives;
    - iii. mitigate the financial impact of risks to operations or achievement of strategic objectives.

- b) **Funds invested in tangible and intangible assets** represent the financial resources of Engineers Canada. Tangible assets are physical (such as office equipment), while intangible assets do not exist in physical form and include intellectual property, software, and goodwill, etc.
- c) **Unrestricted reserves** are those funds that are neither restricted nor invested. The Board will approve the amount of unrestricted reserves that may be used for operations and to fund the activities under the Strategic Plan.

(2) Engineers Canada net assets are currently categorized as follows:

<b>Internally restricted:</b> legal defense fund	The legal defense fund is established by the Board to ensure that funds are available in case of legal challenge, to provide funds to cover deductibles for insurances, and to assist the Engineering Regulators where it is determined that they do not have the financial resources to defend an enforcement action and/or statutory obligation that has a clear and significant impact on the other Regulators.
<b>Internally restricted:</b> Strategic priorities fund	The strategic priorities fund is established by the Board to provide funds: <ul style="list-style-type: none"> <li>• For planned strategic Initiatives</li> <li>• For information technology projects consistent with the approved Strategic Plan;</li> <li>• To respond to future risks and investment needs in the performance, accessibility, and security of its information technology assets.</li> </ul>
<b>Internally restricted:</b> Contingency reserve fund	The contingency reserve fund is established by the Board to mitigate the financial impact of the risk of future unexpected, negative events that could have a significant, adverse impact on the operations, revenues and expenses of Engineers Canada.
<b>Invested in capital assets and intangible assets</b>	The investment in capital assets and intangible assets is the calculated amount consisting of the net book value of capital and intangible assets less their related debt.
<b>Unrestricted</b>	Unrestricted reserves represent the assets that have no restrictions placed on their use.

(3) The target levels for these reserves are documented in the Net Asset Structure (appendix A).

### 7.12.3 Responsibility and authority

- (1) The Engineers Canada Board is responsible for understanding the operational and reserve needs of Engineers Canada and the minimum required level of net assets. Changes to the internally restricted reserves must be consistent with Engineers Canada’s Strategic Plan and priorities, and

the risk assessment. Accordingly, the following processes represent the governance responsibilities associated with the net assets of Engineers Canada:

- a) Annually, the Engineers Canada Board will approve the adequacy of the balances in the internally restricted funds, on recommendation of the Finance, Audit, and Risk (FAR) Committee.
- b) Upon approval of the Strategic Plan, the FAR Committee shall review the internally restricted reserves and make recommendations to the Board, considering the updated risk assessment that supported the Strategic Plan.
- c) Annually, as part of the budgeting process, the CEO shall make recommendations to the FFAR Committee regarding the unrestricted reserves level, considering the budget, immediate liquidity needs, and cash flow requirements. The final budget is approved by the Engineers Canada Board.
- d) The Engineers Canada Board shall approve, on recommendation of the FAR committee, the net asset structure with target levels.
- e) The Engineers Canada CEO will strive to maintain net asset balances in accordance with the levels approved annually by the Board in the net asset structure. A breach of the target levels is not acceptable or consistent with Engineers Canada's risk appetite and the budgeting, planning, monitoring, and reporting processes must be designed to avoid such a breach.
- f) It is recognized that net asset levels in some categories will be spent during some periods and restored in others. In addition, net asset levels may fall below target due to unforeseen adverse events, in which case the CEO will prepare plans to redress the situation.

#### **7.12.4 Reporting**

- (1) The Engineers Canada CEO shall annually report net asset levels to the Board through the audited financial statements.
- (2) Net asset levels will be reported to the Board with the quarterly financial statements.

### Appendix A: Net asset structure document

Date of Board approval: February 26, 2020	Effective Date: Year Ended December 31, 2019
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#### Net assets overview

Engineers Canada aims to effectively use its net assets to maximize its ability to achieve its objectives. The accumulation of net assets in and of itself is not a goal of Engineers Canada. However, prudent financial management dictates that Engineers Canada maintain the necessary net assets to ensure stability for the delivery of on-going programs and services, to fund strategic initiatives and to mitigate the financial impact of risks to its operations and achievement of strategic objectives.

As a best practice of Canadian not-for-profit organizations, Engineers Canada should explicitly establish internally restricted net assets (often called “reserves” or “reserve funds”) to demonstrate the intent and purpose for its net assets to its members and stakeholders. This practice is in accordance with Canadian Accounting Standards and is supported by the Canada Revenue Agency in demonstrating Engineers Canada’s not-for-profit status under the Income Tax Act (Canada).

Changes in internally restricted net assets should be consistent with Engineers Canada’s overall strategy, priority initiatives, and risk assessment. Annually, Engineers Canada should generally review the use and the adequacy of the balances in the internally restricted funds. Engineers Canada should also do a more in-depth assessment of its internally restricted net assets during its three-year strategic planning process, including a comprehensive risk assessment.

This paper uses standard definitions of net assets, which are provided in the Appendix.

#### Summary of net assets

Below is a summary of the internally restricted funds, unrestricted net assets and the investment in capital assets and intangible assets of Engineers Canada. Further rationale is provided later in this paper.

#### Internally Restricted Net Assets

Internal restriction	Purpose	Amount
<b>Legal defense fund</b>	The legal defense fund is established by the Board to ensure that funds are available in case of legal challenge, to provide funds to cover deductibles for insurances, and to assist the engineering regulators where it is determined that they do not have the financial resources to defend an enforcement action and/or statutory obligation that has a clear and significant impact on the other regulators.	\$1,500,000
<b>Strategic priorities fund</b>	The strategic priorities fund is established by the Board to provide funds: <ul style="list-style-type: none"> <li>• For planned strategic initiatives</li> <li>• For information technology projects consistent with the approved strategic plan;</li> <li>• To respond to future risks and investment needs in the performance, accessibility, and security of its information technology assets.</li> </ul>	\$2,000,000
<b>Contingency reserve fund</b>	The contingency reserve fund is established by the Board to mitigate the financial impact of the risk of future unexpected, negative events that could have a significant, adverse impact on the operations, revenues and expenses of Engineers Canada.	\$2,500,000
<b>Total internally restricted net assets</b>		<b>\$6,000,000</b>

### **Unrestricted net assets and investment in capital assets and intangible assets**

<b>Asset category</b>	<b>Purpose</b>	<b>Amount</b>
<b>Investment in capital assets and intangible assets</b>	The investment in capital assets and intangible assets is a calculated amount consisting of the net book value of capital and intangible assets less any debt relating to them.	\$564,690 (2018 FS amount)
<b>Unrestricted net assets</b>	Unrestricted net assets are maintained to fund the appropriate level of liquid working capital needed to maintain regular operations.  Unrestricted net assets are the residual of total net assets less internally restricted and investment in capital and intangible assets.	No less than \$1,000,000

### **Internally restricted net assets**

Engineers Canada will establish internally restricted net assets (commonly referred to as ‘reserves’ or ‘reserve funds’) for specific operating or capital purposes as allowed under Canadian accounting standards for not-for-profit organizations. Internally restricted net assets are supported by a clear statement of purpose, specific level of funding required, and, as needed, a projected time frame for the accumulation or draw down of the balance. The purpose of internally restricted net assets will be consistent with the objectives of Engineers Canada’s strategic initiatives and operating plans, as well as identified risks to the achievement of these objectives.

Engineers Canada has identified three categories of internally restricted net assets that are required, as follows:

#### **a) Legal defense fund**

Engineers Canada requires a legal defense fund to be available to use to fund legal expenses related to issues concerning the engineering profession, including protecting the sovereignty of the term “engineer” and other terms, and to intervene with respect to legal cases that have a significant national interest, or to assist engineering regulators that do not have the financial resources to defend an enforcement action and/or statutory obligation that has a clear and significant impact on other members.

In 2008, Engineers Canada commissioned an actuarial study related to its reserves, which recommended setting up a Legal Defense Fund of \$1,000,000 with an annual increase of \$40,000. Based on this study, Engineers Canada has established a legal defense fund of \$1,500,000.

#### **b) Strategic priorities fund**

Engineers Canada is entering a period of significant transition with its 2022-24 Strategic Plan, which is calling for specific initiatives to enable the plan, investments in competency-based assessment, and improvements to technology-enabled services.

For technology-enabled services, in addition to the planned projects to improve operations and services to members, Engineers Canada is operating in an environment of rapid technological change and accelerating risks (such as cyber security). Engineers Canada expects that it will need to make a substantial investment in its information technology and systems over the next five years in order to



implement standard/best practices in performance, accessibility, and security. This Fund is intended to provide funding for both the current planned projects and future projects.

Based on the 2022-24 Strategic Plan and future technology risks, Engineers Canada has established a strategic priorities fund of \$2,000,000.

