

**MINUTES OF THE 206th ENGINEERS CANADA BOARD MEETING**

February 24, 2021 10:00am-5:00pm (ET) via webinar

<b>The following Directors were in attendance</b>	
J. Boudreau, President (Chair), APEGNB D. Lynch, Past President, APEGA D. Chui, President-Elect, PEO K. Baig, OIQ M. Belletête, OIQ C. Bellini, PEO V. Benz, APEGA J. Card, PEGNL J. Dunn, Engineers PEI D. Gelowitz, APEGS N. Hill, PEO	J. Holm, Engineers & Geoscientists BC S. Jha, NAPEG T. Joseph, APEGA D. Nedohin-Macek, Engineers Geoscientists MB K. Reid, PEO C. Sadr, PEO J. Tink, APEGA R. Trimble, Engineers Yukon N. Turgeon, OIQ M. Wrinch, Engineers & Geoscientists BC C. Zinck, Engineers Nova Scotia
<b>The following Directors sent regrets</b>	
<b>The following CEO Group Advisor was in attendance</b>	
K. King, Chair, CEO Group	
<b>The following Direct Reports to the Board were in attendance</b>	
B. Dony, Chair, CEAB M. Mahmoud, Chair, CEQB	G. McDonald, CEO E. Spence, Legal Counsel and Corporate Secretary
<b>The following observers were in attendance</b>	
J. Bradshaw, CEO & Registrar, PEGNL E. Coles, President, Engineers PEI L. Daborn, CEO, APEGNB C. Dixon, President, Engineers Yukon A. English, CEO & Registrar, Engineers & Geoscientists BC L. Golding, Outgoing Executive Director & Registrar, NAPEG N. Hallett, President, PEGNL K. Hogan, Vice-President, Engineers Yukon B. Hunt, Professional Standards Director, PEGNL P. Lafleur, Vice-Chair, CEAB J. Landrigan, Executive Director & Registrar, Engineers PEI A. Lockwood, President, APEGS P. Mann, CEO Engineers Nova Scotia	V. McCormick, Executive Director & Registrar, NAPEG B. McDonald, Executive Director, APEGS D. McLean, Vice-President, Engineers Nova Scotia J. Nagendran, Registrar & CEO, APEGA J. Nicell, Chair, EDC M. Paul-Elias, Vice-President, APEGNB B. Pearse, President-Elect, APEGA L. Spence, President, Engineers & Geoscientists BC M. Sterling, President, PEO M. Stothart, President, APEGNB J. Van der Put, President, APEGA J. Zucco, CEO & Registrar, PEO
<b>The following staff were in attendance</b>	
J. Christou, Planning, Event, and Change Practitioner S. Francoeur, Director, Human Resources R. Gauthier, Executive Assistant B. Gibson, Manager, Communications C. Mash, Governance Administrator R. Melsom, CEQB Secretary D. Menard, Director, Finance	M. Ouellette, Manager, Strategic & Operational Planning S. Price, Executive Vice President, Regulatory Affairs C. Polyzou, Manager, Diversity, Equity, and Inclusion L. Scott, Manager, Member Services J. Southwood, VP, Corporate Affairs & Strategic Partnerships J. Taylor, Manager, Public Affairs M. Warken, CEAB Secretary

## 1. Opening

### 1.1 Call to order and approval of agenda

J. Boudreau called the meeting to order at 10:03am (ET). Participants were welcomed and the land was acknowledged.

#### ***Motion 2021-02-1D***

***Moved by J. Holm, seconded by S. Jha***

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

***Carried***

Participants were reminded of the meeting rules:

- Raise hand to be added to the list of speakers.
- Speak for only two minutes (timer is projected on the screen).
- Speak a second time only if everyone else has had a chance to speak.
- Only new information is brought forward should individuals speak again.

