

MINUTES OF THE 211th ENGINEERS CANADA BOARD MEETING

December 13, 2021, 10:00am-5:00pm (ET) via Zoom

The following Directors were in attendance	
D. Chui, President (Chair), PEO A. Arenja, PEO J. Boudreau, Past President, APEGNB A. Anderson, Engineers Yukon N. Avila, APEGA K. Baig, President-Elect, OIQ 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, PEO M. Sterling, PEO N. Turgeon, OIQ M. Wrinch, Engineers & Geoscientists BC C. Zinck, Engineers Nova Scotia
The following Directors sent regrets	
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	
F. George, Chair, CEQB P. G. Lafleur, Chair, CEAB	G. McDonald, CEO E. Spence, General Counsel and Corporate Secretary
The following observers were in attendance	
C. Bellini, President, PEO L. Daborn, CEO, APEGNB K. Darr, President, APEGS K. Deluzio, EDC L. Doig, President-Elect, APEGA M. Fewer, COO & Deputy Registrar, PEGNL J. Hazenberg, President, NAPEG M. Hodges, Vice-Chair, CEQB K. Hogan, President, Engineers Yukon S. Holmes, Executive Director (incoming), APEGS P. Klink, Vice-Chair, CEAB J. Landrigan, Executive Director & Registrar, Engineers PEI L. Maier, Vice-President, PEO P. Mann, CEO, Engineers Nova Scotia	V. McCormick, Executive Director & Registrar, NAPEG B. McDonald, Executive Director, APEGS S. McKeown, President, CFES D. McLean, President, Engineers Nova Scotia C. McQuillan, President, Engineers PEI J. Nagendran, Registrar & CEO, APEGA W. O’Keefe, Chair, PEGNL C. Park, President, Engineers & Geoscientists BC B. Pearse, President, APEGA A. Silk, President, Engineers Geoscientists MB M. Stothart, President, APEGNB M. Williams, Vice President, NAPEG H. Yang, CEO & Registrar, Engineers & Geoscientists BC J. Zuccon, CEO & Registrar, PEO
The following staff were in attendance	
E. David, Planning, Event & Change Practitioner M. Falle, Manager, Regulatory Liaison R. Gauthier, Executive Assistant B. Gibson, Manager, Communications R. Melsom, Manager, CEQB D. Menard, Director, Finance S. Oren, Executive Assistant S. Price, Executive Vice President, Regulatory Affairs	C. Polyzou, Manager, Diversity, Equity, and Inclusion L. Scott, Manager, Membership Services J. Sendrowicz, Planning, Event, and Change Practitioner J. Southwood, VP, Corporate Affairs & Strategic Partnerships J. Taylor, Manager, Public Affairs H. Theelen, Director, Strategic Planning and Organizational Excellence M. Warken, Manager, CEAB

1. Opening

1.1 Call to order and approval of agenda

Due to technical difficulties, President D. Chui was unable to join the meeting. Past-President J. Boudreau called the meeting to order at 10:16am ET. Participants were welcomed and the land was acknowledged.

Motion 2021-12-1D

Moved and seconded

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

The participant list was displayed, and unlisted attendees were asked to identify themselves. Meeting rules and norms were reviewed, as included in the agenda book.

At 10:19am, President D. Chui re-joined the meeting, and the chair function was returned to him at 10:21am.

D. Chui shared a safety minute with the Board, focused on ice safety protocols to avoid a fall. D. Chui also shared a diversity moment focused on being respectfully curious with respect to the different social habits and traditions of others, particularly during the traditional Christian/Christmas holiday season.

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 demonstrating all work completed. 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 Engineers Canada introduced an operational vaccination policy which requires any person who enters the office premises to be fully vaccinated. Following a staff survey, it was confirmed that all staff (except those who are on leave and did not reply to the survey) are fully vaccinated. It was also reported that the new work from home policy will be launched when public health guidelines allow.

In response to a question, it was confirmed that visitors to the office must also show proof of vaccination.

2.3 Q3 Interim Strategic Performance Report to the Board

G. MacDonald referenced the report contained in the Board agenda package, highlighting those areas where the status does not demonstrate full confidence in achieving the annual objectives. P. Lafleur

indicated that while SP2, Accountability in Accreditation has launched, the data set was limited due to the low number of visits in the 2020-2021 cycle. The following questions and answers on the report were captured:

- It was noted that the format of the report does not demonstrate progress of the objectives over time. S. Price responded that the Governance Committee has reviewed and approved a new reporting format for the 2022-2024 Strategic Plan, which will be launched next year.
- A question was received regarding the end date for the Accountability in Accreditation outcomes and whether measures are being taken to achieve those outcomes. S. Price shared that the outcomes are ambitious, in terms of striving for support from all 44 Higher Education Institutions (HEIs), and proactive measures are being taken, including collaboration between the CEAB's Policies & Procedures Committee and the EDC's Deans' Liaison Committee, and the new Accreditation strategic priority.
- Staff confirmed that the changes in vendor resources that delayed the Accreditation Improvement Project were fully resolved, and that team stability had been achieved more than a year ago. While the data management system associated with the project, Tandem, is now fully operational for the Enrolment and Degrees survey, it will only launch for accreditation data collection in 2022. In addition to resource challenges, the project team considered the impact of this considerable change on the HEIs, and has set a schedule that will allow for sufficient training and communication to support the change.