### **c) Contingency reserve fund**

Engineers Canada will maintain a contingency reserve fund to mitigate the financial impact of the risk of a significant, negative event caused by changes in their political, economic, and regulatory environment that are outside of its control.

The current, more significant risk factors that could impact significantly and adversely impact revenues include:

- **Membership demographics:** Regulator assessment revenues are based on the number of members. As with many professional organizations, Engineers Canada's membership is aging, so there is a significant risk of a sustained decline in assessment revenues, with a corollary impact on affinity revenues.
- **Affinity programs:** Engineers Canada largest revenue stream is affinity and insurance revenues. These revenues would be impacted by either a departure of a province from an affinity program, or a cancellation or non-renewal of a program by the service provider.
- **Provincial regulators:** With all national membership organizations, there is a risk that a province could exit the national organization.

Based on these and other risks identified in Engineers Canada's assessment of risks, Engineers Canada has established a contingency reserve fund of \$2,500,000.

This amount is equivalent to approximately three-months of operating costs of Engineers Canada, which is a consistent benchmark used by not-for-profit organizations for general contingency reserves.

### **Investment in capital assets and intangible assets**

The investment in capital assets and intangible assets is a calculated amount, in accordance with Canadian Accounting Standards, as defined in the appendix below. Engineers Canada's historical practice is to fund its capital assets and intangible assets with its net assets, other than deferred lease inducements related to its leased premises. This policy supports the creation of separate reserves to fund the acquisition of capital assets and/or information technology (as with the strategic priorities fund above) to provide appropriate funds for future acquisitions.

### **Unrestricted net assets**

Unrestricted net assets are maintained to fund the appropriate level of liquid working capital needed to maintain regular operations. Engineer Canada's target unrestricted net asset balance will be determined annually, with consideration for immediate liquidity needs and Engineers Canada's cash flow requirements beyond those addressed in existing internally restricted balances. The target unrestricted net asset balance will be consistent with recommendations made by management to the Board of Directors as part of the annual budgeting process.

Based on an analysis of monthly and annual expenditures and cash flows, Engineers Canada plans to maintain an unrestricted net asset balance of no less than \$1,000,000 on an on-going basis.

## Definitions

This paper references the following definitions:

- **Net assets:** Total net assets represent a not-for-profit organization's residual interest in its assets after deducting its liabilities.
- **Investment in tangible capital and intangible assets:** The amount of net assets that are funding Engineers Canada's tangible capital and intangible assets. This amount is calculated as:

Net book value of tangible capital and intangible assets

Less: long-term debt related to the tangible capital and intangible assets

Less: deferred lease inducements related to capital assets

Less: deferred contributions used to acquire tangible capital and intangible assets

Investment in tangible capital and intangible assets

- **Internally restricted net assets ('reserves'):** Net asset amounts that have been set aside by Engineers Canada for a specified future purpose or specified future contingencies. The two general categories of internally restricted net assets that are commonly used by not-for-profit organizations are:
  - **Strategic reserves** provide funding for, typically one-time, projects, investments or events that support the achievement of the organization's strategic priorities to allow for regular operations to continue in the year of these strategic initiatives. Strategic reserves should be aligned with the not-for-profit organization's strategic plan.
  - **Contingency reserves** mitigate the financial risk of a significant uncontrollable/unexpected negative event that would have an adverse impact on the financial position of a not-for-profit organization. These events typically cause an immediate and/or sustained decline in annual revenues or increase in expenses. A contingency reserve is held to provide funds to cover the cost of the contingency to allow the not-for-profit organization to maintain regular operations while responding to the negative event. The contingency reserve is normally supported by an official risk assessment performed by the not-for-profit organization.
- **Unrestricted net assets:** Net assets amounts that are not internally restricted and are not investments in capital assets and intangible assets. Unrestricted net assets are commonly viewed as the amount of liquid working capital needed for regular operations.

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## 4 Role of the Board

### 4.9 Role of the Presidents (President-Elect, President, and Past President)

**Commented [ES1]:** Recommended this be moved to triennial review since no substantive changes proposed.

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: ~~Annual~~Triennial*

*Date of latest amendment: December 7, 2020 (Motion 2020-12-10D)*

*Date last reviewed: December 7, 2020*

- (1) The Board comprises three officers; the President, the President-Elect, and the Past President (collectively, the “Board officers”). Individuals elected into the President-Elect role automatically succeed into the role of President when the President’s term concludes. The President thereafter occupies the position of Past President. Together, the Board officers form a strong team for advancing the governance of the organization. They are responsible for approving the agenda for all Board meetings, including the summer Board ~~retreat~~workshop, and they constitute the de facto panel when complaints are made in respect of Board or committee member non-compliance with Board policies.
- (2) The Board officers may delegate any of the individual authorities and responsibilities set out below, when necessary and as appropriate, in consultation with the other Board Officers and the CEO. Each Board officer remains responsible for the discharge of ~~his or her~~their responsibilities, notwithstanding any delegation.

#### 4.9.1 The President role

- (1) The President is accountable to the Board.
- (2) The President provides the link between the Board and the CEO. The President is the only person authorized to speak for the Board.
- (3) The President chairs Board meetings and meetings of the three Board officers.
- (4) The President ensures the integrity of the Board’s processes and represents the Board to outside parties.
- (5) The President must ensure that the Board behaves consistently within its own policies and procedural rules and those legitimately imposed upon it from outside the organization including:
  - a) Directing the Board deliberations so they are timely, fair, orderly, thorough and efficient; and,
  - b) Endeavoring to establish Board consensus on issues and objectives.
- (6) The President is the delegate of the Board and votes on behalf of Engineers Canada at meetings of

the International Engineering Alliance. The President may delegate these authorities, but remains accountable for their use.

- (7) The President conducts the orientation sessions for incoming and new Board members.
- (8) The President can attend meetings of all Board committees as a non-voting ex-officio member. ~~He or she is~~They are a required member of the HR Committee.
- (9) The President has approval responsibilities in accordance with Policy 7.1, *Board, Committee, and Other Volunteer Expenses*.

#### 4.9.2 The President-Elect role

- (1) The President-Elect collaborates with the President and the Past President to learn the role of the President, to become familiar with the governance of Engineers Canada and its meeting rules and procedures, and to facilitate Officer transition.
- (2) The President-Elect assists and supports the President as needed and plans for the upcoming presidential year.
- (3) The President-Elect is responsible for:
  - a) reviewing and overseeing the results of the annual Director self- and peer-assessment processes (as set out in Policy 4.13, *Individual Director Assessment*);
  - b) reviewing and overseeing the results of the annual Board, committee, and task force chair assessment process (as set out in Policy 6.2, *Board, Committee, and Task Force Chair Assessment*);
  - c) the development of the summer Board ~~retreat~~workshop agenda; and,
  - d) oversight and guidance to the Engineers Canada consultation process (as set out in Policy 7.11, *Consultation*).
- (4) The President-Elect is a required member of the HR Committee.
- (5) The President-Elect has approval responsibilities in accordance with Policy 7.1, *Board, Committee, and Other Volunteer Expenses*.

#### 4.9.3 The Past President role

- (1) The Past President provides advice and leadership to the President and the Board regarding past practices and other matters to assist in governing.
- (2) The Past President supports the President and the President-Elect on an as-needed basis.
- (3) The Past President is responsible for:
  - a) overseeing the implementation of any agreed-upon improvements resulting from the annual survey of the Board's effectiveness (as set out in Policy 4.12, *Board Self-assessment*); and,

- b) acting as the Nominating Committee and overseeing the nomination and election process for President-Elect (as set out in Policy 6.13, *President-Elect Nomination and Election Process*).
- (4) The Past President is a required member of both the HR Committee and the Governance Committee, and normally serves as chair of the HR Committee.

## 5 Executive duties and limitations

### 5.6 Planning

*Date of adoption:* April 9, 2018 (Motion 5693)

*Review period:* Annual/Triennial

*Date of latest amendment:* December 7, 2020 (Motion 2020-12-10D)

*Date last reviewed:* December 7, 2020

- (1) The CEO shall ensure that an Annual Operating Plan and Budget are in place that allocate resources in a way that aligns with the Board's Strategic Plan and that ensures fiscal security.
- (2) Further, without limiting the scope of the above statement, the CEO shall ensure that:
  - a) Planning takes into account both financial and personnel resources.
  - b) Planning safeguards the fiscal soundness of future years and ensures the building of organizational capability sufficient to achieve the strategic direction in future years.
  - c) A credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, and disclosure of planning assumptions is used in fiscal planning.
  - d) The **b**Budget is presented in a format approved by the Board.
  - e) Quarterly forecast reports are provided to the Finance, Audit, and Risk (FAR) Committee to identify shifts in budgeted spending.
  - f) A plan which anticipates and prepares for the replacement and addition of the organization's capital needs is in place.
  - g) Succession planning processes are in place to facilitate operations during key personnel transitions and ensure operation of the organization in all areas over the long term.
  - h) Planning is coordinated with the chairs of the CEAB and the CEQB to ensure that they have adequate resources to deliver their portions of the Board's Strategic Plan.
  - i) Restricted reserve fund levels required by Board policy are maintained at appropriate levels.
  - j) Planning includes funding for the Board's direct use, including, but not limited to, Board training and development and Board and Ccommittee meetings.
  - k) Funds are not expended in any fiscal year beyond what has been approved in the **b**Budget, unless the Board has approved the additional expenditure.

