

MINUTES OF THE 212th ENGINEERS CANADA BOARD MEETING

February 25, 2022, 10:00am-5:00pm (ET) via Zoom

The following Directors were in attendance	
D. Chui, President (Chair), PEO J. Boudreau, Past President, APEGNB A. Arenja, PEO N. Avila, APEGA E. Barber, APEGS 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 M. Sterling, PEO N. Turgeon, OIQ M. Wrinch, Engineers & Geoscientists BC C. Zinck, Engineers Nova Scotia
The following Directors sent regrets	
A. Anderson, Engineers Yukon K. Baig, President-Elect, OIQ	D. Spracklin-Reid, PEGNL J. Tink, APEGA
The following CEO Group Advisor was in attendance	
K. King, Chair, CEO Group	
The following Direct Reports to the Board were in attendance	
M. A. Hodges, Vice-Chair, CEQB P. G. Lafleur, Chair, CEAB	G. McDonald, CEO E. Spence, General Counsel and Corporate Secretary
The following observers were in attendance	
D. Abrahams, Vice-President, PEO L. Beauchemin, Executive Director, OIQ C. Bellini, President, PEO C. Bergeron, VP External, CFES J. Bradshaw, CEO PEGNL L. Daborn, CEO, APEGNB K. Darr, President, APEGS K. Deluzio, Chair, EDC L. Doig, President-Elect, APEGA K. Dumanski, Designate, Dean FASET, Seneca K. Hogan, President, Engineers Yukon S. Holmes, Incoming Executive Director, APEGS	J. Landrigan, Executive Director & Registrar, Engineers PEI L. Latham, Deputy Registrar, Regulatory Compliance, PEO P. Mann, CEO, Engineers Nova Scotia V. McCormick, Executive Director & Registrar, NAPEG D. McLean, President, Engineers Nova Scotia C. McQuillan, President, Engineers PEI J. Nagendran, Registrar & CEO, APEGA C. Park, President, Engineers & Geoscientists BC M. Paul-Elias, President, Engineers & Geoscientists NB B. Pearse, President, APEGA H. Yang, CEO & Registrar, Engineers & Geoscientists BC J. Zuccon, CEO & Registrar, PEO
The following staff were in attendance	
R. Gauthier, Executive Assistant B. Gibson, Manager, Communications R. Melsom, Manager, CEQB D. Menard, Director, Finance A. Murphy-Dow, Interim Governance Administrator M. Ouellette, Manager, Strategic and Operational Planning C. Polyzou, Manager, Equity, Diversity, and Inclusion	S. Price, Executive Vice President, Regulatory Affairs J. Sendrowicz, Planning, Event, and Change Practitioner J. Southwood, VP, Corporate Affairs & Strategic Partnerships J. Taylor, Manager, Public Affairs H. Theelen, Director, Strategic Planning & Organizational Excellence M. Warken, Manager, CEAB

1. Opening

1.1 Call to order and approval of agenda

President D. Chui called the meeting to order at 10:07am ET. Participants were welcomed and the land was acknowledged.

Motion 2022-02-1D

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.

D. Chui shared a safety minute with the Board, focused on carbon monoxide (CO) poisoning.

D. Chui also shared a diversity moment, highlighting that February is Black History Month in Canada and the US, and is an opportunity for people of all backgrounds to learn more about Black history in Canada and to celebrate the accomplishments of Black people. Participants were encouraged to visit the website Canada.ca/BLACK-HISTORY-MONTH to learn more about the history of people of African heritage in Canada, slavery in Canada, and the anti-slavery movement in the country.

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. D. Chui noted that the cost of online equity, diversity, and inclusion (EDI) training for engineers will be communicated to the Board and others in a future CEO update before March 31. 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 the Engineers Canada office has reopened. The most recent closure was due to an increase in rates of COVID-19 in Ottawa, in addition to the downtown core access challenges posed by the trucker protest. G. McDonald reported a continued high police presence in the downtown core, and that staff were now able to safely access the office, although many staff continue to work remotely.

2.3 2019-2021 Strategic Plan Final Report

G. McDonald referenced the report included in the Board agenda package. The following discussion was captured:

- Concern was raised about the recommendation to extend the planning cycle to five (5) years, as it was noted that priorities may become outdated and change over the longer time period. The

Strategic Planning Task Force (SPTF), which is yet to be formed, will consider this recommendation more fully and prepare a recommendation to the Board.

- There was a suggestion to reduce the consultation period to one (1) year, as this time period could see a changeover of two-thirds of the Engineers Canada Directors and council members within the Regulators, and the different opinions could be captured once the new members are engaged. G. McDonald noted that this would result in a high number of meetings throughout one (1) year, and that Regulators may find the volume overwhelming.
- It was further suggested that the duration of the plan will not be an issue if there is a process in place to annually review and ensure it is still appropriate, while considering any changes in the environment. In response to this suggestion, G. McDonald reminded the Board that a strategic progress report is provided at every meeting, and there will be an additional annual review of the plan moving forward.