3. Consent agenda

3.1 Approval of minutes

THAT the minutes of the October 1, 2021 Board meeting be approved.

3.2 Approval of committee work plans

- a) THAT the Board approve the 2022 CEAB work plan.
- b) THAT the Board approve the 2022 CEQB work plan.

3.3 CEAB leadership

THAT the Board approve the appointment of the CEAB leadership for the period July 1, 2022 to June 30, 2023:

- Pemberton Cyrus as Vice-Chair
- Paula Klink as Chair
- Pierre G. Lafleur as Past-Chair

3.4 CEQB leadership

THAT the Board approve the appointment of the CEQB leadership for the period July 1, 2022 to June 30, 2023:

- Frank Collins as Vice-Chair
- Margaret Anne Hodges as Chair
- Frank George as Past-Chair

Motion 2021-12-2D

Moved and seconded

THAT the consent agenda motions, 3.1 to 3.4, be approved.

Carried

A comment was made that the next round of CEAB and CEQB work plans should consider climate change and the outcomes of COP26, given the increasing importance of these issues to society at large.

4. Board business/required decisions

4.1 2022 budget and 2024 Per Capita Assessment

N. Hill presented the Per Capita Assessment Fee (PCAF) and 2022 budget together, beginning by providing the history of the PCAF and explaining the work of the 2018-2019 Funding Task Force (FTF) that resulted in the process in use today to reduce the PCAF to control the growth of Engineers Canada's reserves. She noted that:

- Last year, the FAR Committee opted not to change the PCAF due to the uncertainties associated with both the pandemic and the development of a new strategic plan that was underway at that time.
- The current FAR Committee noted that the unrestricted reserves were forecasted to close 2021 at \$13.1M, and looked at two options: reduction to \$8 or to \$9.
- The suggested PCAF was felt to be conservative, as it would reduce revenue by \$674K in 2024.
- The FAR Committee anticipates that the PCAF of \$8 per registrant can be maintained through the current Strategic Plan, and it estimates that this PCAF amount would still leave reserves available to fund the 2025-2027 Strategic Plan.

N. Hill concluded that setting the amount of the PCAF at \$8 per registrant sends the right message to Regulators; that Engineers Canada is correctly managing the reserves.

Regarding the budget, N. Hill noted that the Board, in consideration of the size of Engineers Canada's surplus and the feedback from the CEQB that there was work requested by Regulators that could not be accomplished due to lack of resources, asked staff to provide proposals to address resource constraints. The three (3) key areas where resource constraints were identified were with the CEQB, CEAB and the internal HR functions. With the additional resources, the FAR Committee proposed an increase of operating expenses by 4% (for a total of \$11.5M). N. Hill added that moving forward, the FAR Committee is recommending that the committee put forward budget assumptions to the CEO so that a budget can be created that matches Board needs and circumstances. Finally, N. Hill shared that the FAR Committee had calculated the value per Member in respect of Engineers Canada's budget, based on the total expenses. It is suggested that this value be shared with the Members when the proposal for the PCAF is put in front of them in May 2022. The current value is calculated at \$46/registrant.

The following discussion, in respect of the FAR Committee's PCAF recommendation, was captured:

- G. McDonald advised that KPMG and the FAR Committee have discussed and agreed that as long as the organization demonstrates it has a means to ensure that unrestricted reserves don't grow unimpeded, a review by the CRA of Engineers Canada's non-profit status is unlikely.
- The \$8 PCAF is not required to fund the strategic priorities under the 2022-2024 Strategic Plan, since they are already fully funded through existing reserves.
- A concern was voiced about the risk of a future inability to increase the PCAF, noting that it increases Engineers Canada's dependence on TD revenues. N. Hill noted that there are two risks at play, the aforementioned risk around Engineers Canada's reliance on affinity program revenues, and the risk of continuing to allow the reserves to grow, which could trigger a review of the organization's not-for-profit status. She reported that the FAR Committee has considered the scenario where PEO begins taking the \$2M and it identified that revenues and reserves are still

adequate in that scenario. To address the first risk, FAR is recommending that a new funding task force be established four (4) years prior to the 2030 TD agreement renewal date to look at options and address the risks. Finally, she noted that the recent Governance, Strategic Planning and Consultation review had identified that Engineers Canada cannot just spend - it must focus on the needs and requests of the Regulators.