## 9 Board-approved documents and products

*Date of adoption: March 1, 2019 (Motion #5736)*

*Review period: ~~Annual~~Triennial*

*Date of latest amendment: February 24, 2021 (Motion # 2021-02-7D)    Date last reviewed: February 24, 2021*

The Board is responsible for the approval of some Engineers Canada products which are made available to the public and governments. These products reflect the positions and policies of the engineering profession to those groups.

### 9.3 National Position Statements

- (1) National Position Statements (NPSs) reflect the engineering profession’s consensus position on key issues relating to the public interest in the practice of professional engineering. Each year, new NPSs are developed, and existing ones are reviewed to ensure that they remain current and relevant. These NPSs:
  - a) represent the collective position of the engineering profession;
  - b) are used by Engineers Canada staff in discussion with government; and,
  - c) influence public policy.

#### 9.3.1 Development of National Position Statements

- (1) Responsibility for the development of NPSs rests with the CEO. Consideration should be given to new and existing issues facing the engineering profession. In addition, existing NPSs should be reviewed and updated on a regular basis.
- (2) The CEO should develop an annual workplan for the development of new NPSs and the updating of existing ones. The CEO must ensure that the Regulators are consulted on the proposed workplan prior to it being submitted to the Board for approval (usually at the Board’s spring (May) meeting).
- (3) Likewise, the Regulators must be consulted upon on all new and updated NPSs before they are submitted to the Board for approval.
- (4) NPSs are a Board-approved product for which the Board is responsible.
- (5) NPSs can be found on Engineers Canada’s website at:  
<https://engineerscanada.ca/public-policy/national-position-statements>.

#### 9.3.2 Archiving of National Position Statements

- (1) Engineers Canada’s NPSs that are no longer actively used will be removed from Engineers Canada’s public website and stored internally at Engineers Canada. The CEO will ensure all NPSs are reviewed on an annual basis and any recommendations for archiving will be sent to the Board, for information.
- (2) NPSs that have been archived should be retained within Engineers Canada’s document management system and not on the public facing website. These NPSs should be searchable by staff so that files can be easily located, updated, and returned to the public website on an “as-needed” basis, pending Board approval.

## 6 Engineers Canada Board committees and task forces

### 6.13 President-Elect nomination and election process

*Date of adoption: May 24, 2019 (Motion 5756)*

*Review period: ~~Annual~~Biennial*

*Date of latest amendment: February 24, 2021 (Motion # 2021-02-7D)      Date last reviewed: February 24, 2021*

This policy outlines a fair and transparent process to nominate and elect the President-Elect. It applies whether voting takes place using in-person or electronic ballots.

#### 6.13.1 Introduction

- (1) The President-Elect is elected by the Engineers Canada Board of Directors annually, at the spring (May) Board meeting.
- (2) The President-Elect holds office for the period from the close of the spring Board meeting to the next spring Board meeting.

#### 6.13.2 Eligibility

- (1) To serve as the President-Elect, a Director shall:
  - a) have been nominated to serve as a Director by their Regulator for the ensuing three years; or,
  - b) subject to being elected or acclaimed, as the case may be, to the office of President-Elect, obtain a written commitment from their Regulator to nominate them for election as a Director for an additional period to enable them to serve as President-Elect, followed by terms as President and then Past President; and,
  - c) for Directors in their second term, have a minimum of one (1) year remaining in their term of office ~~(effective 2022)~~.
- (2) All candidates for election shall provide, as part of their nomination:
  - a) A declaration of interest form (Appendix A); and,
  - b) A curriculum vitae that will be provided to the Board.
- (3) All documents must be submitted within the time period set by the Past President, which shall be a minimum of four weeks in advance of the spring Board meeting.

#### 6.13.3 Nomination procedures

- (1) The Past-President shall act as the Nominating Committee and shall:
  - a) Maintain an impartial position;
  - b) Attempt to ensure that sufficient nominations are received;
  - c) Prior to the spring Board meeting, at least:
    - i. **Three months in advance:** issue a call for nominations to all Directors, referencing this policy;



- ii. **Four weeks in advance:** receive nominations and confirm eligibility; and
  - iii. **Two weeks in advance:** provide the Board with the slate of candidates and their curricula vitae.
- d) Where no nominations are received, the Board shall determine how the position will be filled.

### 6.13.4 Voting

#### A. Scrutineers

- (1) The Board will appoint two persons to act as scrutineers, typically the Engineers Canada CEO and the president of the Regulator where the meeting is held.

#### B. Conduct of elections

- (1) The Past President shall conduct the elections. If the Past President is unavailable or unwilling to conduct the elections, the Board shall appoint another Board member to act as chair and conduct the elections.
- (2) If only one candidate is nominated for President-Elect, the position shall be filled by acclamation.
- (3) If more than one candidate is nominated for President-Elect, election for the position shall be by secret ballot.
- (4) Each candidate may address the Board, in alphabetical order by last name, for a maximum of five minutes.
- (5) Each Director present at the meeting may cast one vote. Proxy votes are not permitted.
- (6) Any spoiled ballots will be discarded, and any ballots cast after the election has closed will not be counted.
- (7) In the event of two candidates for President-Elect, the President will cast a second vote for one candidate and place the vote in a sealed envelope.
  - a) If one candidate receives a majority (that is, 50% + 1) of the votes, that candidate shall be declared elected.
  - b) In the event of a tie in the number of votes received, the scrutineers shall open the sealed envelope and use the vote therein.
- (8) In the event of three or more candidates for President-Elect, the President and Past President shall each cast a second vote for all but one of the candidates and place the votes in sealed envelopes.
  - a) If one candidate receives a majority of the votes, that candidate shall be declared elected.
  - b) In the event no candidate is elected on the first ballot, the candidate receiving the lowest number of votes shall be removed from the slate and new ballots will be successively presented until one candidate receives a majority of the votes.

- c) In the event of a tie in the number of votes received by two or more candidates, as determined by the scrutineers, such that one candidate cannot be dropped from the slate for the next round of balloting, the scrutineers shall first open the President's sealed envelope and use the votes therein. If one candidate can still not be removed from the next round, the scrutineers shall open the Past President's sealed envelope and use the votes therein. If it is still not possible to remove one candidate, the result will be declared deadlocked and one or more further rounds of voting with all remaining candidates on the ballot will take place until the deadlock is broken.
- (9) The scrutineers will report the name of the candidate who received the majority of the votes to the Past President. The scrutineers will not report the vote totals or whether the sealed envelopes were used.
- (10) The Past President will thereafter announce the successful candidate.
- (11) When the election is complete, the Past President will request a motion to destroy any in-person ballots. This may not be necessary where electronic ballots are used.

**Appendix A: Declaration of interest form**

Date: \_\_\_\_\_

To: Chair, Nominating Committee

I, \_\_\_\_\_, am pleased to confirm that I am placing my name into nomination for election as President-Elect of the Engineers Canada Board of Directors.

I have attached my curriculum vitae, for distribution to the Board.

Term of office

\_\_\_ I have been nominated by my Regulator to serve as a Director -for the required term, or

\_\_\_ I have received written confirmation that, in the event I am elected or acclaimed, as the case may be, in the office of President-Elect, my Regulator will nominate me to stand for election for an additional period to enable me to serve the term of office.

If elected, I would be pleased and honoured to serve the Board.

\_\_\_\_\_

*(Candidate signature)*

\_\_\_\_\_

*(Date)*

Encl: Regulator letter of support  
Director curriculum vitae



## BRIEFING NOTE: For decision

Strategic Planning Task Force terms of reference		4.3
Purpose:	To approve the newly drafted Board policy 6.15, <i>Strategic Planning Task Force Terms of Reference</i>	
Link to the Strategic Plan/Purposes:	Board responsibility: Ensure the development and periodic review of Board policies	
Link to the Corporate Risk Profile:	National collaboration (strategic) Governance (strategic)	
Motion to consider:	<i>THAT the Board, on recommendation of the Governance Committee, approve the new Board policy 6.15, 2025-2027 Strategic Planning Task Force Terms of Reference.</i>	
Vote required to pass:	Two-thirds majority	
Transparency:	Open session	
Prepared by:	Stephanie Price, Executive Vice President	
Presented by:	Mike Wrinch, Director from British Columbia, and Chair of the Governance Committee	

### Problem/issue definition

- As part of the strategic planning process articulated under the Governance, Strategic Planning, and Consultation project, which concluded in 2018, it was recommended that a Strategic Planning Task Force be struck for the development of the 2022-2024 Strategic Plan. This task force was extremely valuable in providing guidance to the CEO and staff during the planning process by reviewing documents and recommendations before they were presented to the Board for final review.
- With the Members having approved the 2022-2024 Strategic Plan in May 2021, the previous task force has been stood down. It is recommended that a new task force be struck in 2022 to guide the 2025-2027 planning process.