J. Boudreau shared a safety minute with the Board, focused on the importance of socializing while working remotely.

J. Boudreau also presented a diversity moment to bring awareness to Black History Month as an important opportunity to honor the history and accomplishments of Black people. The 2021 celebration has brought awareness to centuries of achievements and contributions of Black Canadians, including that of Mathieu de Coste, the first recorded Black person to arrive in Canada in 1608, and the arrival of Loyalists of African descent who arrived in the Maritimes after the American Revolution. Despite the growing recognition of figures such as Lincoln Alexander, a lawyer, who was the first Black member of parliament, a cabinet minister and former lieutenant governor of Ontario; Viola Davis Desmond who fought segregationist practices in Nova Scotia and became the first Canadian woman to be featured on a Canadian banknote; and Jean Augustine, the first Black woman elected to the Parliament of Canada, who championed the unanimous vote to officially designate February as Black History Month in Canada, systemic racism continues to impact the lives of Black people around the world. Meeting participants were reminded that as Canadians, we must commit to tackling these inequities and take action to build more inclusive and equitable workplaces.

### 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, 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. J. Boudreau highlighted the creativity demonstrated at the events attended during the pandemic. No questions were received.

## 2.2 CEO update

G. McDonald provided the following verbal updates:

- International Agreements: Although the International Engineering Alliance (IEA) has agreed to accept Engineers Canada's status under the International Professional Engineers Agreement and the APEC Engineers Agreement until 2025, Regulators who do not use competency-based assessment or do not have mandatory continuing professional development (CPD) may experience difficulties getting their licence holders on the international register following this period.
- Update on COVID-19: Currently, provincial requirements allow for Engineers Canada's office to be open. All employees continue to have the option of working from home, and the daily average of staff in-office rarely exceeds ten individuals. Travel and in-person meetings for officials groups, CEAB, and CEQB are currently suspended until May 1. Based on the current information available, it is likely that the suspension will continue through September.
- National Capital Region's Top Employers designation: Engineers Canada was selected as a recipient for the third consecutive year. This award recognizes the employers in the Ottawa-Gatineau metropolitan area that lead their industries in offering exceptional places to work, and is noted as an important recruitment tool.

No questions were received.

## 2.3 CEO Group report

K. King provided the update on behalf of the group from their February meetings. Representation was present from all Regulators, and the following was highlighted:

- Vince McCormick, new NAPEG Executive Director and Registrar, was welcomed to the group.
- Pending A. English's retirement, J. Bradshaw will assume the role of CEO Group Advisor to the HR Committee, effective May 29, 2021.
- CEO Group discussions reflect that many jurisdictions are concerned with efforts to legislate right-to-practice for technicians and technologists.
- CEO Group members support Engineers Canada's regular thematic discussions with senior leadership of the Engineering Deans Canada (EDC).
- The 2022-2024 Strategic Plan was reviewed and while most of the group supported the proposed marketing campaign priority, it was stressed that a collaborative approach to development that includes all Regulators is required, with the campaign's focus being the value of licensure, sustainability of the profession, and protection of the public.

No questions were received, and the presentation slides will be shared on the meeting document webpage.

## 2.4 Presidents Group report

M. Sterling provided the update on behalf of the group from their February meeting. Representation was present from all Regulators with the exception of Engineers Nova Scotia, and the following was highlighted:

- Discussions focused on legislative and governance mandates in the regulatory environment, COVID-19 impacts and opportunities, and other consistencies across the Regulators.
- Regulators plan on extending the 4 Seasons of Reconciliation training to their councils.
- Engineers Canada was thanked for their support in facilitating the group's ability to share experiences and learnings.

No questions were received, and the presentation slides will be shared on the meeting document webpage.

### **3. Consent agenda**

#### **3.1 Approval of minutes**

THAT the minutes of the December 7, 2020 Board meeting be approved as presented.

#### **3.2 National Position Statements**

- a) THAT the following new National Position Statements be approved:
  - i. Role of engineers in Canada's long-term economic recovery
  - ii. Building Canada's high-speed broadband through a sustainable digital infrastructure
- b) THAT the updated research, development, and innovation National Position Statement be approved.