- A suggestion was made that instead of reducing the PCAF, it would be possible to spend more money by commissioning reports or conducting other additional work. In addressing this specific point, J. Nagendran, APEGA CEO, cautioned the Board that every time Engineers Canada does more work, it creates work for the Regulators to review and provide feedback.
- In response to a question about what evidence exists that Regulators want a reduction in the PCAF, G. McDonald noted that when the FTF investigated options for reducing reserves, this was the option that Regulators liked best. He added that while there has not been a formal request from Regulators, at the last AMM some Members did point out that there is room to reduce the PCAF. He further noted that, in his opinion, the \$8 PCAF is conservative and shows a tremendous amount of good will to the Regulators, while still leaving a healthy level of unrestricted reserves for the new Strategic Plan and the next one. P. Mann, Engineers Nova Scotia CEO, shared that for a small Regulator, this reduced PCAF is significant enough to impact their ability to do other work or projects. He repeated that additional spending by Engineering Canada does not always align with what Regulators want and cautioned against this approach.
- It was noted that the long timelines make the current exercise very challenging, where the present PCAF recommendation would only take effect in 2024. The Board was reminded that this was the timeline requested by Regulators, and is enshrined in section 7 of the Bylaw.
- PEO President C. Bellini shared that, in the next year, PEO hopes to be in a position to provide a more definitive and predictable response to whether it will accept the funds generated in Ontario by the TD affinity program.

2021-12-3D

Moved and seconded

THAT the Board, on recommendation of the Finance, Audit, and Risk Committee, recommend to the Members that the 2024 Per Capita Assessment Fee be reduced to \$8 per registrant.

Carried with two-thirds majority

Regarding the budget, the following discussion was captured:

- The Board was advised that the CEO assumes a 2% increase in operating expenses year-over-year and that the FAR Committee is considering developing a budget envelope instead, which would represent a substantial change for the organization.
- A point was made that two-thirds of Engineers Canada's revenue comes from affinity programs, and that this is a risk for the Board. G. McDonald noted that long-term affinity agreements are used to mitigate this risk, and that over the 30+ years of funding from affinity programs, revenues have consistently increased. This funding source is therefore not viewed as a risk, but is a matter of preference regarding how the Board wishes to fund the organization. In the past, affinity programs have been seen as a way to provide services without unduly burdening the Regulators.

- It was clarified that the marketing budget for the National Programs portfolio is a flow-through that is provided back to TD as part of the Engineers Canada-TD agreement, which was triggered by the departure of APEGA from the Home and Auto Insurance Program. This amount is required, as per the agreement and cannot be adjusted.

Motion 2021-12-4D

Moved and seconded

THAT the Board, on recommendation of the Finance, Audit, and Risk Committee, approve the 2022 budget including an operational budget of \$11.5M.

Carried with two-thirds majority

4.2 Board policy updates

M. Wrinch provided an overview of the Governance Committee's recommendations on the revised Board policies. No questions were received.

Motion 2021-12-5D

Moved and seconded

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

- **4.1, Board responsibilities**
- **4.5, CEO Group Advisor to the Board**
- **4.10, Standing agenda items**
- **6.2, Board, committee, and task force chair assessment**
- **7.3, Board relationship with the EDC**
- **7.8, Rules of order**
- **7.10, Whistleblower policy and procedure**
- **9.1, Accreditation criteria and procedures report**

Carried with two-thirds majority

4.3 Collaboration Task Force

M. Wrinch provided an overview of the need for this new task force, which is related to the upcoming strategic priority to *Strengthen collaboration and harmonization*. The following discussion was captured:

- The rationale for the composition of the task force was questioned, noting specifically that under the terms of reference, it would be possible that only one Director from a large Regulator would be present on the task force. S. Price noted the role of Regulators in this work, stating that direction is not being set by the task force, but that all Regulators will be consulted to determine whether or not a national statement of collaboration should be developed.
- It was suggested that the terms of reference should be amended to include more Directors from the larger Regulators. A point was also made that having a task force of only four (4) members for such an important issue is a constraint, and that the number of members should be increased.

Motion 2021-12-6D

Moved and seconded

That Board policy 6.14, Collaboration Task Force Terms of Reference, be amended by removing section 6.14.3 in its entirety.

Defeated

- The Board was reminded that the HR Committee will recommend the task force composition, which is then subject to approval by the Board. The Board would therefore still have control over the final task force membership under the proposed terms of reference.
- E. Spence noted that since the HR Committee will not appoint members until May, that the motion to approve policy 6.14 could be deferred, with the Governance Committee directed to review the policy and bring it back to the Board.

Motion 2021-12-7D

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.