### Proposed action/recommendation

- That the Board approve Board policy 6.15, *Strategic Planning Task Force Terms of Reference*.

### Other options considered

- None. Based on the successful development of the 2022-2024 Strategic Plan, which was similarly guided by a Strategic Plan Task Force, it was believed that the same process should be followed.

### Risks

- The development of the Strategic Plan is a key deliverable of the CEO. Failure to properly monitor this work could lead to realization of the governance strategic risk.
- The strategic risk on national collaboration is one of only two risks with a potential impact judged as “severe”. The development process used for the Strategic Plan is a key process that fosters Regulator collaboration and allows the Board to demonstrate decision-making that reflects a national position. As such, this work has high visibility and importance, and should include oversight from a dedicated Board task force.

### Financial Implications

- The costs of supporting the task force will be considered in the strategic planning budget.

## Benefits

- Ongoing direction to staff and communication of the process to the Board will lead to a more efficient strategic planning process.

## Consultation

- The Executive Vice President, Regulatory Affairs drafted the terms of reference, with feedback provided by the Corporate Secretary and the Governance Administrator. The CEO has also reviewed the terms of reference.
- The Governance Committee reviewed and approved the terms of reference at its November 17, 2021 meeting.

## Next steps

- At a meeting following the Board's approval of the terms of reference, the HR Committee will be asked to consider the proposed composition of the task force.
- The Board will consider the HR Committee's recommendations for task force composition in June 2022.

## Appendix

- **Appendix 1:** Board policy 6.15, *Strategic Planning Task Force Terms of Reference*

## 6 Engineers Canada Board committees and task forces

### 6.15 2025-2027 Strategic Planning Task Force terms of reference

*Date of adoption: (Motion #)*

*Review period: Triennial*

*Date of latest amendment:*

*Date last reviewed:*

#### 6.15.1 Purpose and responsibilities

- (1) The rationale for the Strategic Plan is articulated in Board policy 1.4, *Strategic Plan*, as follows:

*“This Strategic Plan is the basis for monitoring the performance of the CEO and the chairs of the Accreditation and Qualifications Boards.*

*The purpose of strategic planning is to document the Board’s direction and the outcomes that it wants the organization to achieve. The Strategic Plan must consider the current and future environment, the relationship that the organization wants to have with Key Stakeholders, risks and the organization’s risk tolerance, and how the organization intends to address important stakeholder needs. In the end, the Strategic Plan must identify the programs through which the outcomes are to be achieved.*

*A Strategic Plan will create clarity and commitment, provide consistent and firm direction, and assist in prioritization decisions.”*

- (2) The 2025-2027 Strategic Planning Task Force will be struck to:
- a) Provide guidance and general advice to the CEO on the development of the 2025-2027 Strategic Plan;
  - b) Review and approve (with revisions if necessary) the plan for the development of the 2025-2027 Strategic Plan;
  - c) Facilitate the achievement of key milestones by reviewing documents and recommendations between Board meetings, in preparation for final review by the Board as a whole;
  - d) Review and approve the key deliverables in each phase of the project; and,
  - e) Ensure the Board is kept up-to-date on the status of the strategic planning process, at a minimum as a standing agenda item at every Board meeting.

### 6.15.2 Authority

- (1) The task force will exercise its authority as set out in these terms of reference and will do so with the support of the Board and staff.

### 6.15.3 Composition and term

- (1) The 2025-2027 Strategic Planning Task Force will be comprised of:
  - a) The individuals holding offices as President-Elect, President, and Past President over each year of the task force's mandate; and,
  - b) Three (3) other Directors, meeting the following criteria:
    - i. 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.
    - ii. Each member is from a different jurisdiction.
- (2) The Director elected President-Elect in 2022 shall chair the task force.
- (3) The 2025-2027 Strategic Planning Task Force will be stood down following Members' approval of the 2025-2027 Strategic Plan. This is expected to occur at the 2024 Annual Meeting of Members, resulting in the task force being stood down in June 2024.

### 6.15.4 Modus operandi

- (1) The task force will meet approximately eight (8) times over the term of the task force.
- (2) Meetings will take place virtually and face-to-face if schedules align with in-person Board meetings.

### 6.15.5 Resources

The task force will be supported by the CEO and the Manager, Strategic and Operational Planning.



**BRIEFING NOTE: For decision**

<b>Collaboration Task Force terms of reference</b>		<b>4.4</b>
Purpose:	To approve the newly drafted Board policy 6.14, <i>Collaboration Task Force Terms of Reference</i>	
Link to the Strategic Plan/Purposes:	Board Responsibility: Ensure the development and periodic review of Board policies	
Link to the Corporate Risk Profile:	National collaboration (strategic) Governance functions (strategic)	
Motion to consider:	<i>THAT the Board, on recommendation of the Governance Committee, approve the new Board policy 6.14, Collaboration Task Force Terms of Reference.</i>	
Vote required to pass:	Two-thirds majority	
Transparency:	Open session	
Prepared by:	Stephanie Price, Executive Vice President, Regulatory Affairs	
Presented by:	Mike Wrinch, Director from British Columbia, and Chair of the Governance Committee	

**Problem/issue definition**

- The [2022-2024 Strategic Plan](#), approved by the Members in May 2021, includes a strategic priority to “strengthen collaboration and harmonization”. This priority will focus on working with the Regulators to determine if it is possible to adopt a national statement of collaboration. The collaboration statement will establish principles and areas for pan-Canadian regulatory harmonization.
- As part of the strategic planning process, it was agreed that a Collaboration Task Force consisting of Board Directors would be imperative in overseeing, supporting, and guiding this priority to achieve a successful outcome. Terms of reference have been drafted to support this initiative.
- The work of the task force will be guided by the input of the Regulators. In particular, when making its decision about whether or not to proceed with a national statement of collaboration (see item 6.14.1(3)(c) of the terms of reference), the task force will rely upon the feedback provided by every Regulator.
- The Governance Committee reviewed the terms of reference at its September 15, 2021 meeting and recommended them to the Board in December. The terms of reference were not adopted by the Board at that time, however, as concerns were raised about the composition of the task force. Particularly, some views were expressed that the task force should be comprised of more than four Directors, with two or more members from the larger Regulators, given their predominance on Board votes and in the Members’ meeting voting. The Governance Committee considered the feedback received at the December Board meeting and revised section 6.14.3(1) accordingly.
  - In the revised policy, the membership has been stated broadly, leaving discretion to the HR Committee to assign the members of the task force as necessary, taking into consideration the need to obtain a diversity of Regulators by size, and Director committee preferences (as determined through the self-assessment survey).

**Proposed action/recommendation**

- That the Board approve Board policy 6.14, *Collaboration Task Force Terms of Reference*.



## Other options considered

- None, the implementation of a Collaboration Task Force was strongly supported during the planning stages of the 2022-2024 Strategic Plan.

## Risks

- Strengthening collaboration and harmonization will require significant contact with the Regulators to fully understand their positions on national collaboration.
- National collaboration is a strategic risk on the [Corporate Risk Profile](#). As such, the Board has overall responsibility for monitoring and addressing this risk. Lack of Board oversight in this strategic priority could be perceived as a lack of engagement in the mitigation of a strategic risk.

## Financial Implications

- The task force will meet face-to-face up to four (4) times over the life of the task force, and a consultant may be secured to advise on the development of a collaborative process for Consultations. These costs have been included in the 2022 budget and the 2023 and 2024 budget projections.

## Benefits

- Having Board Directors participate on this task force will provide them with a direct understanding of how the Regulators want to collaborate on a national level, and what barriers and opportunities exist.
- The Directors will provide valuable insight, advice, and feedback to guide the work of staff in:
  - o consultations with Regulators,
  - o developing a position paper, and,
  - o if possible, developing a collaboration statement.
- The task force's oversight will lead to Engineers Canada having a clear understanding of its role in terms of harmonization efforts and will allow for future resource planning to support national harmonization in the areas identified.

## Consultation

- The Governance Committee reviewed the terms of reference at its September 15, 2021 meeting, and subsequently revised them again on December 16 after obtaining Board feedback at the last Board meeting.

## Next steps

- At its May meeting, following the Board's approval of the terms of reference, the HR Committee will consider the proposed composition of the task force. The HR Committee's recommendations will be brought to the Board for approval in June 2022.

