

MINUTES OF THE 222nd ENGINEERS CANADA BOARD MEETING

October 5, 2023, 8:30am-4:30pm (ET)

Hybrid meeting: Sheraton Ottawa Hotel, Ottawa, ON | Zoom

The following Directors were in attendance:	
N. Hill, President (Chair), PEO M. Winch, President-Elect, Engineers & Geoscientists BC K. Baig, Past President, OIQ A. Anderson, Engineers Yukon A. Arenja, PEO N. Avila, APEGA E. Barber, APEGS C. Bellini, PEO G. Connolly, Engineers PEI C. Cumming, Engineers Nova Scotia A. English, Engineers & Geoscientists BC S. Jha, NAPEG	T. Joseph, APEGA H. Kennedy, APEGA T. Kirkby, PEO S. Larivière-Mantha, OIQ M. Mekomba, OIQ D. Nedohin-Macek, Engineers Geoscientists MB M. Rose, APEGNB D. Spracklin-Reid, PEGNL M. Sterling, PEO N. Turgeon, OIQ J. Van der Put, APEGA
The following Directors sent regrets:	
The following CEO Group Advisor was in attendance:	
L. Daborn, Chair, CEO Group	
The following Direct Reports to the Board were in attendance:	
F. Collins, Chair, CEQB P. Cyrus, Chair, CEAB	G. McDonald, CEO L. Go, General Counsel and Corporate Secretary
The following observers were in attendance:	
D. Abrahams, Vice President, PEO M. Adams, President, Engineers & Geoscientists BC K. Atamanchuk, Vice president, Engineers Geoscientists MB M. Fewer, CEO, PEGNL M. Gregoire, Interim CEO, Engineers Geoscientists MB S. Holmes, CEO, APEGS J. Landrigan, Executive Director, Engineers PEI C. Betancourt Lee, VP, CFES P. Mann, CEO, Engineers Nova Scotia V. McCormick, CEO, NAPEG J. Nagendran, CEO, APEGA	M. Perry, Vice president, Engineers PEI M. Plante, President, APEGA J. Quaglietta, CEO, PEO R. Roy, President, APEGNB P. Savard, Director General, OIQ I. Smallwood, President, Engineers Geoscientists S. Sternbergh, President, Engineers Yukon G. Vogelsang, President, APEGS M. Wells, Acting Chair, EDC H. Yang, CEO, Engineers & Geoscientists BC H. Young, Vice president, APEGNB
The following staff were in attendance:	
J. Bard Miller, Manager, Governance, Board Services J. Chou, Governance Coordinator L. El-Tawil, Translator M. Fall, Manager, Regulatory Liaison I. Flamand, Specialist, Qualifications R. Gauthier, Executive Assistant B. Gibson, Manager, Communications E. Guest, Assistant Manager, Accreditation M. Kulka, Content Management Specialist M. McCourt, Senior Financial Officer R. Melsom, Manager, CEQB	M. Ouellette, Manager, Strategic and Operational Planning A. Peverley, Coordinator, Qualifications S. Price, Executive Vice President, Regulatory Affairs N. Proulx, Director, Human Resources J. Sendrowicz, Planning, Event, and Change Practitioner K. Smith, Manager, Regulatory Research and International Mobility J. Southwood, VP, Corporate Affairs & Strategic Partnerships

D. Menard, Director, Finance	J. Taylor, Manager, Public Affairs H. Theelen, Director, Strategic Planning & Organizational Excellence M. Warken, Manager, CEAB
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1. Opening

1.1 Call to order and approval of agenda

President N. Hill called the meeting to order at 8:30am ET. Participants were welcomed and the land was acknowledged.

Motion 2023-10-1D

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.

N. Hill shared a diversity moment, focussed on September 30 as the National Day for Truth and Reconciliation.

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 list was pre-circulated, and it was noted that there are no outstanding actions.

It was confirmed that the Board will continue to receive members-only documents in their entirety for approval but that these documents will not be included in the agenda book that is made publicly available.

b) Board attendance list

The attendance list as of September 21, 2023, was pre-circulated.