2.4 CEO Group report

K. King provided the CEO Group report that included updates from the group's October meeting, in addition to the meeting held earlier in the week. Representation was present from all Regulators, and the new APEGS Executive Director and Registrar, Stormy Holmes, was welcomed. The following discussion was captured:

- A comment was received around the alignment of the iron ring ceremonies, that there is reputational risk to the engineering profession should the issues around lack of inclusivity continue to result in media attention. Any lack of inclusion in ceremony language across the country impacts how engineering is seen by females considering the profession and could result in reduced interest. K. King confirmed that this was discussed by the CEO Group, and while several camps have modernized their ceremonies, some are reluctant or believe they are not able to change the ceremony wording. All Regulator CEOs are encouraging camps to share information with each other going forward in the hopes of further improvement in this area.
- G. McDonald confirmed that no official relationship exists between the Corporation of the Seven Wardens and Engineers Canada. It was further reported that when ceremony issues first appeared in the media, Engineers Canada did write a letter to the Corporation of the Seven Wardens and the response received was indifferent.
- A question was raised around whether individual Directors can proactively reach out to camps in their jurisdictions to further encourage inclusivity. K. King noted that Regulator relationships with camps differ across the country. The following was captured following a roundtable of the Regulator CEOs and observers on this topic:
 - There is no camp in the Yukon.
 - Nova Scotia has one camp, which has been working to modernize the language to be more inclusive while keeping the tradition and imagery of the Kipling Poem as a fundamental part of the ceremony. The camp wardens are long serving and there is a continuum of thought. Although no formal memorandum of understanding is in place, Engineers Nova Scotia is a large contributor to the camp's ceremony, typically providing a keynote speaker. This relationship was noted as a valuable tool to promote the value of licensure to new graduates.
 - In Saskatchewan, schools and deans hold the closest relationship with the camp. It was noted that deans, in addition to Regulator CEOs, could make a significant impact in jurisdictions with similar relationships.
 - The camp that initially prompted the concern over inclusive language is in BC. There are now up to four (4) camps, with a new one established recently in northern BC. Two (2) out of the three (3) longer-standing camps have welcomed participation of the Regulator during the

ceremonies, including to provide speaking opportunities for the CEO and council President, and the promotion of licensure with materials provided onsite. The third camp has recently welcomed Engineers and Geoscientists BC, with the council President having taken part in the last ceremony. It was reported that the ceremony was inclusive, modern, and welcoming to everyone. Personal, multi-annual relationships with the camp wardens are critical to continued improvement.

- K. Deluzio noted that this is an issue that concerns Engineering Deans Canada (EDC), and that they have not yet had much success. The camps are autonomous and relationships are important to encourage change. This is an opportunity for EDC, CFES, and Engineers Canada to collaborate in hopes of further influence.
- In PEI, the Dean of Engineering, UPEI, is well connected to both the camp and the Regulator, and is encouraging the modernization of the language used.
- A modern script was shared at the February 24, 2022 CEO group meeting, and it was suggested that all Regulator CEOs share it with their local camps.
- It was noted that one area of influence available to further encourage progress would be for Regulators to withdraw funding for ceremonies, although it was reported that camps should not be receiving funding support from Regulators. Camps are to work within their means, and any financial support received could be considered as undue influence. Many camps welcome non-monetary support and assistance.
- It was suggested that encouraging camp wardens to meet nationally could further encourage discussions on continual improvement through information sharing.

Going forward, L. Daborn will serve as chair of the CEO Group and the CEO Group's presentation slides will be shared on the meeting document webpage.

2.5 Presidents Group report

C. Bellini provided the Board with the group's update from their February meeting. Representation was present from all Regulators except OIQ and APEGS. The following discussion was captured:

- Hybrid meetings have seen increases in participation, although they tend to cost more. Experience with hybrid events amongst the Regulators have been a mix of positive and negative.
- There has been an increased demand on volunteers to meet the increase in applications, particularly for Regulators who rely on volunteers for regulatory processing. It has been harder to obtain new volunteers, and, in some cases, Regulators are transferring the work to staff to meet the increased demand. It was suggested that the increase of virtual gatherings and the decrease of in-person events may be a contributing factor, as volunteers likely find the in-person activities a benefit when contributing.
- Artificial intelligence and other emerging disciplines were discussed given the focus of the CEQB and Engineers Canada's new strategic priority to support this area. Regulators would like to understand how they can come together on this topic and become more effective.
- Regulators that have active continuing professional development (CPD) programs are considering how to handle non-practicing engineers. It was noted that confusion amongst some engineers exists where they are not sure which category of licensure applies to their status. Some Regulators are creating a "senior engineer" class as a non-practicing option, and in these instances, it will be important to clearly describe the new class's CPD requirements in legislation.
- Regarding EDI information collection and what type of data Regulators are considering, it was noted that a national model might be helpful in terms of promoting consistency across the country. It was noted that APEGA has been focused on EDI data collection and the importance of privacy. Information is only to be collected if it is necessary for licensure and not extraneous, and