## Appendix

- **Appendix 1:** Board policy 6.14, *Collaboration Task Force Terms of Reference (revised since December 13, 2021)*

## 6 Engineers Canada Board committees and task forces

### 6.14 Collaboration Task Force terms of reference

*Date of adoption: (Motion #)*

*Review period: Triennial*

*Date of latest amendment:*

*Date last reviewed:*

#### 6.14.1 Purpose and responsibilities

- (1) The Regulators have asked Engineers Canada to undertake a strategic priority to *Strengthen collaboration and harmonization* (on page 6 of [this pdf](#)). This strategic priority will seek to increase harmonization of regulatory practices across Canada by defining Engineers Canada's specific mandate in terms of harmonization and identifying areas for future harmonization.
- (2) A task force of the Engineers Canada Board is required to provide advice and feedback to staff regarding key external-facing documents, messaging, and interactions with Regulators.
- (3) The Collaboration Task Force will be struck to provide advice and feedback to Engineers Canada staff on:
  - a) A position paper on collaboration and harmonization;
  - b) Consultations with Regulators on the position paper;
  - c) The decision of whether or not to pursue a signed collaboration statement (based on the results of the Consultation); and,
  - d) The content of the collaboration statement
- (4) The goal of the strategic priority is that Engineers Canada has a clear mandate and key focus areas for harmonization. The task force will contribute by overseeing the investigation into Engineers Canada's mandate for harmonization from the Regulators including:
  - a) the extent of harmonization that is desired;
  - b) the areas of regulation that can be harmonized; and
  - c) the role of Engineers Canada in harmonization efforts.

#### 6.14.2 Authority

- (1) The task force will exercise its authority as set out in these terms of reference and will do so with the support of the Board and staff.

#### 6.14.3 Composition and term

- (1) 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. The Directors shall represent a diversity of Regulators by size.

- (2) 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.
- (3) The task force will be stood down either after:
  - a) a collaboration statement is signed by all Regulators (expected to be in June 2024), or
  - b) when Consultations on the position paper reveal that no such statement is achievable (completion of all Consultations is expected in October 2023).

#### **6.14.4 Modus operandi**

- (1) Correspondence between task force members shall be done by email, copied to all members.
- (2) The task force will meet via virtual meetings and hold up to four (4) face-to-face meetings during the term of the task force.

#### **6.14.5 Resources**

- (1) The task force will be supported by the Manager, Regulatory Liaison. A consultant will also be employed to advise on the development of a collaborative process for Consultations.

## BRIEFING NOTE: For decision

<b>Bylaw amendments</b>	<b>4.5</b>
Purpose:	To approve amendments to the Engineers Canada Bylaw
Link to the Strategic Plan / Purposes:	Board responsibility: Ensure the development and periodic review of Board policies
Link to the Corporate Risk Profile:	Governance (strategic)
Motion to consider:	<i>THAT the Board, on recommendation of the Governance Committee, recommend to the Members, for approval at the 2022 Annual Meeting of Members, the amendment to the definition of “Registrant” within Article 1.1 of the Bylaw.</i>
Vote required to pass:	Two-thirds majority
Transparency:	Open session
Prepared by:	Evelyn Spence, General Counsel and Corporate Secretary
Presented by:	Mike Wrinch, Chair of the Governance Committee

### Problem/issue definition

- Within Board Policy 6.8, *Governance Committee terms of reference*, the Governance Committee is tasked to “[r]eview and make recommendations on the currency and relevance of the Bylaws and Articles of Continuance.”
- There have been no recent changes to the corporation’s statement of purpose, restrictions on activities, classes of members or distribution of property so as to require any recommended updates to the Articles. It is, however, a good practice for corporations to regularly consider their Bylaws and determine whether they are correct and reflective of the corporation’s practices.
- The existing definition of “Registrant,” within Article 1.1 of the Bylaw, captures all “individuals registered with a Member at December 31, with the exception of applicants and students.” The definition is important because it is used to determine the Per Capita Assessment Fee (PCAF) payable by each Member. The current definition’s failure to exclude geoscientists and geoscientists in training is problematic, however, as it implies that, for those associations that regulate both engineers and geoscientists, they would be subject to pay a higher PCAF (since geoscientists are not expressly excluded from the count). That is not the intention of the provision, nor is it how Engineers Canada determines the number of Registrants for assessment purposes. Consequently, it makes sense that the definition be adjusted so that it can better reflect existing practice. At the same time, the revised definition must take into consideration that some registrants have two licenses: a P.Geo and P.Eng. As such, P.Geo.s who are also P.Eng.s should be included in the definition of “Registrants.”

### Proposed action/recommendation

- That the Board recommend to the Members the proposed amendment to the definition of “Registrant” within Article 1.1 of the Bylaw, for their approval at the AMM in May 2022.

### Other options considered

- The Board could hold off recommending any changes to the Bylaw and wait to make improvements when more substantive changes are required.

## Risks

- Operating under By-laws with errors or inconsistencies leads to confusion, inconsistent application of the rules, and in extreme cases, can invite legal challenges.

## Financial implications

- The proposed Bylaw revision does not bring with it any financial implications, as Engineers Canada has always interpreted the definition in the way that it is now being proposed (i.e. by not including individuals registered only as geoscientists and geoscientists in training in the determination of the number of Registrants).

## Benefits

- This presents an opportunity to correct an inconsistency/error that exists in the Bylaw.

## Consultation

- The Governance Committee has considered the Bylaw amendment and agreed to bring it forward for Board approval. Furthermore, staff has consulted with the CEO of Geoscientists Canada to confirm that use of the term 'geoscientist' is broad enough to encompass all those licensed to practice all forms of geoscience, including geologists, geophysicists, environmental geoscientists, geochemists, etc.

## Next steps

- If the Board passes the motion to recommend the Bylaw change to the Members, the proposed Bylaw amendment will be circulated to the Members (i.e. the Presidents, with copy to the Regulator CEOs) immediately following the Board meeting.
- Members will be asked to share the proposed Bylaw amendment with their respective Councils so that the presidents may receive instructions and be prepared to cast a vote at the 2022 Annual Meeting of Members, when the Members will be asked to approve the amendment. Thereafter, if approved, the revised Bylaw will take effect.

## Attachments

- **Appendix 1:** Draft Bylaw, with proposed edits tracked into the document

## 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.

"**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, and 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.

## **ENGINEERS CANADA BYLAW**

### **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) Association of Professional Engineers and Geoscientists of Alberta (APEGA);
- (b) Association of Professional Engineers and Geoscientists of New Brunswick (APEGNB);
- (c) Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS);
- (d) Association of Professional Engineers and Geoscientists of the Province of Manitoba (Engineers Geoscientists Manitoba);
- (e) Association of Professional Engineers of Nova Scotia (Engineers Nova Scotia);
- (f) Association of Professional Engineers of Ontario (PEO)
- (g) Association of Professional Engineers of Yukon (Engineers Yukon);
- (h) Northwest Territories 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.

#### **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.

## **ENGINEERS CANADA BYLAW**

### **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.
- (2) Only individuals nominated in accordance with this nominations policy are eligible to be a Director.

### **4.2 Composition and Election of Directors**

- (a) The number of Directors shall not exceed twenty three (23).
- (b) Directors shall be elected on the basis of nominations received as follows:
  - Four (4) from the Association of Professional Engineers and Geoscientists of Alberta (APEGA);
  - One (1) from the Association of Professional Engineers and Geoscientists of New Brunswick (APEGNB);
  - One (1) from the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS);
  - One (1) from the Association of Professional Engineers and Geoscientists of the Province of Manitoba (Engineers Geoscientists Manitoba);
  - One (1) from the Association of Professional Engineers of Nova Scotia (Engineers Nova Scotia);
  - Five (5) from the Association of Professional Engineers of Ontario (PEO);



## **ENGINEERS CANADA BYLAW**

One (1) from the Association of Professional Engineers of Yukon (Engineers Yukon);  
One (1) from the Northwest Territories Association of Professional Engineers and Geoscientists (NAPEG);  
Four (4) from l'Ordre des ingénieurs du Québec (OIQ);  
One (1) from the Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL);  
Two (2) from the Association of Professional Engineers and Geoscientists of British Columbia (Engineers and Geoscientists British Columbia);  
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.

## **ENGINEERS CANADA BYLAW**

### **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

## **ENGINEERS CANADA BYLAW**

- (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 1<sup>st</sup>, 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.