2. Executive reports

2.1 President’s report

N. Hill updated the Board on her Engineers Canada-related activities since the previous Board meeting, which included attendance at:

- Professional Engineers and Geoscientists of Newfoundland and Labrador's AGM on June 9,
- Ordre des ingénieurs du Québec's AGM on June 21,
- The National Society of Professional Engineers' annual meeting,
- The NICKEL VIII Conference on August 9,
- The Canadian Engineering Accreditation (CEAB) and Canadian Engineering Qualifications Board (CEQB) fall meetings from September 15-17, and
- Weekly touch-base meetings with G. McDonald, CEO, Engineers Canada.

She was also invited to attend the Royal Canadian Mint launch of the Elsie MacGill coin in Calgary on August 1. T. Joseph, Director from Alberta, attended in her place.

2.2 CEO update

G. McDonald provided the Board with highlights of operational activities since the Board's May 2023 meeting, as circulated in his weekly email update to stakeholders.

It was noted that Engineers Canada was assessing the feasibility of a request by Geoscientists Canada to take on minimal operational support that had previously been provided by Engineers and Geoscientists British Columbia. To date, the request has not been discussed more broadly, i.e., with the CEO Group, to entertain alternative solutions.

2.3 2022-2024 Strategic Plan reporting

a) Q2 Interim strategic performance report

G. McDonald referred the Board to the Q2 interim strategic performance report that had been pre-circulated. As noted in the report and during the Strategic Priorities session held on the prior day, all priorities are on track.

b) SP 2.2 Reinforce trust and the value of licensure

Engineers Canada's J. Southwood, Vice President, Corporate Affairs & Strategic Partnerships, and B. Gibson, Manager, Communications, presented an update on the progress of Strategic priority 2.2: Reinforce trust and the value of licensure. Presentation slides were pre-circulated to the Board.

The Board expressed its appreciation for the progress so far and confirmed the following with staff:

- The value of licensure messaging framework has been distributed to the advisory group, and the short-form checklist to inform asset creation would soon be complete.
- The brand awareness study will be undertaken after the marketing campaign's fall flight.
- Given the campaign's focus on increasing public awareness that engineering is a licensed profession, its success is not directly linked to increased program enrollment or licensure.

2.4 CEO Group report

L. Daborn, CEO Group Advisor to the Board, presented the pre-circulated slides updating the Board on the CEO Group's meeting held on October 3, 2023.

With regard to the CEO Group's check-in on the consultation program, it was noted that the consultation schedule introduced to manage requests for Regulators feedback on Engineers Canada's programs, products and services was generally working well.

2.5 Presidents Group report

M. Adams, President, EGBC, presented the pre-circulated slides updating the Board on the President Group's meeting held on October 3, 2023.

3. Consent agenda

3.1 Approval of minutes

- a) THAT the minutes of the May 26, 2023 Board meeting be approved.
- b) THAT the minutes of the June 19, 2023 Board meeting be approved.

3.2 Approval of committee and task force work plans

- a) THAT the Board approve the 2023-2024 Finance, Audit, and Risk Committee work plan.
- b) THAT the Board approve the 2023-2024 Governance Committee work plan.
- c) THAT the Board approve the 2023-2024 Human Resources Committee work plan.
- d) THAT the Board approve the 2023-2024 Collaboration Task Force work plan.

3.3 CEAB and CEQB volunteer recruitment and succession plan

- a) THAT the Board approve the 2024-2025 CEAB volunteer recruitment and succession plan.
- b) THAT the Board approve the 2024-2025 CEQB volunteer recruitment and succession plan.

3.4 National Position Statements

THAT the following new National Position Statement be approved:

- a) Licensing requirements for engineering positions in the federal public service

THAT the following updated National Position Statements be approved:

- a) Building Resilient and Sustainable Infrastructure: The Critical Role of Engineers in Addressing Canada's Infrastructure Challenges
- b) Addressing the Infrastructure Gap: Bridging Inequities in Indigenous Reserves and Remote Indigenous Communities
- c) Immigration and Recognition of Foreign Qualifications: The Role of Engineering Regulators in Canada

3.5 Legislative compliance certificate

3.6 Annual advocacy report

Motion 2023-10-2D

Moved and seconded

THAT the consent agenda motions, except 3.2, 3.3 and 3.4a, be approved.