#### ***Motion 2021-02-2D***

***Moved by C. Sadr, seconded by M. Wrinch***

***THAT the consent agenda items be approved.***

***Carried***

### **4. Board business/required decisions**

#### **4.1 2020 Annual Strategic Performance Report and updates from CEAB and CEQB**

G. McDonald presented the pre-circulated report, noting that initiatives currently indicating disruption are related to COVID-19, with Regulators unable to dedicate the resources required for implementation of the initiatives. The outcomes, however, remain on track for achievement by December 31, 2021, which explains the discrepancy between the scores. Despite objectives not being fully met, the current projections indicate that lost ground will be regained, and outcomes will be achieved by the end of 2021.

The purpose of this annual strategic review is to determine if pivots are required, so that changes can be incorporated in time for the Members to consider for approval at the AMM. It was suggested that more formality be added to this process in future, so the Board does not feel pressured to request changes at the Board table that have not been carefully considered.

B. Dony provided a brief update on behalf of the CEAB. The CEAB is focused on adapting to the present situation and B. Dony noted that currently, there is no need to change SP1, SP2, or OP1 at this stage.

M. Mahmoud provided a brief update on behalf of the CEQB. Two objectives (new aeronautical engineering and aerospace engineering syllabus and review of the 2016 Engineers Canada Paper on Software engineering) are experiencing delays, with the CEQB focusing to resolve them. It was noted that the CEQB will be filling two new at-large member positions.

#### ***Motion 2021-02-3D***

***Moved by K. Reid, seconded by S. Jha***

***THAT the Board approve the 2020 Annual Strategic Performance Report, for circulation to the Members for information at the 2021 Annual Meeting of Members.***

***Carried***

#### 4.2 2022-2024 Strategic Plan

J. Boudreau handed over the chair duties to D. Lynch. J. Boudreau presented the pre-circulated plan, and the following responses and discussion were captured:

- The Strategic Plan document does not include all operational details to achieve the priorities. It is a high-level overview of what is to be achieved.
- Informal polls were taken during the consultation sessions, where participants were asked if any priorities should be removed, and to rank them. No priorities were removed. It was noted that many of the western Regulators felt the poll results did not reflect the feeling in the room.
- For the 30 by 30 priority, it was confirmed that learning from other organizations that have similar initiatives underway will be part of organizational planning. This is also part of Engineers Canada's ongoing work.
- Although no formal vote was taken during the consultations, the foster trust and pride national campaign was requested by a majority of the Regulators, and most endorsed the idea. Funding is available for this project, however if the Members no longer agree to this priority, it can be removed from the plan and other ideas will be brought forward. Some Regulators have their own campaign initiatives underway, which are considered opportunities for collaboration. It was noted that APEGA would like assurance that there would be no overlap in this area, which is consistent with Engineers Canada's proposed approach to collaborate rather than re-invent existing initiatives. The CEO Group discussed the plan at their recent meeting and highlighted that the campaign will need to focus on the value of licensure, sustainability of the profession, and protection of the public to continue to receive Regulator support.
- A concern was raised about the independent practice rights for technologists, noting that there is a clear and present threat to independent practice of engineers and to the public due to the current issues arising in New Brunswick, British Columbia, and Alberta. This is an issue that has been raised before, with varying degrees of Regulator support, but has not been addressed in the Strategic Plan despite it aligning with Engineers Canada's purposes. In response, it was noted that strategic priorities can be changed by asking the Members for approval, however, since this issue may require faster attention than the Strategic Plan amendment process would allow, it was suggested that this issue instead be addressed within the current plan under *Operational Imperative 6, Monitoring, Researching, and Advising*, following more consideration.
- With regards to the accreditation priority, it was clarified that by the end of the three years there will be a plan in place following significant consultation, and any action on the plan will take place after the 2022-2024 Strategic Plan concludes. This considers the six-year accreditation cycle, and it was noted that implementation of the action plan will take time.
- Concern was raised that the accreditation priority does not reflect discussions had about performing a fundamental review and could result in Engineers Canada simply validating that the current system is correct, instead of considering what it could be. It was clarified that the intent of this priority is, in fact, to perform such a fundamental review, to determine what the Regulators need and to understand if the current system is achieving the identified needs. There was still concern that the priority could be interpreted incorrectly, however, and it was agreed that the text would be adjusted for clarity, to change the title to "**Investigate and validate**"; to change the body of the text to "**will conduct a fundamental review of the accreditation process**"; and to remove the reference to benchmark in first paragraph. It was clarified that the term "academic requirement" is used to reflect the language used in legislation.