## BRIEFING NOTE: For decision

<b>2022 CEO objectives</b>	<b>4.6</b>
Purpose:	To approve the 2022 CEO objectives
Link to the Strategic Plan/ Purposes:	Board responsibility: Hold itself, its Directors, and its Direct Reports accountable
Link to the Corporate Risk Profile:	Governance functions (strategic)
Motion(s) to consider:	<i>THAT the Board, on recommendation of the HR Committee, approve the 2022 CEO objectives.</i>
Vote required to pass:	Simple majority
Transparency:	Open session
Prepared by:	Christina Mash, Governance Administrator and Evelyn Spence, Corporate Secretary
Presented by:	Jean Boudreau, Director from New Brunswick, and Chair of the HR Committee

### Problem/issue definition

- Board policy 4.7, *Monitoring of CEO* establishes the procedure for evaluating the CEO's performance and for providing feedback and guidance to the CEO.
- The CEO is required to have annual objectives on which performance can be measured. Appendix 1 includes a description of the objectives proposed for 2022.

### Proposed action/recommendation

- That the Board approve the proposed 2022 CEO objectives.

### Other options considered

- None.

### Risks

- The objectives set the expectations of CEO performance from the Board. Lack of objectives leads to ambiguity and uncertainty of direction and focus. This absence of clarity causes confusion and frustration amongst staff and for Regulators. Establishing transparent objectives will mitigate this risk.

### Financial implications

- None.

### Benefits

- An engaged CEO, who both understands what is required to be successful and is able to motivate and guide staff to drive performance and results.
- Clarity for Directors, Regulators, and staff on the expectations for the CEO.

### Consultation

- These objectives were developed with reference to the 2022-2024 Strategic Plan, the Annual Operating Plan, and the 2022 budget, with input from the CEO, senior staff leadership, and members of the HR Committee.

### **Next steps (if motion approved)**

- At year's end, the Board will measure the results of the 2022 objectives and conduct the CEO's performance evaluation.

### **Appendices**

- **Appendix 1:** 2022 CEO objectives



## Objectives for the Chief Executive Officer – 2022

The following series of considerations may be used by the Human Resources Committee to provide the basis for the evaluation of the performance of Engineers Canada's Chief Executive Officer. It covers the period January 1, 2022 until December 31, 2022.

### Achievement of strategic objectives

#### **Strategic priority 1.1: Investigate Accreditation**

- Deliver the Benchmarking Accreditation report to Regulators and other stakeholders; and deliver a considerations report on this topic to the Steering Committee
- Deliver the Engineering Education report to Regulators and other stakeholders; and deliver a considerations report on this topic to the Steering Committee
- Confirm (or deny and de-scope) the Regulators' desire to create a national academic requirement for licensure and identify requirements and constraints for this requirement
- Consult with Regulators and Higher Education Institutions on the purpose of accreditation to inform the work of the task force who will confirm or update the purpose of accreditation

#### **Strategic priority 1.2: Strengthen collaboration and harmonization**

- Map the legislative authorities of the Regulators
- Consult with the officials' groups and develop lessons learned from past regulatory harmonization efforts
- Develop and seek Board approval (in December) for a position paper on regulatory harmonization

#### **Strategic priority 1.3: Support regulation of emerging areas**

- Deliver a research paper on the topic of energy engineering
- Work with the federal government to promote the role of engineers in emerging areas of engineering practice

#### **Strategic Priority 2.1: Accelerate 30 by 30**

- Execute 2022 30 by 30 annual national conference
- Complete employer strategy
- Update Managing Transitions guide in collaboration with APEGA and Geoscientists Canada and publish on Engineers Canada's public website
- Complete roll-out of new equity, diversity, and inclusion training for Board, CEOs, CEAB and CEQB
- Make new equity, diversity and inclusion training module available to Regulators
- Work with Engineering Deans Canada (EDC) to expand the 30 by 30 network

### **Strategic Priority 2.2: Foster Trust and Value of Licensure**

- Consult with Regulators on the purpose, goals and messages of the campaign
- Secure marketing partner and complete marketing strategy
- Complete common messaging framework for the value of licensure
- Complete discovery and gap analysis for engineering graduate and EIT outreach programming
- Complete primary and secondary audience research

### **Strategic Priority 3.1: Uphold our commitment to excellence**

- Complete a baseline self-assessment against Excellence Canada's Standard<sup>®</sup> (gap analysis)
- Confirm ownership of strengths and opportunities identified and prioritize action plans to enhance practices as required. Initiate delivery of priority action plans to enhance practices

### **2025-2027 Strategic Plan**

- Develop and consult on environmental scan with input from CEAB, CEQB, EDC and Regulators

### **Achievement of key operational objectives aligned to Engineers Canada's ten core purposes:**

#### **Accredit undergraduate engineering programs**

- Implement accreditation management system (Tandem) and train users of the system

#### **Provide services and tools that enable the assessment of engineering qualifications, foster excellence in engineering practice and regulation, and facilitate mobility of practitioners in Canada**

- Make the new national membership database (NMDB) tool available to Regulators

#### **Actively monitoring, researching, and advising on changes and advances that impact the Canadian regulatory environment and the engineering profession**

- Deliver the envisioning exercise as an input to the environmental scan, and to provide direction for future regulatory research work

#### **Managing risks and opportunities associated with the mobility of work and practitioners internationally**

- Develop a new tool to manage the mobility register for the International Professional Engineers Agreement (IPEA) and APEC Engineers Agreement (APEC-EA)

#### **Fostering recognition of the value and contribution of the profession to society and sparking interest in the next generation of engineering professionals**

- Create and distribute a benchmark report to provide greater confidence in the impact and value of outreach efforts and better understanding of our collective efforts and influence within the school system
- Expand relationship with Girl Guides Canada and Scouts Canada and create a pilot project that connects Regulator volunteers and activities with local units

### **Promote equity, diversity and inclusion in the profession that reflects Canadian society**

- Complete research and analysis of the experiences of Indigenous engineers and recommend options for truth and reconciliation efforts to be incorporated into engineering undergraduate education in Canada, with appropriate consultation
- Complete Indigenous engagement plan on building relationships with Indigenous organizations and engineers

### **Organizational stability**

- Conduct triennial employee engagement survey with a target of improving the overall engagement score for the organization (from the 73% demonstrated in 2019)
- Implement new performance management system for staff
- Meet 2022 budget and provide appropriate reporting
- Develop and obtain Board approval of 2023 budget (including proposed 2025 Per Capita Assessment Fee and multi-year forecast)
- Implement Human Resources Information System (HRIS) modules as follows:
  - Implementation of the Recruitment & Selection Module
  - Implement Onboarding Module
- Develop succession plans for staff
- Develop and implement Leadership Management Training Program
- Launch Volunteer Management Program
- Implement and launch Board management software
- Assess and implement post-pandemic workplace adjustments

### **Completion of items contained in 2021 Objectives and not fully achieved or noted above**

- Plan the transition of and initiate adoption of the accreditation management system by HEIs, CEAB, and Engineers Canada
- Complete roll-out of equity, diversity, and inclusion training for Board, CEOs, CEAB and CEQB



- Make equity, diversity and inclusion training module available to Regulators
- Work with Engineering Deans Canada (EDC) to expand the 30 by 30 network to include all HEIs
- Make the new national membership database (NMDB) tool available to Regulators
- Assess and implement post-pandemic workplace adjustments

## BRIEFING NOTE: For decision

Board and individual Director assessment		4.7
Purpose:	To approve content of the surveys for the 2022 Board and Director assessments	
Link to the Strategic Plan/ Purposes:	Board responsibility: Hold itself, its Directors, and its Direct Reports accountable Board responsibility: Provide orientation of new Directors, and continuing development of Directors and others who work closely with the Board	
Link to Corporate Risk Profile:	Governance functions (strategic risk)	
Motion to consider:	<i>THAT the Board, on recommendation of the HR Committee, approve the content of the Board self-assessment and the individual Director assessment surveys.</i>	
Vote required to pass:	Simple majority	
Transparency:	Open session	
Prepared by:	Christina Mash, Governance Administrator and Evelyn Spence, Corporate Secretary	
Presented by:	Jean Boudreau, Director from New Brunswick, and Chair of the HR Committee	

### Problem/issue definition

- This is the third year that the Engineers Canada Board will be implementing the annual assessments for the Board and individual Directors.
- The Board has established Board policies 4.12 *Board self-assessment* and 4.13, *Individual Director Assessment* to ensure that opportunities exist to evaluate and discuss the Board and individual Directors' performance and contributions. To further support these assessments, the following policies are in place:
  - Board policy 4.1, *Board Responsibilities*
  - Board policy 4.2, *Directors' Responsibilities*
  - Board policy 4.8, *Board Competency Profile*
- The assessment surveys (included as Appendix 1) have been created in accordance with these policies and are similar in structure to the surveys issued last year, with the following improvements to content specifically noted:
  - The rating scales have been adjusted in each of the questionnaires, so respondents are now asked to state their level of agreement with each of the statements under the different surveys.
  - In the Board assessment questionnaire, respondents are now asked to measure the Board's *effectiveness* in meeting its various responsibilities (with additional qualifying language being added in to assist with the assessment). In the past, the survey asked respondents to identify whether they thought the Board was highly skilled, skilled or needing improvement in respect of each area of responsibility. Much of that information would be hard to gauge, however, and didn't provide much useful data about the actual effectiveness or performance of the Board. Additionally, in the peer-assessment questionnaire, questions that were considered difficult to measure by others (e.g. whether their peer ensures sufficient time to fulfil their Director duties and responsibilities, or is knowledgeable of the rules, etc. of the Regulator that nominated them) were removed, as they did not provide any valuable or meaningful assessment information.
  - Questions have been added within the Director self-assessment to collect demographic information from Directors to confirm Engineers Canada's efforts in meeting the Government of Canada's 50-30 Challenge, an effort which the Board supported in May 2021. The responses to the questions in this section will be optional, where Directors will be asked to voluntarily disclose (and are given the option to not disclose) the ways in which they self-identify (i.e. as Indigenous, Black, person of colour, person with disability, non-binary, etc.). The purpose for collection of the information and a privacy statement has been added and is clearly stated with the request for information.

