

MINUTES OF THE 223rd ENGINEERS CANADA BOARD MEETING

December 4, 2023, 10:00am-5:00pm (ET)

Virtual meeting | Zoom

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| The following Directors were in attendance: | |
| N. Hill, President (Chair), PEO | S. Jha, NAPEG |
| M. Winch, President-Elect, Engineers & Geoscientists BC | T. Joseph, APEGA |
| K. Baig, Past President, OIQ | H. Kennedy, APEGA |
| A. Anderson, Engineers Yukon | T. Kirkby, PEO |
| A. Arenja, PEO | S. Larivière-Mantha, OIQ |
| N. Avila, APEGA | D. Nedohin-Macek, Engineers Geoscientists MB |
| E. Barber, APEGS | M. Rose, APEGNB |
| C. Bellini, PEO | D. Spracklin-Reid, PEGNL |
| G. Connolly, Engineers PEI | M. Sterling, PEO |
| C. Cumming, Engineers Nova Scotia | N. Turgeon, OIQ |
| A. English, Engineers & Geoscientists BC | J. Van der Put, APEGA |
| The following Directors sent regrets: | |
| M. Mekomba, OIQ | |
| 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 | G. McDonald, CEO |
| P. Cyrus, Chair, CEAB | L. Go, General Counsel and Corporate Secretary |
| The following observers were in attendance: | |
| K. Atamanchuk, Vice president, Engineers Geoscientists MB | M. Plante, President, APEGA |
| A. Donaldson, President, Engineers Nova Scotia | R. Roy, President, APEGNB |
| M. Fewer, CEO, PEGNL | S. Sternbergh, President, Engineers Yukon |
| M. Gregoire, Interim CEO, Engineers Geoscientists MB | M. Wells, Acting Chair, EDC |
| S. Holmes, CEO, APEGS | P. Williams, Treasurer, PEO |
| K. King, Executive Director, Engineers Yukon | H. Yang, CEO, Engineers & Geoscientists BC |
| J. Landrigan, Executive Director, Engineers PEI | H. Young, Vice president, APEGNB |
| J. Nagendran, CEO, APEGA | |
| The following staff were in attendance: | |
| J. Bard Miller, Manager, Governance, Board Services | S. Price, Executive Vice President, Regulatory Affairs |
| K. Bouffard, Manager, Belonging and Engagement | N. Proulx, Director, Human Resources |
| J. Chou, Governance Coordinator | J. Southwood, VP, Corporate Affairs & Strategic Partnerships |
| M. Falle, Manager, Regulatory Liaison | K. Terada, Executive Assistant, Corporate Affairs and Strategic Partnerships |
| E. Guest, Assistant Manager, Accreditation | H. Theelen, Director, Strategic Planning & Organizational Excellence |
| M. McCourt, Senior Financial Officer | |
| R. Melsom, Manager, CEQB | |
| D. Menard, Director, Finance | |
| M. Ouellette, Manager, Strategic and Operational Planning | |

1. Opening

1.1 Call to order and approval of agenda

N. Hill, Engineers Canada President, called the meeting to order at 10:02am ET. Participants were welcomed and the land was acknowledged.

Motion 2023-12-1D

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.

N. Hill shared a diversity moment, focussed on International Migrants Day which is December 18.

ACTION: Staff to make available to interested Board members Statistics Canada's definition of immigrant.

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.

b) Board attendance list

The attendance list as of November 20, 2023, was pre-circulated. It was noted that attendance for the October 5, 2023, Board meeting had not been included.

ACTION: Staff to include attendance from the October Board meeting in the March 2024 Board meeting agenda book.

2. Executive reports

2.1 President's report

N. Hill updated the Board on her activities as the President of Engineers Canada since the previous Board meeting.

2.2 CEO update

G. McDonald provided the Board with highlights of operational activities since the Board's October 5, 2023, meeting, as circulated in his weekly email update to stakeholders.

As noted at the last Board meeting, Geoscientists Canada has requested from Engineers Canada minimal operational support that had been previously provided by Engineers and Geoscientists British Columbia. It has been confirmed that Engineers Canada will provide Geoscientists Canada with a mailing list, IT support and ad hoc office space. Given the overlap in the year-end for both organizations, finance support could not be provided as requested.