*Moved by J. Boudreau, seconded by C. Bellini*

*THAT the Board recommend to the Members the 2022-2024 Strategic Plan, for approval at the 2021 Annual Meeting of Members, on recommendation of the Strategic Plan Task Force.*

*Motion 2021-02-4D*

*Moved by N. Hill, seconded by K. Reid*

*THAT priority 1.1 of the 2022-2024 Strategic Plan be amended as follows:*

***Investigate and validate the purpose and scope of accreditation***

*What we will do - Major regulatory and educational changes have taken place since the creation of the Canadian engineering accreditation system in 1965. We will **conduct a fundamental review of the accreditation process and investigate the best practices in engineering education, benchmark our accreditation system,** and collectively work with regulators and stakeholders to understand if there is a desire to adopt a new, national academic requirement for licensure as well as an updated purpose of accreditation.*

*Carried*

*Motion 2021-02-5D*

*Moved by J. Boudreau, seconded by C. Bellini*

*THAT the Board recommend to the Members the 2022-2024 Strategic Plan, as amended, for approval at the 2021 Annual Meeting of Members, on recommendation of the Strategic Plan Task Force.*

*Carried*

**ACTION: Staff to follow up on the independent practice rights for technologists with Regulators to determine if it should be operationalized under the current Strategic Plan.**

**ACTION: Staff to amend priority 1.1 of the Strategic Plan, as listed above, prior to circulation to the Members.**

J. Boudreau reclaimed chair duties from D. Lynch.

#### 4.3 2021 CEO objectives

D. Lynch introduced the 2021 CEO objectives. No questions were received.

*Motion 2021-02-6D*

*Moved by D. Lynch, seconded by J. Card*

*THAT the Board approve the 2021 CEO objectives, on recommendation of the HR Committee.*

*Carried*

#### 4.4 Board policy updates

N. Hill provided an overview of the Governance Committee's recommendations, highlighting areas of significant change. It was confirmed that:

- Board policy 7.7 *Investments* was produced in collaboration with FAR and will be further reviewed to consider the focus on environmental, social, and governance (ESG) investing.
- Board policy 6.13 *President-Elect Nomination Process*' new criteria, where Directors serving their second term must have a minimum of one year remaining in their term of office to be eligible to run for President-Elect, will not come into effect until 2022. Directors were reminded that Regulator endorsement is required for term extension to run for President-Elect.

**Motion 2021-02-7D**

**Moved by N. Hill, seconded by J. Dunn**

**THAT the Board, on recommendation of the Governance Committee:**

**a) approve the following revised policies**

- |   |  |
|---|--|
| <b>i. 4.12, Board Self-Assessment</b>                           | <b>vi. 6.8, Governance Committee Terms of Reference</b>        |
| <b>ii. 4.2, Directors' Responsibilities</b>                     | <b>vii. 7.1, Board, Committee and Other Volunteer Expenses</b> |
| <b>iii. 4.3, Code of Conduct</b>                                | <b>viii. 7.9, Process for In-camera Meetings</b>               |
| <b>iv. 6.1, Board Committees and Task Forces</b>                | <b>ix. 9.2, Qualifications Board Guidelines</b>                |
| <b>v. 6.13, President-Elect nomination and election process</b> | <b>x. 9.3, National Position Statements</b>                    |