- Questions have been added to measure Director satisfaction with the development opportunities provided in 2021.

### **Proposed action/recommendation**

- That the Board approve the content of the surveys.

### **Other options considered**

- None.

### **Risks**

- Not implementing the assessments for the Board and individual Directors would put Directors and the organization at risk in terms of compliance with policies.

### **Financial implications**

- None.

### **Benefits**

- Measuring the actions of the Board and individual Directors will have the following benefits:
  - Increased effectiveness of the Board as a governing body.
  - Opportunity for the Directors to reflect on their contributions, and to receive feedback from their peers.
  - Opportunity to identify actions that can be taken to increase the value of Director contributions.
- Results will inform development opportunities, succession planning, and future role assignment activities.

### **Consultation**

- The survey is created in accordance with the Board Policy Manual and was approved by the HR Committee at its December meeting.

### **Next steps (if motion approved)**

- Upon Board approval, staff will launch the surveys and circulate to Directors for completion. The survey will be open for two (2) full business weeks.
- Once the survey closes and tabulated reports have been prepared for Directors who have been assessed by their peers, the President-Elect, or their designate, will review and deliver the reports.
- Following delivery of the reports, discussions with the President-Elect, or their designate, will be scheduled if requested by the peer-assessed Directors.

### **Appendices**

- **Appendix 1:** Board and individual Director assessment surveys (outlining structure and content)

## Appendix 1 - Structure and content of the surveys for Board and individual Director assessments

### A. Board assessment

#### Background

This assessment is developed using Board policies 4.1 *Board Responsibilities* and 4.12 *Board Self-Assessment*. All Board members are asked to complete the Board assessment annually.

#### Introduction to Board assessment survey

Assessing Board effectiveness is an important governance responsibility. The purpose of Board self-assessment is to give all Board members an opportunity to evaluate and discuss the Board’s performance with candor and from multiple perspectives. The ultimate objectives are greater efficiency in the use of the Board’s time and increased effectiveness of the Board as a governing body.

How will the survey results be used? The Human Resources Committee will assume oversight of the results report and any recommendations that emerge. Your responses and comments will be shared, unattributed, in the results report.

#### Measuring responsibilities

1. Please measure the Board's effectiveness in fulfilling its responsibilities by stating your level of agreement with each of the following statements:

Board responsibility (as per policy 4.1, <i>Board Responsibilities</i> )	5 – Strongly agree	4 – Agree	3 – Neither agree nor disagree	2 - Disagree	1 - Strongly disagree	Comments
1. The Board is effective in holding itself, and its Direct Reports accountable by:						
a) Establishing and using a competency profile for the Board as a whole						
b) Establishing and using competency profiles for Directors						
c) Establishing and using competency profiles for all committee chairs						
d) Managing the CEO through the use of competency profiles and performance measurement against the achievement of the operational and strategic plans						

<b>Board responsibility (as per policy 4.1, <i>Board Responsibilities</i>)</b>	<b>5 – Strongly agree</b>	<b>4 – Agree</b>	<b>3 – Neither agree nor disagree</b>	<b>2 - Disagree</b>	<b>1 - Strongly disagree</b>	<b>Comments</b>
e) Managing the committee chairs through the use of competency profiles and performance measurement against the achievement of the operational and strategic plans						
2. The Board sustains an effective process to engage with Regulators through regular communication that facilitates input, evaluation, and feedback						
3. The Board provides ongoing, appropriate strategic direction by:						
a) developing an annually updated, three-year strategic plan that considers emerging trends and challenges						
b) ensuring that annual operational plans and budgets are developed that specify the actions and resources necessary to achieve the Strategic Plan						
c) ensuring the use and continuous improvement of a process to track, report, and, when necessary, correct, performance against set objectives of the Strategic Plan						
d) ensuring the use and continuous improvement of a process to track, report, and, when necessary, correct, performance against set objectives of operational plans						
4. The Board ensures an effective process for the development and periodic review of Board policies						

<b>Board responsibility (as per policy 4.1, Board Responsibilities)</b>	<b>5 – Strongly agree</b>	<b>4 – Agree</b>	<b>3 – Neither agree nor disagree</b>	<b>2 - Disagree</b>	<b>1 - Strongly disagree</b>	<b>Comments</b>
5. The Board ensures the CEO maintains and acts on a robust, effective risk management system which reflects the Board’s risk tolerance level and directs Board-approved mitigation strategies						
6. The Board provides:						
a) Timely and effective orientation of new Directors						
b) Relevant and appropriate continuing Board development for Directors and others who work closely with the Board						
7. The Board maintains an open relationship with key stakeholder organizations:						
a) The Canadian Federation of Engineering Students (as outlined in Board policy 7.2)						
b) The Engineering Deans Canada (as outlined in Board policy 7.3)						

2. Please rate your level of satisfaction with the following Director development opportunities and supports, and provide feedback in the appropriate areas [rating high satisfaction (5) to low satisfaction (1); N/A indicates you did not attend/participate]:
  1. 4 Seasons of Reconciliation online training (ongoing access)
  2. Canadian Nonprofit Academy’s Board-on-Board online course (ongoing access)
  3. Unconscious bias workshop, delivered by Catalyst in June 2021
  4. Virtual facilitation training, delivered by Facilitation First to 2021-2022 Board and committee chairs
  5. Board buddy list, provided to new Directors at orientation
3. To assist in the planning of future Board education opportunities, please identify 2 -3 areas that you would like to personally focus on next year in order to further your personal development as a Director and improve your contributions to Board work: \_\_\_\_\_
4. Do you have any feedback you would like to share with regards to the Board’s effectiveness? General comments may be shared with the full Board, unattributed, unless clearly indicated as confidential in your comments below.

## B. Director self-assessment

### Background

This assessment is developed using Board policies 4.2 *Directors' Responsibilities*; 4.8 *Board Competency Profile*; and 4.13 *Individual Director Assessment*. All Directors are asked to complete the self-assessment annually, with new Directors receiving the questionnaire during onboarding.

### Introduction to Director self-assessment

Engineers Canada's Director assessment process is in place to support the development of individual Directors, help them enhance their contribution to the Board, and enable them to have a more positive experience as an Engineers Canada Director.

How will your responses be used? The individual Director evaluation process is conducted with the goals of:

- tracking Engineers Canada's efforts to attain gender parity and significant representation on the Board;
- providing Board members with an opportunity to reflect on their contribution, and to receive feedback from their peers;
- determining actions that can be taken to increase the value of Director contributions; and,
- informing the President-Elect of the strengths, weaknesses, abilities and desires of individual Board members they will be leading in the coming year.

The tabulated results will also contribute to the creation of competency profiles for Directors and the Board as a whole, which will be used for nominations, ongoing Director development, and populating committees.

1. Please provide your name: \_\_\_\_\_

### Measuring Director demographics

The Board strives to include representation based on the Canadian population, in alignment with the organization's commitment to the federal government's [50-30 Challenge](#). The **questions below are optional**, however the responses you provide will be collected and used to assist the Board in measuring its efforts in meeting the 50-30 Challenge and its equity, diversity and inclusion commitments and strategies. The attributed information that is obtained in this section will be kept confidential and will only be accessed, viewed and disclosed by and to those individuals with a strict need to know the information for the purposes of administering the survey and analyzing the results (namely, Engineers Canada staff working on the Governance team, and the President-Elect, or their delegate). All personal information collected, used, disclosed or retained in the administration of this survey will be handled in accordance with Engineers Canada's privacy policy, and no information will be released that identifies an individual without their prior consent. For greater certainty, when reporting on the demographic information collected through this survey, the information will be aggregated and will not be attributed to any individual. For additional information on how the data you voluntarily provide in this section will be used, disclosed or retained, please contact [evelyn.spence@engineerscanada.ca](mailto:evelyn.spence@engineerscanada.ca).

