

MINUTES OF THE 218th ENGINEERS CANADA BOARD MEETING

April 5, 2023, 11:00am-1:00pm (ET)

Virtual delivery: Zoom

The following Directors were in attendance:	
K. Baig, President (Chair), Québec N. Hill, President-Elect, Ontario D. Chui, Past President, Ontario A. Anderson, Yukon A. Arenja, Ontario N. Avila, Alberta M. Belletête, Québec E. Barber, Saskatchewan C. Bellini, Ontario V. Benz, Alberta G. Connolly, Prince Edward Island	C. Cumming, Nova Scotia A. English, British Columbia S. Jha, Northwest Territories and Nunavut T. Joseph, Alberta D. Nedohin-Macek, Manitoba M. Rose, New Brunswick D. Spracklin-Reid, Newfoundland and Labrador M. Sterling, Ontario N. Turgeon, Quebec J. Van der Put, Alberta M. Wrinch, British Columbia
The following Directors sent regrets:	
A. Baril, Québec	
The following CEO Group Advisor sent regrets:	
L. Daborn, Chair, CEO Group	
The following Direct Reports to the Board were in attendance:	
M. A. Hodges, Chair, CEQB P. Klink, Chair, CEAB	G. McDonald, CEO L. Go, Acting General Counsel and Corporate Secretary
The following observers were in attendance:	
D. Abrahams, Staff, PEO F. Collins, Vice-Chair, CEQB L. Doig, President, APEGA J. Landrigan, CEO, Engineers PEI	P. Mann, CEO, Engineers Nova Scotia J. Quaglietta, CEO, PEO S. Sternbergh, Vice-President, EngYK H. Yang, CEO & Registrar, Engineers & Geoscientists BC
The following staff were in attendance:	
J. Bard Miller, Manager, Governance and Board Services J. Chou, Governance Coordinator L. El-Tawil, Translator I. Flamand, Qualifications Specialist B. Gibson, Manager, Communications	R. Melsom, Manager, CEQB D. Menard, Director, Finance S. Price, Executive Vice President, Regulatory Affairs J. Southwood, VP, Corporate Affairs & Strategic Partnerships M. Warken, Manager, CEAB

1. Opening

1.1 Call to order and approval of agenda

Engineers Canada President, K. Baig, called the meeting to order at 11:03am ET. Participants were welcomed and the land was acknowledged.

Motion 2023-04-1D

Moved and seconded

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

Carried

Meeting rules and norms were reviewed, as included in the agenda book.

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.

2. Board business / required decisions

2.1 2022 audited financial statements

A. Arjena, Finance, Audit and, Risk (FAR) Committee Chair, presented the pre-circulated statements. The following discussion was captured:

- It was confirmed that the increase in secretariat service expenses was due to the post-pandemic resumption of travel for in-person meetings of the Engineers Canada Board, CEAB and CEQB.
- It was noted that Engineers Canada's investments had performed relatively well compared to major markets indices, despite the losses. At its meeting on March 1, 2023, the FAR Committee received a presentation by RBC PH&N Investment Counsel. It was noted in the presentation that there had been a drop of 30 per cent in major markets, whereas Engineers Canada's investments were only down by 8.9 per cent.
- Management reported that since the end of 2022, Engineers Canada's investments had increased by 4 per cent and there are no issues meeting short-term cash requirements.
- It was confirmed that the revenue captured under national programs includes the Professional Engineers Ontario (PEO) portion of the TD affinity program.

Motion 2023-04-2D

Moved and seconded

THAT the Board, on recommendation of the FAR Committee, approve the Engineers Canada financial statements for the year ending December 31, 2022, as audited by KMPG LLP, and be placed before the Members at the 2023 Annual Meeting of Members.

3. CEQB products

3.1 Engineers Canada paper on professional practice in software engineering

M.A. Hodges, CEQB Chair, presented the pre-circulated paper. The following discussion was captured:

- It was confirmed that the Association of Professional Engineers and Geoscientists of Alberta (APEGA) had reviewed the draft paper and requested that the Board consider its approval at the current meeting. The paper will be of use to APEGA in their regulatory activities.
- Pending approval, the paper will undergo legal review.
- Several task force members wanted to indicate in the briefing note that there could have been further industry consultation. However, it was clarified that the paper had been reviewed in accordance with Board policy 9.2, Qualifications Board products.

Motion 2023-04-3D

Moved and seconded

THAT the Board, on the recommendation of the CEQB, approve the revised Engineers Canada Paper on professional practice in software engineering (public distribution).

4. CEO update

4.1 Update on TD Affinity program

G. McDonald, CEO, Engineers Canada, informed the Board that PEO has agreed to sign on as an affinity partner to the TD Home and Auto Insurance Program. This agreement will give PEO registrants direct access to preferred insurance rates through their member portal in exchange for sponsorship funds. Since 2018, the PEO portion of the affinity program, which amounted to approximately \$2 million, had gone to Engineers Canada's unrestricted reserves. Engineers Canada's operating budget for 2023 will not be impacted; however, there will be an impact on the reserves. G. McDonald will provide regular updates to the Board.

The following discussion was captured:

- It was confirmed that in 2022 Engineers Canada had received the entire portion of PEO's funds, which were accounted for in the financial statements. In 2023, 75 per cent of the affinity program funds will go to PEO and TD.
- The FAR Committee has discussed this potentiality at its meetings and with the Board when reviewing the 2025 Per Capita Assessment.
- Given the impact on the reserves, future strategic projects may need to be scaled back.
- It was noted that without PEO's funds in 2022, Engineers Canada would have been in a further deficit position.

4.2 Presentation of new marketing video

G. McDonald introduced a new marketing video that will be shared with the public during the week of April 10, 2023. The video was produced as part of a national marketing campaign, Building Tomorrows, that is part of Engineers Canada's work on Strategic Priority 2.2: Reinforce trust and the value of licensure. The campaign is the culmination of over 14 months of effort between Engineers Canada and the engineering regulators. The following discussion was captured:

- It was noted that 40 per cent of the campaign will be televised and the remaining portion is in digital display apps, such as YouTube. Outdoor advertising was considered but television was ultimately selected given its greater exposure.
- It was confirmed that the marketing firm will monitor the campaign and provide regular updates on its success to Engineers Canada.

5. Next meetings

The next Board meetings are scheduled as follows:

- May 26, 2023 (Halifax, NS)
- June 19, 2023 (Ontario)
- October 5, 2023 (Ottawa, ON)
- December 4, 2023 (virtual)
- March 1, 2024 (Ottawa, ON)
- April 3, 2024 (virtual)

The next committee and task force meetings are scheduled as follows:

- FAR Committee: May 11, 2023 (virtual)
- Strategic Planning Task Force: May 16, 2023 (virtual)
- HR Committee (2023-2024): May 27, 2023 (Halifax, NS)
- All 2023-2024 committees and task forces: June 19, 2023 (Ontario)

6. In-camera sessions

6.1 Board Directors and CEO

Motion 2023-04-4D

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.

Carried

6.2 Board Directors only

Motion 2023-04-5D

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 HR Committee members.

Carried

7. Closing

With no further business to address, the meeting closed at 11:58 am ET.

Minutes prepared by J. Bard Miller for:

Kathy Baig, MBA, FIC, ing., DHC, President Light Go, General Counsel and Corporate Secretary