Directors offered their congratulations for the two honours recently awarded to the organization:

- VOscar for Leadership in Volunteerism from Volunteer Ottawa
- National Capital Region's Top Employers

2.3 2022-2024 Strategic Plan reporting

a) Q3 Interim strategic performance report

G. McDonald referred the Board to the Q3 interim strategic performance report that had been pre-circulated.

b) SP 2.1 Accelerate 30 by 30

J. Southwood, Vice President, Corporate Affairs & Strategic Partnerships, and B. Gibson, Manager, Communications presented an update on the progress of Strategic priority 2.1: Accelerate 30 by 30. Presentation slides were pre-circulated to the Board.

In addition to the 30 by 30 initiative, the Board recognized the work of the Higher Education Institutions (HEIs) in increasing the number of women engineering students.

3. Consent agenda

3.1 Approval of minutes

THAT the minutes of the October 5, 2023 Board meeting be approved.

3.2 Approval of committee work plans

- THAT the Board approve the 2024 CEAB work plan.
- THAT the Board approve the 2024 CEQB work plan.

3.3 Board Consultation plan

THAT the Board approve the 2024 Board Consultation plan.

3.4 Review period updates to Board policies

THAT the Board, upon recommendation of the Governance Committee, approve that the following policies be reviewed on a triennial basis:

- 4.4, Confidentiality policy
- 4.5, CEO Group advisor to the Board
- 7.10, Whistleblower policy and procedure

d) 9.1, Accreditation Criteria and Procedures report

3.5 CEAB leadership

THAT the Board approve the appointment of the CEAB leadership for the period July 1, 2024 to June 30, 2025:

- Ray Gosine as Vice-Chair
- Jeff Pieper as Chair
- Pemberton Cyrus as Past Chair

3.6 CEQB leadership

THAT the Board approve the appointment of the CEQB leadership for the period July 1, 2024 to June 30, 2025:

- Sam Inchasi as Vice-Chair
- Frank Collins as Chair
- Margaret Anne Hodges as Past Chair

THAT the Board approve the re-appointment of the Atlantic Provinces Representative team for the period July 1, 2024 to June 30, 2025:

- Amy Hsiao, Atlantic Provinces Representative

3.7 Update: CEO Search Committee terms of reference

Motion 2023-12-2D

Moved and seconded

THAT the consent agenda motions, except 3.1 and 3.2, be approved.

Carried

Approval of minutes

The minutes were amended to more clearly reflect that the Board did not unanimously agree to reverse the allowance for business class travel, approved by the Board in May 2023.

Motion 2023-12-3D

Moved and seconded

THAT the minutes of the October 5, 2023 Board meeting be approved, as amended.

Carried

Approval of committee work plans

P. Cyrus, Canadian Engineering Accreditation Board (CEAB) Chair, presented the CEAB's 2024 workplan. It was confirmed that budget restraints had not delayed any of the CEAB's planned work. A demonstration of the new software system for accreditation was requested.

ACTION: Staff will make available to the Board a demonstration of Tandem.

F. Collins, Canadian Engineering Qualifications Board (CEQB) Chair, presented the CEQB's work plan. He noted that budget restraints would not negatively impact the planned deliverables.

Recognizing that some of the CEQB's work spans multiple years, it was requested that future work plans include anticipated and actual start dates.

Motion 2023-12-4D

Moved and seconded

a) THAT the Board approve the 2024 CEAB work plan.

b) THAT the Board approve the 2024 CEQB work plan.

Carried

4. Board business / required decisions

4.1 Board policy 7.1, Board, committee, and other volunteer expenses

N. Hill and M. Wrinch, President-Elect, introduced the motions and briefing note that had been updated and circulated to Board members and observers, on December 1. The proposed reversal of the Board's decision in May 2023 regarding business class airfare reflects changing circumstances for the organization. Support for volunteer work-life balance will be explored through different means.

Motion 2023-12-5D

Moved and seconded

THAT the Board amend previously adopted Board policy 7.1 by reverting any reference to the business class travel to the formerly adopted version.

THAT the Board direct its standing committees, through their ongoing work, to consider ways to support work-life balance for all Engineers Canada volunteers.

THAT the Board rescind previously adopted motion passed on October 5, 2023 regarding its request to the Governance Committee to make recommendation(s) on policy 7.1 (Motion #2023-10-6D).

