

**MINUTES OF THE 212th ENGINEERS CANADA BOARD MEETING**

April 6, 2022, 11:00am-2:00pm (ET) via Zoom

<b>The following Directors were in attendance</b>	
D. Chui, President (Chair), PEO J. Boudreau, Past President, APEGNB A. Anderson, Engineers Yukon A. Arenja, PEO N. Avila, APEGA K. Baig, President-Elect, OIQ 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 D. Spracklin-Reid, PEGNL N. Turgeon, OIQ M. Wrinch, Engineers & Geoscientists BC C. Zinck, Engineers Nova Scotia
<b>The following Directors sent regrets</b>	
M. Sterling, PEO	J. Tink, APEGA
<b>The following CEO Group Advisor sent regrets</b>	
L. Daborn, Chair, CEO Group	
<b>The following Direct Reports to the Board were in attendance</b>	
M. A. Hodges, Vice-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 K. Darr, President, APEGS K. Deluzio, Chair, EDC L. Doig, President-Elect, APEGA S. Holmes, CEO, APEGS P. Klink, Vice-Chair, CEAB	J. Landrigan, Executive Director & Registrar, Engineers PEI P. Mann, CEO, Engineers Nova Scotia D. McLean, President, Engineers Nova Scotia M. Paul-Elias, President, Engineers & Geoscientists NB B. Pearse, President, APEGA
<b>The following staff were in attendance</b>	
E. David, Planning, Event, and Change Practitioner S. Francoeur, Director, HR R. Gauthier, Executive Assistant L. Go, Legal Counsel C. Mash, Governance Administrator 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 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 11:05am ET. Participants were welcomed and the land was acknowledged.

***Motion 2022-04-1D***
***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 2021 audited financial statements

N. Hill presented the pre-circulated statements. In response to a question concerning the decrease in outreach revenue between 2020 and 2021, D. Menard explained that the 2020 outreach revenue related to grant funding received for the Canadian Engineering Education Challenge (CEEC). The revenue decreased in 2021 when the program was put on hold. It was further noted that CEEC program revenue is a flow-through, where Engineers Canada receives the grant funding and provides the money to the host of the program. No further questions were received.

**2022-04-2D**

***Moved and seconded***

***THAT the Board, on recommendation of the FAR Committee, approve the Engineers Canada financial statements for the year ending December 31, 2021, as audited by KMPG LLP, and be placed before the Members at the 2022 Annual Meeting of Members.***

***Carried***

2.2 Corporate Risk Profile

N. Hill presented the Corporate Risk Profile and provided an overview of the process, highlighting areas of change since the document was first approved by the Board in 2021.

P. G. Lafleur was invited to comment on the accreditation risk. He noted that the Board's decision to provide the EDC and CFES representatives with speaking rights at CEAB meetings will provide these groups with more opportunity for active participation.

The following comments on the Corporate Risk Profile were made:

- The current risk titles are not reflective of the risk to be managed. It was suggested that they should instead be re-drafted to define the problem that Engineers Canada is trying to address. For example, with the current risk titled "accreditation," the defined problem is "rejection of accreditation".
- The first bullet of the accreditation risk should be re-worded to reflect that accreditation is a national standard and not simply a mechanism for graduates to avoid entry-practice exams.

It was confirmed that FAR will consider these suggestions at a future meeting.

2.3 Rescission of the In-person meeting guideline

M. Wrinch presented the Governance Committee's recommendation to rescind the Board's guideline 1, *In-Person Meetings During COVID*. It was explained that the guideline was first implemented to provide direction to staff for event planning purposes. Rescinding the guideline would result in more flexibility in planning in-person meetings without first consulting Board members for their attendance plans by survey. M. Wrinch also noted that the Governance Committee had considered the continued applicability of the Board's vaccination policy and had decided it would be prudent to maintain Board policy 7.13, *Vaccination for In-Person Meetings* to ensure the health and safety of volunteer, staff, and the general public continue to be considered.

The following discussion was captured:

- One comment was received in support of hybrid meetings continuing as they are more inclusive for many reasons including accommodation for people with childcare challenges and people with disabilities. It was explained that hybrid meetings have not been considered in the budget, although Board Directors who are not able to attend in-person meetings will continue to have remote connection options provided.
- Some Directors noted that, given the continued state of the pandemic and difficulty with travel in Canada, this decision is being considered too soon. It was stressed that the guideline's application is limited to determining the format of Board and Board committee meetings, i.e. whether a meeting would be hosted virtually or in-person. Engineers Canada will remain vigilant and consider national guidelines and provincial directives as the environment continues to change.
- An additional comment was received about the practicality of spending significant funds on in-person meetings that may only attract 50 per cent of Directors.

**2022-04-3D**

***Moved and seconded***

***THAT the Board, on recommendation of the Governance Committee, rescind the Board's guideline 1, In-Person Meetings During COVID.***

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

**3. Next meetings**

The next Board meetings are scheduled as follows:

- May 27, 2022 (Toronto, ON with virtual connection options for those unable to attend in-person)
- June 20-21, 2022 (Mont-Tremblant, QC)
- September 29, 2022 (Ottawa, ON)
- December 12, 2022 (Virtual)
- February 23, 2023 (Ottawa, ON)
- April 5, 2023 (Virtual)

The final 2021-2022 committee meeting is scheduled as follows:

- FAR Committee: May 12, 2022 (Virtual)

The upcoming 2022-2023 committee meetings are scheduled as follows:

- HR Committee: May 28, 2022 (Toronto, ON with virtual connection options for those unable to attend in-person)
- All 2022-2023 committees and task forces: June 20, 2022 (Mont-Tremblant, QC)

Meeting participants were thanked for their participation, and R. Gauthier was commended for support and management of the meeting slides.

**4. In-camera sessions**

**4.1 Board Directors, Direct Reports, CEO Group Advisor, and staff**

***Motion 2022-04-4D***

***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, the chairs of the CEAB and CEQB, the CEO Group Advisor to the Board, the Secretary, and the Governance Administrator.***

***Carried***

4.2 Board Directors and CEO

**Motion 2022-04-5D**

**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 the Engineers Canada CEO.  
Carried**

4.3 Board Directors only

**Motion 2022-04-6D**

**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**

**5. Closing**

With no further business to address, the meeting terminated at 12:22pm ET.

*Minutes prepared by C. Mash for:*

Danny Chui, P.Eng., FEC, President

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