Given the interconnected nature of identity, categories such as gender, race, and ability, it is understood that some of these categories may be overlapping.

2. Are you currently an active engineering practitioner?
  - Yes
  - No
  - Other (please explain): \_\_\_\_\_
  
3. Are you a graduate of:
  - A Canadian Engineering Accreditation Board (CEAB) accredited program
  - A non-CEAB-accredited engineering program
  - My path was different (details): \_\_\_\_\_
  
4. With which gender category do you most identify:
  - Woman (including women with trans experience)
  - Man (including men with trans experience)
  - Gender-fluid
  - Gender-nonconforming/non-binary
  - Another category of gender (details): \_\_\_\_\_
  - I prefer not to say
  
5. Do you identify as (check all that apply):
  - Indigenous (e.g. First Nations (North American Indian), Métis, or Inuit)
  - Black
  - Person of Colour
  - LGBTQ2S+
  - Person with a disability

### Measuring Director competencies

Engineers Canada's Board competency profile (Board policy 4.8, *Board Competency Profile*) reflects the collective skills and experience that are deemed necessary to effectively govern. No single Board member is expected to have all competencies contained in this profile. Collectively, the Board of Directors should have sufficient experience to reflect all competencies.

Tabulated responses to the ratings below will assist the HR Committee in informing future calls to Regulators for Director nominations and Director training.



6. Considering the following desired competencies, rate your level of experience in each area:

<b>Director competencies (as per Board policy 4.8, Board Competency Profile)</b>	<b>2 - Significant experience in this area</b>	<b>1 –Some experience in this area</b>	<b>0 – Limited or no experience in this area</b>	<b>Comments (please type out in full)</b>
6.1. Board governance experience and leadership: Experience with board governance, preferably on a Regulator Council or other governing body.				
6.2. Business/management experience: Experience with sound management and operational business processes and practices.				
6.3. Regulator experience: Practical knowledge of the working of provincial/territorial Regulators, including such matters such as accreditation, licensure, practice issues, and discipline and enforcement.				
6.4. Accounting/financial experience: Understanding of accounting or financial management.				
6.5. Strategic planning experience: Experience in developing strategic direction for an organization while considering broad and long-term factors.				
6.6. Risk management experience: Experience with enterprise risk management.				

### Measuring Director responsibilities

The following questions outline the responsibilities of each Director, as included in Board Policy 4.2, *Directors’ Responsibilities*.

Tabulated responses to the ratings below will assist in informing future calls to Regulators for Director nominations.

7. Considering each Director responsibility, rate your level of agreement with the following statements:

<b>Director responsibility (as per Board policy 4.2, Board Responsibilities)</b>	<b>5 -Strongly Agree</b>	<b>4 - Agree</b>	<b>3 - Neither agree nor disagree</b>	<b>2 - Disagree</b>	<b>1 - Strongly disagree</b>	<b>Comments</b>
7.1. I know and understand the business of Engineers Canada						
7.2. I am able to ensure sufficient time to fulfill my Director’s duties and responsibilities						
7.3. I understand the issues affecting, or likely to affect, Engineers Canada and the Regulators						
7.4. I attend Board and committee meetings (if applicable), on-time and properly prepared to discuss the topics on the agenda						
7.5. At Board meetings, I am willing to discuss matters freely and openly						
7.6. At Board and committee meetings (if applicable), I make efforts to respect divergent points of view and attempt to achieve consensus						

Director responsibility (as per Board policy 4.2, Board Responsibilities)	5 -Strongly Agree	4 - Agree	3 - Neither agree nor disagree	2 - Disagree	1 - Strongly disagree	Comments
7.7. I make efforts to respect the rights, responsibilities, and decisions of the Regulators						
7.8. I actively participate in the work of the Board, including by serving on committees or task forces						
7.9. When required, I bring the views, concerns, and decisions of the Board to my Regulator						
7.10. I seek my Regulator’s view on issues to be discussed by the Board so that I am able to communicate its position to the Board, when necessary						
7.11. I advise my Regulator of issues to be presented to the Members						
7.12. I am knowledgeable of the rules, regulations, policies, and procedures governing the Regulator that nominated me						
7.13. I am familiar with the incorporating documents, Bylaws, policies, and legislation governing Engineers Canada						
7.14. I am familiar with Engineers Canada’s meeting rules of procedure and proper conduct of meetings						
7.15. I participate in scheduled Board educational activities (e.g. the Board-on-Board online program, 4 Seasons of Reconciliation online training, Director training sessions that are provided in conjunction with the Board meetings, etc.)						

8. *The following information will be used in confidence by the HR Committee to advise the selection of next year's committee members and chairs.*

Considering your full term as a Director of the Board, please indicate the following:

8.1. I would like to work towards the following Board position(s) (select all that apply):

- President-Elect (succession eventually leads to HR Committee chair and President, then Past President)
  - In what year do you intend to run for President-Elect?
- Governance Committee chair
- FAR Committee chair
- Collaboration Task Force chair
- There are other ways I would like to contribute (comment box): \_\_\_\_\_
- I will continue in my capacity as Director for now
- This question is not applicable due to my current term status

8.2. Please rank your interest in participating on the following Board committees and task forces commencing June 2022, taking into consideration the stated terms for each role, and your remaining Director term length (1 being highest interest, 8 being lowest):

- Collaboration Task Force (3-year term)
- Director appointee to the CEAB (Canadian Engineering Accreditation Board) (2-year term)
- Director appointee to the CEQB (Canadian Engineering Qualifications Board) (2-year term)
- FAR (Finance, Audit, and Risk) (1-year term)
- Governance (1-year term)
- HR (Human Resources) (1-year term)
- Strategic Planning Task Force (3-year term)
- 30 by 30 Champion (1-year term)
- I would prefer to observe the various committees at this time (check, if applicable)
- This question is not applicable due to my current term status (check, if applicable)

## C. Director peer-assessment

### Background

This assessment is developed using Board policies 4.2, *Directors’ Responsibilities* and 4.13, *Individual Director Assessment*. Directors will be peer-reviewed in year two of their first mandate, and year one of their second mandate; the names included below reflect this.

### Introduction to Director peer-assessment

The peer-assessment process is performed for Directors who are serving their second year of their first term and the first year of their second term. The tabulated results of this survey are provided to each Director being evaluated and will be reviewed by the President-Elect or their designate. To ensure your feedback is managed correctly, please use the appropriate columns when providing open-ended comments. Thank you for taking the time to evaluate your Director colleagues.

### Measuring peer Director responsibilities

The following question outlines the responsibilities required by each Director as determined in Board policy 4.2, *Board Responsibilities*.

1. Considering each individual Director’s performance, rate your level of agreement with the following statements [ranking of 3 – Agree, 2 – Neither agree nor disagree, 1 – Disagree, 0 – Not able to measure + comments]

Director responsibility (as per Board policy 4.2, <i>Board Responsibilities</i> )	Victor Benz	Tim Joseph	Nancy Hill	Nicolas Turgeon	Maxime Belletête	Sudhir Jha	Dawn Nedohin-Macek
1.1. Demonstrates an understanding of the business of Engineers Canada							
1.2. Appears to be informed of issues affecting, or likely to affect, Engineers Canada and the Regulators							
1.3. Discusses matters freely and openly at Board meetings							
1.4. Demonstrates respect for divergent points of view and attempts to achieve consensus at meetings							
1.5. Participates actively in the work of the Board, including by serving on committees or task forces							
1.6. Demonstrates knowledge and understanding of the incorporating documents, Bylaws, policies, and legislation governing Engineers Canada							
1.7. Demonstrates familiarity with Engineers Canada’s meeting rules of procedure and proper conduct of meetings							
1.8. Participates in Board educational activities that will assist them in carrying out their responsibilities							
There are two opportunities to provide open feedback:							

Director responsibility (as per Board policy 4.2, <i>Board Responsibilities</i> )	Victor Benz	Tim Joseph	Nancy Hill	Nicolas Turgeon	Maxime Belletête	Sudhir Jha	Dawn Nedohin-Macek
2. <b>Anonymous feedback:</b> These comments are intended for the President-Elect (or their designate) <u>only</u> and will not be shared. Please ensure that comments are typed out in full so they can be properly analyzed.							
3. <b>Open feedback:</b> These comments will be shared (unattributed) in your colleague’s peer assessment report. Please ensure that comments are typed out in full so they can be shared with the individual.							

**Providing results: Post peer-evaluation**

Those being peer evaluated are provided with a report that includes the tabulated responses and open feedback shared through the survey. Each peer-evaluated Director has the option of scheduling a discussion with the President-Elect, or their designate, to discuss their results. This meeting is optional, and would focus on:

- Training opportunities: areas for improvement and potential supports required by the Director
- Involvement opportunities: Identification of the Director’s interests in future Board contributions and roles, as well as succession opportunities