**b) approve the new Board policy 7.7, Investments**

**c) rescind Board policy 8.1, Emerging Disciplines**

**Carried with two-thirds majority**

**4.5 By-law amendments**

N. Hill presented the By-law amendments. No questions were raised.

**Motion 2021-02-8D**

**Moved by N. Hill, seconded by C. Sadr**

**THAT the Board recommend to the Members, for approval at the 2021 Annual Meeting of Members, the following amendments to the By-law, on recommendation of the Governance Committee:**

**1.1 "Per Capita Assessment" means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in Article ~~7-8~~.**

**5.8 "The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law:**

...

**(b) ~~Amendments to~~ The amount of the Per Capita Assessment**

**Carried with two-thirds majority**

**4.6 Director assessment**

D. Lynch presented the survey, and highlighted minor improvements made since the inaugural assessment concluded in March 2020. The value of this activity was noted. It was clarified that D. Chui's peer-assessment will be delivered by the President.

**Motion 2021-02-9D**

**Moved by D. Lynch, seconded by D. Gelowitz**

**THAT the Board approve the content of the Director self- and peer-assessment survey, on recommendation of the HR Committee.**

**Carried**

**4.7 Payout of excess affinity revenues**

C. Zinck presented the briefing note. The following discussion was captured:

- Under the proposed plan, only participating Regulators would be eligible for the payouts, which would exclude PEO.

- The current system encourages funds to be used for Canada-wide initiatives, other than just benefitting those participating in the affinity program.
- The relationship with TD could be at risk should this approach to affinity revenues be adopted.
- Annual Member approval of the Per Capita Assessment is in place as the mechanism to control reserves, and another mechanism is not necessary.
- After reviewing several options, KPMG advised that rebating revenues to Members could affect the organization's non-profit status and that the Per Capita Assessment Fee was considered the best mechanism to manage reserves.
- In their approval of the Strategic Plan, Regulators are making a financial decision, that they approve foregoing a reduction in the Per Capita Assessment Fee to achieve the plan's priorities.

***Motion 2021-02-10D***

***Moved by C. Zinck, seconded by M. Wrinch***

***That the Board direct the Governance Committee, in consultation with the FAR Committee, to develop a policy which will pay out excess affinity sponsorship revenue, related to PEO members, to the affinity program partners in accordance with their respective prorated Total Written Premium Volume (TWPV).***

***Defeated***

**4.8 OIQ request to apply to host the World Engineers Convention 2027**

K. Baig presented the request from OIQ, specifically highlighting that OIQ will be assuming all responsibility of the project, aside from Engineers Canada providing the endorsement. The following clarifications and considerations were noted:

- In order to submit an application, an Engineering Regulator must be associated to the project, and only one application can be submitted from Canada. The application involves an extensive process that is due in May. Engineers & Geoscientists BC confirmed they were not interested in applying.
- Engineers Canada will not be liable for the event, and an agreement will be drafted between OIQ and Engineers Canada to this effect.
- Consideration should be made to having an Engineers Canada representative included on the event planning committee.

Reputation was discussed as a significant risk with this activity, and it was noted that if Montreal is selected to host the event, Engineers Canada should be involved, in some capacity, for visibility as the official member of the WFEO. In response, it was clarified that Engineers Canada does not have considerable involvement with the WFEO, aside from being a member; Engineers Canada is not interested in partnering on the event delivery; and that OIQ would be the most visible organization.

***Motion 2021-02-11D***

***Moved by K. Baig, seconded by M. Wrinch***

***THAT the Board endorse Engineers Canada submitting a proposal to the WFEO, on behalf of OIQ, to host the World Engineers Convention in Montreal in 2027.***

***Carried***

Directors were thanked for their support. K. Baig noted that should the application be selected, OIQ will work hard to represent Canada well, and that it is hoped all Members will consider visiting Montreal for the event.