there is concern that since the information collected would be optional, it could lead to a less than robust database. Engineers and Geoscientists BC has had discussions with their provincial government about the type of data they are considering collecting and they hope to continue this collaborative approach. J. Southwood noted that Engineers Canada has developed, in collaboration with the Regulators, scorecard reports which will be shared shortly. The reports include information on the kind of EDI data that each Regulator is currently collecting, and analysis as to what gaps they might consider based on other Regulators' collection practices. Additionally, Engineers Canada's strategic priority to accelerate 30 by 30 includes a national research strategy that is forthcoming.

- Engineers and Geoscientists BC has created a professional practice guideline to support EDI that was released in December, along with a webinar hosted in January to introduce the new guideline, with over 700 individuals in attendance. These resources are available on the [EGBC](#) website.

K. Hogan will chair the May 2022 Presidents Group meeting and the group's presentation slides will be shared on the meeting document webpage.

3. Consent agenda

3.1 Approval of minutes

THAT the minutes of the December 13, 2021 Board meeting be approved.

3.2 National Position Statements

- a) THAT the following new National Position Statement be approved:
 - i. Unleashing Canada's potential: How engineers are essential to increasing Canada's productivity
- b) THAT the following updated National Position Statement be approved:
 - i. Qualifications-based selection

Motion 2022-02-2D

Moved and seconded

THAT the consent agenda motions (3.1 to 3.2) be approved in one motion.

Carried

4. Board business/required decisions

4.1 Annual Strategic Performance Report

G. McDonald presented the report that will be circulated to Members for information at the Annual Meeting of Members (AMM), highlighting that all objectives have been met. Only one strategic priority, accountability in accreditation, has outcomes that are currently at 90 per cent, and details for future completion are included in the report.

A suggestion was made that an additional comment could be added under SP3 to indicate that the percentage of licensed females increased to 20 per cent in 2020 for the first time.

2022-02-3D

Moved and seconded

THAT the Board approve the 2021 Annual Strategic Performance Report, for circulation to the Members for information at the 2022 Annual Meeting of Members.

Carried

4.2 Board policy updates

M. Wrinch presented the Governance Committee's recommendations on the seven (7) updated policies. No questions were received.

Motion 2022-02-4D

Moved and seconded

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

- | | |
|---|--|
| <i>i. 4.8, Board competency profile</i> | <i>v. 6.1, Board committees and task forces</i> |
| <i>ii. 4.12, Board self-assessment</i> | <i>vi. 6.4, FAR Committee terms of reference</i> |
| <i>iii. 5.3, Financial condition</i> | <i>vii. 7.12, Net assets</i> |
| <i>iv. 5.7, Compensation and benefits</i> | |

Carried with two-thirds majority

4.3 Strategic Planning Task Force terms of reference

M. Wrinch presented the 2025-2027 SPTF terms of reference, which were modelled off the approach taken for the 2022-2024 plan. No questions were received.

Motion 2022-02-5D

Moved and seconded

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.

Carried with two-thirds majority

4.4 Collaboration Task Force terms of reference

M. Wrinch presented the terms of reference for the Collaboration Task Force. Following the Board's discussion at the December meeting, the Governance Committee held a special meeting to re-visit the proposed composition of the task force. The committee agreed to strike the contentious composition provisions from the terms of reference, and instead have the HR Committee determine what is most appropriate at the time of recommending Directors to the new task force.

N. Hill commented that the task force is very topical for Ontario, as it embarks on some fundamental work related to licensure processes. She noted interest in participating in the work of the task force.

Motion 2022-02-6D

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.

Carried with two-thirds majority

4.5 Bylaw amendments

M. Wrinch presented the Governance Committee's recommended amendment within Article 1.1 of the Bylaw, to clarify the exclusion of geoscientists and geoscientists in training from the definition of "Registrant". A formatting issue was noted on page 150 of the English agenda book, where the first red instance of the word "and" should have a strike through as follows:

"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.

No questions were received.

Motion 2022-02-7D

Moved and seconded

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.

Carried with two-thirds majority

4.6 2022 CEO objectives

J. Boudreau presented the objectives noting that while they are ambitious, G. McDonald has confirmed they are achievable stretch goals.

Motion 2022-02-8D

Moved and seconded

THAT the Board, on recommendation of the HR Committee, approve the 2022 CEO objectives.