Carried with two-thirds majority

4.2 FAR Committee report

D. Nedohin-Macek, Finance, Audit, and Risk (FAR) Committee Chair, provided the update on behalf of the FAR Committee.

4.3 2024 budget and 2026 Per Capita Assessment

D. Nedohin-Macek presented the final 2024 budget and 2026 Per Capita Assessment fee (PCAF) which had been pre-circulated to the Board. The 2024 budget presented for approval incorporates feedback from the Board at its October 5, 2023 meeting and was reviewed by the FAR Committee at its October 17, 2023 meeting. The primary changes were: (a) the allocation of \$100K for CEO recruitment; (b) the allocation of \$118K for an in-person Winter Board meeting; and (c) a reduction of \$37K for Board guest and hospitality costs.

Items underspent in 2023 have informed budget approximations for 2024. Any reductions in spending compared with the budget will reduce the amount drawn down on the unrestricted reserve funds. As such, the Board's decision under item 4.1 of the current agenda to reverse the allowance for business class airfare will reduce the anticipated draw on the unrestricted reserve funds by approximately \$97K.

Directors discussed the PCAF approval process as outlined in the Bylaw and whether higher increases to the PCAF are needed in future to fund the 2025-2029 strategic plan and potential continuation of the marketing campaign. Additionally, it was suggested that PCAF adjustments align with cost of living increases. In preparation for 2025 budget process, the FAR Committee will consider the Board's feedback and insights.

Motion 2023-12-6D

Moved and seconded

THAT the Board, on recommendation of the FAR Committee, approve the 2024 budget, including an operational budget of \$11.7M, and a project budget of \$3.6M.

THAT the Board, on recommendation of the FAR Committee, recommend to the Members that the 2026 Per Capita Assessment Fee be set at \$10 per Registrant.

Carried with two-thirds majority

4.4 Governance Committee report

A. Anderson, Governance Committee Chair, provided the update on behalf of the Governance Committee.

4.5 Board policy updates

A. Anderson presented for approval policy revisions proposed by the Governance Committee, all of which had been pre-circulated to the Board.

Motion 2023-12-7D

Moved and seconded

THAT the Board, on recommendation of the Governance Committee:

a) approve the following revised Board policies:

i. 2, Definitions

ii. 4.12, Board self-assessment

iii. 4.13, Individual Director assessment

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

v.7.8, Rules of order

b) rescind Board policy 4.10, Standing agenda items

Carried with two-thirds majority

4.6 HR Committee report

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

4.7 Chair assessment

A. Arenja presented for approval the Chair assessment surveys that had been pre-circulated.

Motion 2023-12-8D

Moved and seconded

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

Carried.

4.8 CEAB

P. Cyrus provided an update on behalf of the CEAB. It was noted that the CEAB is working with the CEO Group on a mechanism to ensure that there is a connection between the Regulators and the CEAB, in light of the CEO Group's decision that Regulators would no longer appoint General Visitors.

4.9 CEQB

F. Collins provided an update on behalf of the CEQB. The CEQB was commended for its approach to developing the fitness to practice guideline.

4.10 Strategic Planning Task Force

N. Hill provide an update on behalf of the Strategic Planning Task Force. It was suggested that each proposed strategic plan outcome have a metric associated with it to measure performance, which would be tied to the CEO's annual performance review.

ACTION: N. Hill and A. Arenja to discuss performance metrics for the strategic plan with the Strategic Planning Task Force and CEO Search Committee, respectively.

4.11 Collaboration Task Force

C. Bellini provided an update on CTF activities. It was confirmed that the Regulators have been engaged and are generally supportive of the direction of the Statement of Collaboration which will be presented for Board endorsement at the Winter meeting.

4.12 Board's 30 by 30 Champion

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

5. Generative discussion

N. Hill invited the Board to engage in a generative discussion about public interest. The Board discussed in small break-out groups. Insights from the discussions were shared in plenary. The purpose of the discussion was not to come to immediate outcomes but rather to help the Board understand issues that inform future problem solving.

6. Next meetings

The next Board meetings are scheduled as follows:

- 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 2023-12-9D

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 Secretary, and the CEO, APEGA.

Carried

The CEO, APEGA left the meeting. The Board agreed to report from its in-camera session the following motion:

Motion 2023-12-10D

Moved and seconded

THAT the Board approves Engineers Canada applying to intervene in the potential appeal on the decision, Court of King's Bench of Alberta, Alberta (Council of the Association of Professional Engineers and Geoscientists) v Getty Images Inc., 2023 ABKB 635.

Carried

7.2 Board Directors and Director, Human Resources

Motion 2023-12-11D

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 Director, Human Resources.

Carried

7.3 Board Directors only

Motion 2023-12-12D

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.

Carried

8. Closing

With no further business to address, the meeting closed at 4:19 pm 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