Carried

Approval of committee and task force work plans

It was confirmed that all committee work plans had been reviewed in light of the budget reductions. Through the budget preparation process, staff account for committee meeting expenses based on the committees' work plans. The Human Resources (HR) Committee discusses budget envelopes for expenses not related to meeting delivery: Director development, Board assessments and CEO performance assessments and compensation reviews.

Motion 2023-10-3D

Moved and seconded

- a) THAT the Board approve the 2023-2024 Finance, Audit, and Risk Committee work plan.**
- b) THAT the Board approve the 2023-2024 Governance Committee work plan.**
- c) THAT the Board approve the 2023-2024 Human Resources Committee work plan.**
- d) THAT the Board approve the 2023-2024 Collaboration Task Force work plan.**

Carried

CEAB and CEQB volunteer recruitment and succession plan

It was confirmed that through policy, Engineers Canada's Board has given direction to the CEAB and CEQB to make every reasonable effort to achieve a diverse membership, representative of the Canadian population. The chairs of the CEAB and CEQB confirmed their respective recruitment efforts to achieve these membership goals.

Motion 2023-10-4D

Moved and seconded

- a) THAT the Board approve the 2024-2025 CEAB volunteer recruitment and succession plan.**
- b) THAT the Board approve the 2024-2025 CEQB volunteer recruitment and succession plan.**

Carried

National Position Statement "Licensing requirements for engineering positions in the federal public service"

It was confirmed that in keeping with the organization's mandate, Engineers Canada is focusing its discussions with the Treasury Board of Canada on licensure rather than collective bargaining. Engineers Canada is analyzing data on the number of public servants who are in the EN-ENG category, but are not licensed, the results of which will be shared with the Regulators in due course.

Motion 2023-10-5D

Moved and seconded

THAT the new National Position Statement "Licensing requirements for engineering positions in the federal public service" be approved.

Carried

4. Board business / required decisions

4.1 Open Board discussion: Board policy 7.1, Board, committee, and other volunteer expenses

N. Hill invited the Board to engage in an open discussion about the updated allowance for business class air travel made to Board policy 7.1, *Board, committee, and other volunteer expenses*, on May 26, 2023, and some Members' responses to the allowance. To inform its discussion, ahead of the meeting the Board was provided with four questions for consideration (Appendix 1), a joint letter from seven Regulators dated June 29, 2023 (Appendix 2), feedback from the FAR Committee from its meeting on August 11, 2023 (Appendix 3), and a joint letter from past and current Governance Committee chairs, A. English and A. Anderson (Addendum 1).

The Board noted that the allowance for business class air fare when flying time for one leg of the journey is longer than four hours aimed to support inclusion of career-level volunteers and those with different physical abilities required to travel significant distances to attend meetings. The allowance may also reduce unexpected expenses related to flight cancellations. Maintaining the current allowance for policy revisions would support the aforementioned goals.

The benefits to reversing the current allowance for business class air fares were seen to include potential savings in operating costs and a demonstrated willingness to consider the Members' feedback. Reflecting on lessons learned from the Members' feedback, Directors noted the importance of communications and consultations with the Members, and the need to consider Board decisions in a broader context, including environmental, social and governance (ESG) considerations. The FAR Committee's work plan includes a presentation about ESG, which could lead to the development of a policy in collaboration with the Governance Committee.

Directors did not reach consensus to reverse the updated allowance for business class air travel and instead suggested that the policy be revisited to consider if there are alternative means to achieve the stated objectives.

Motion 2023-10-6D

Moved and seconded

THAT the Board, based on the discussion, requests that the Governance Committee with the input of the FAR and the HR committees review changes to policy 7.1 and make recommendation(s) to the Board at its meeting in February 2024.