Carried

4.7 Board and individual Director assessment

J. Boudreau presented the pre-circulated assessment and highlighted the improvements incorporated following last year’s survey. Most notably, the survey now includes optional questions to align with the Board’s commitment to the Government of Canada’s 50-30 challenge. The President-Elect has confirmed they will be delivering the results of the peer-assessments this year.

The following discussion was captured:

- A suggestion was made to change the rating scale in question 1.3 in the Board assessment from a range that measures agreement to a range that measures satisfaction. The rating scale will remain as-is for consistency within the survey, and Directors were reminded that there is a comments section for each question and that Directors are encouraged to provide feedback.
- It was clarified that each survey references policies that are included within the Board Policy Manual.

2022-02-9D

Moved and seconded

THAT the Board, on recommendation of the HR Committee, approve the content of the Board self-assessment and the individual Director assessment surveys.

Carried

5. Reports

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

5.1 CEAB

P. G. Lafleur provided the update on behalf of the CEAB. No questions were received.

5.2 CEQB

M. A. Hodges provided an update on behalf of the CEQB. No questions were received.

5.3 FAR Committee

N. Hill provided the update on behalf of the FAR Committee. In addition to the slides presented, N. Hill reported that the committee also met on February 24 to receive the investment portfolio statement,

and to perform the robust review of the risk register in advance of the April Board meeting. No questions were received.

5.4 Governance Committee

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

5.5 HR Committee

J. Boudreau provided the update on behalf of the HR Committee. Directors were reminded to expect the call for nominations for President-Elect delivered to their inboxes in the coming weeks.

E. Spence confirmed that the Board and Director assessments will be delivered the week of February 28 and will be open for exactly two weeks. The timeline is tight but necessary to align with the HR Committee's March 29 meeting, where the committee will consider the results.

A question was received asking whether the surveys are mandatory. J. Boudreau replied that responses are necessary not only to populate committees but because it is one of the duties, as Directors, to self-monitor and demonstrate the effectiveness of the Board. The assessment survey is one of the primary ways the Board is able to do this, and it is therefore essential that all Directors complete the surveys. J. Boudreau encouraged Directors to make time for this important initiative and reminded Directors that comments are always welcome.

5.6 Board's 30 by 30 Champion

K. Reid provided the update on behalf of the 30 by 30 network. No questions were received.

6. Next meetings

Some discussion took place around the location of the May Board meeting, with President Chui advising Board members that they would receive a very short survey following the meeting requesting their preferred delivery format (in-person or virtual). Responding to a comment received on the status of the new Board policy 7.13, *Vaccination for In-Person Meetings* and Guideline 1, *In-Person Meetings During COVID*, G. McDonald confirmed that those documents are in effect, and will continue to have effect, until the Board elects to review them. He advised that the Board may wish to rescind or amend one or both of these documents, given the changes in the environment, but clarified that the easing of provincial and federal restrictions does not automatically result in the Board's policy and guideline being rendered invalid.

A comment was made that the Board has realized effectiveness in the virtual environment, and the cost is significantly less than in-person meetings. Guideline 1 provides the flexibility to pivot to virtual delivery should most Directors not be willing or available to attend meetings in person. This should be considered when the Board discusses these matters in April.

The next Board meetings are scheduled as follows:

- April 6, 2022 (Virtual)
- May 27-28, 2022 (Toronto, ON)
- June 20-21, 2022 (Mont-Tremblant, QC)
- September 29, 2022 (Ottawa, ON)
- December 12, 2022 (Virtual)
- February 23, 2023 (Ottawa, ON)

The upcoming 2021-2022 committee meetings are scheduled as follows:

- Governance Committee: March 14, 2022 (Virtual)
- HR Committee: March 29, 2022 (Virtual)
- FAR Committee: March 16, 2022 (Virtual)
- FAR Committee: May 12, 2022 (Virtual)

7. In-camera sessions

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

Motion 2022-02-10D

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, the Secretary, the Governance Administrator, the Executive Vice President, Regulatory Affairs, and the Manager, Accreditation.
Carried

7.1a Status of observers at CEAB meetings

Motion 2022-02-11D

Moved and seconded

THAT the Board direct the Governance Committee to revise Board policy 6.9, CEAB, so that one EDC representative and one CFES representative are given speaking rights at CEAB meetings, while maintaining their status as observers.
Carried with two-thirds majority

7.2 Board Directors and CEO

Motion 2022-02-12D

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, and the Engineers Canada CEO.
Carried

7.3 Board Directors only

Motion 2022-02-13D

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 HR Committee members.
Carried

8. Closing

With no further business to address, the meeting terminated at 3:47pm ET.

Minutes prepared by A. Murphy-Dow for:

Danny Chui, P.Eng., FEC, President

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