## 5. Reports

Board committees provided updates, with supporting slide presentations made available on the Engineers Canada website. The CEAB and CEQB presented their updates in conjunction with the interim report.

### 5.1 Risk register

D. Gelowitz presented the risk register, highlighting the changes made since December's reporting. No questions were received.

### 5.2 FAR Committee

D. Gelowitz provided the update on behalf of the FAR Committee, which included a high-level overview of the new proposed approach to risk management. The proposed process will shift the focus from monitoring risks to actively managing them. The Board will discuss the risks annually, rather than the current quarterly reporting which will be done by FAR. Directors were reminded that they are welcome to join FAR Committee meetings as observers. Should any significant risk arise outside the typical review cycle, FAR will bring it forward for Board consideration. Staff were commended for their work.

### 5.3 Governance Committee

N. Hill provided the update on behalf of the Governance Committee. N. Hill noted the committee's particular focus in its next round of policy reviews on trying to better incorporate principles of equity, diversity and inclusion (EDI) into the Board Policy Manual. The current Board policy 8.2, *Diversity and Inclusion*, has been found to be lacking, and the Board will be asked to approve rescinding it at the May meeting, after work is done to better incorporate EDI in other Board policies. Staff were thanked for their excellent support.

### 5.4 HR Committee

D. Lynch provided the update on behalf of the HR Committee and commended the staff's exceptional support. Directors were reminded to enroll in the Board-on-Board training program, and congratulations were provided to the Directors who have already completed the training. The 4 Seasons of Reconciliation program was noted an important training program that provided value for participants, with some Regulators securing licenses to deliver the program to their own councils. It was noted that Board training focused on equity, diversity, and inclusion is being planned for later this year.

### 5.5 Board's 30 by 30 Champion

J. Dunn provided the update. C. Polyzou and J. Southwood were thanked for their leadership in this work.

### 5.6 30 by 30 operational update

#### **a) Report on Regulators' best practices in EIT programs**

G. McDonald presented the pre-circulated report, noting that Engineers Canada will be reaching out to Regulators individually to discuss areas for improvement.

#### **b) Aspirational scorecard**

G. McDonald presented the pre-circulated scorecard. The scorecards will also be a topic of discussion with the Regulators, and Engineers Canada will be encouraging them to set targets to better understand the progress being made.

This approach was commended, noting that it should help to shape the approaches within the different Regulators. C. Polyzou and J. Southwood were recognized for spearheading this work.

## **6. Other business**

No other business was brought forward.

## **7. Next meetings**

The Board discussed the location of the upcoming meetings, accepting that October 1 would likely be the first opportunity to meet safely. There was some discussion about delaying the Board workshop until August, with the Board meeting still being held virtually on June 14. The next meetings of are scheduled as follows:

- April 7, 2021 (Virtual)
- May 28-29, 2021 (Virtual)
- June 14-15, 2021 (Virtual)
- August 2021 (Workshop, TBD)
- October 1, 2021 (Ottawa, ON)
- December 13, 2021 (Ottawa, ON)

## **8. In-camera sessions**

### 8.1 Board Directors, direct reports, CEO Group advisor and staff

#### ***Motion 2021-02-12D***

***Moved by V. Benz, seconded by C. Sadr***

***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***

### 8.2 Board Directors and CEO

#### ***Motion 2021-02-13D***

***Moved by R. Trimble, seconded by V. Benz***

***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***

### 8.3 Board Directors only

#### ***Motion 2021-02-14D***

***Moved by J. Holm, seconded by D. Nedohin-Macek***

***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***

#### ***Motion 2021-02-15D***

***Moved by D. Lynch, seconded by C. Sadr***

***THAT the meeting move out of in-camera.***

***Carried***

## **9. Closing**

With no further business to address, the meeting closed at 4:10pm ET.

*Minutes prepared by C. Mash for:*

Jean Boudreau, FEC, P.Eng. President

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