Carried

4.2 Draft budget

D. Nedohin-Macek, Chair of Finance, Audit and Risk (FAR) committee, presented for information and discussion the 2024 draft budget which had been pre-circulated.

- The Board asked about the use of Statistics Canada's Consumer Price Index (CPI) for cost of living increases to staff salaries. CPI's rate is taken at the same point in time each year (April), so that

there is a consistent 12- month period being measured year-over-year. If there is negative inflation, salaries would not be clawed back.

- Staff commented on how it identified potential cost savings that would reduce the current operating deficit and ultimately lead to a balanced budget without reducing the active staff complement or current service levels.
- Without reducing expenditures, the unrestricted reserve would be reduced to below its target level of \$1M by 2026. Previously, the unrestricted reserve had grown largely due to the acquisition of \$2M per year in affinity funds that would have gone to Professional Engineers Ontario (PEO) had it joined the affinity program.
- The Board revealed a preference for a more aggressive increase in the 2026 per capita assessment fee (PCAF) than the \$9 per registrant proposed by staff and supported by the FAR Committee. It was noted that, the prior reduction to the PCAF from \$10.21 to \$8 per registrant was done in light of the significant growth in Engineers Canada’s unrestricted net assets that, had they continued to grow unconstrained, may have put the organization’s not-for-profit status at risk.
- The Board also questioned the proposal for the Winter Board meeting to be held virtually rather than in person and suggested that in-person meetings bring value to both the Board and observers.

FAR will consider the feedback provided in their review of the final budget on October 17.

5. Reports

Board committees provided updates, with supporting slide presentations made available on the Engineers Canada website and within the Directors’ meeting packages in OnBoard.

5.1 CEAB

P. Cyrus provided an update on behalf of the CEAB and presented the proposed 2024 work plan that would be considered for approval in December.

The Board sought to better understand the decision that engineering regulators will no longer appoint a General Visitor to CEAB accreditation visiting teams, beginning in the 2023-2024 accreditation cycle. Clarification was provided by the CEAB Chair and CEO Group Advisor to the Board.

5.2 CEQB

F. Collins provided an update on behalf of the CEQB and presented the proposed 2024 work plan that would be considered for approval in December.

5.3 FAR Committee

D. Nedohin-Macek provided the update on behalf of the FAR Committee.

5.4 Governance Committee

A. Alison provided the update on behalf of the Governance Committee.

In response to a question, it was noted that no changes to Engineers Canada’s bylaw had been identified by the committee in response to the defeated motion for the 2025 PCAF at the Annual meeting of members. Article 7.4 of the bylaw states that “In the event that the Members are unable to

finalize the amount of the Per Capita Assessment by July 1st, the Per Capita Assessment last determined by the Members shall remain in effect”.

5.5 Human Resources (HR) Committee

A. Arenja provided the update on behalf of the HR Committee.

5.6 Collaboration Task Force (CTF)

C. Bellini provided an update on CTF activities.

5.7 Board’s 30 by 30 Champion

T. Joseph provided an update on behalf of the 30 by 30 network.

The Board was reminded of the *Guideline for Engineers and Engineering Firms on Workplace Equity for Women* as an additional resource not mentioned in the presentation.

ACTION: Staff to provide the Board with the pre-COVID percentage of CEAB trained and internationally trained engineers who were newly licensed and female-identifying.

6. Next meetings

The next Board meetings are scheduled as follows:

- December 4, 2023 (virtual)
- March 1, 2024 (Ottawa, ON)
- April 3, 2024 (virtual)
- May 24, 2024 (Winnipeg, MB)
- June 17, 2024 (TBC)

7. In-camera sessions

7.1 Board Directors and CEO

Motion 2023-10-7D

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

7.2 Board Directors only

Motion 2023-10-8D

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 closed at 4:21pm ET.

Minutes prepared by J. Bard Miller, Manager, Governance, Board Services for:

Nancy Hill, B.A.Sc., LL.B., FCAE, FEC, P. Eng., President

Light Go, General Counsel and Corporate Secretary