Defeated

ACTION: The Governance Committee shall revise Board policy 6.14, *Collaboration Task Force Terms of Reference*, taking into consideration the Board’s concerns, and bring the policy back for approval at a later meeting.

4.4 Board Consultation Plan

K. Baig presented the pre-circulated Board consultation plan noting that as per policy, the Board must annually approve this plan. She noted that there are fewer consultations than in previous years, and pointed Directors to the list for more information. The following discussion was captured:

- Several opinions were expressed that the number of planned consultations with the Regulators are too high, and that the policy directing this practice should be re-considered due to its impact on Regulator workload. It was noted that the consultation plan provides opportunities for Regulators to participate in the consultations but does not represent requirements for them. G. McDonald stated that the Board has agreed to all the work through previous approvals of the AB and QB work plans and the strategic priorities and noted that removing consultations means deferring work. He further reminded the Board that the previous governance review had clearly indicated that the visibility of Engineers Canada’s work and the opportunity to influence it were important issues for Regulators. The present consultation process was designed to resolve and address the Regulators’ concerns around lack of transparency.
- All Board briefing notes indicate the Regulators who have responded to the consultations, so that the Directors always have line of sight into which Regulators have provided feedback.

Motion 2021-12-8D

Moved and seconded

THAT the Board approve the 2022 Board Consultation plan.

Carried

4.5 Chair assessment

J. Boudreau presented the pre-circulated Chair assessment, noting changes from last year’s survey and improvements that have been made. No questions were received.

Motion 2021-12-9D

Moved and seconded

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

Carried

4.6 In-person meeting guidelines and vaccination policy (temporary measures)

M. Wrinch presented the new policy and guideline, which was included in the agenda materials, noting that these policies would be in place until such point as the Board decides to rescind them. The intent is to provide for the safety of the Board and staff and to assist in planning large meetings.

There was a lengthy discussion on the guideline, with certain Board members expressing concern with the proposed requirement for a two-thirds majority to determine whether to hold an in-person meeting. It was felt by some that this threshold is too high and disadvantages those members who are willing to meet in-person. An amendment to the guideline was proposed, to change the requirement of a two-thirds majority to a simple majority.

2021-12-10D

Moved and seconded

THAT section G-1.3(1)(c) of Guideline 1, In-person meetings during COVID, be amended as follows:

In order to proceed to schedule an in-person meeting, the Board and Board committees shall obtain a commitment of in-person attendance by a simple majority at least ~~two-thirds or more of Board or Board committee members~~. If the simple majority ~~two-thirds~~ threshold is not met, the meeting shall proceed virtually.

Defeated

It was confirmed that, if the two-thirds threshold for meeting in-person were to be met, the one-third who are not able to meet in-person would still be able to participate in the meetings virtually.

Motion 2021-13-11D

Moved and seconded

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

- a) Board policy 7.13, Vaccination for in-person meetings***
- b) Guideline 1, In-person meetings during COVID***

Carried with two-thirds majority

5. Reports

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

5.1 CEAB

P. Lafleur provided the update on behalf of the CEAB. He noted that the CEAB is aware of the issue related to workload of consultations and it makes sure to spread out the work throughout the year.

A question was raised as to whether the CEAB has noticed a difference in the number of issues raised on in-person visits as compared to virtual ones. P. Lafleur replied that the real difference is in the review of labs; in virtual visits, the CEAB is viewing them with no students present as opposed to visiting labs in progress during in-person visits. In addition, he noted that the relationships between visiting team members have been impacted.

5.2 CEQB

F. George provided the update on behalf of the CEQB. He also touched on the additional work that can be commenced in 2022, given the Board's approval of the additional QB resources.

5.3 FAR Committee

N. Hill provided the update on behalf of the FAR Committee. It was noted again that, at the FAR Committee's next meeting, there would be a discussion regarding a new process to set a budget envelope each year for the CEO. This new process will be brought to the Board for approval prior to implementation. No questions were received.

5.4 Governance Committee

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

E. Spence also provided an update on the staff's selection and implementation of a new Board management software tool. The following discussion was captured:

- The proposal that meeting materials would be moved off the public website two weeks after each Board meeting was questioned, with E. Spence responding that there is a desire to maintain only current information on the public microsite. Much of the posted meeting materials become stale or outdated shortly after any given meeting, and all past meeting materials would still be available to Engineers Canada's key stakeholders on the Members-only site. It was suggested that the information might, whether up-to-date or not, still be of interest to the public and should be maintained on the microsite, for the sake of transparency.
- A concern was raised that the new Board management software tool has an English-only interface, particularly given that Engineers Canada is a bilingual organization. E. Spence explained that Engineers Canada would continue to make all Board meeting materials and communications within the portal bilingual, and advised that, despite the unilingual default interface, Francophone users of the tool have responded positively.

5.5 HR Committee

J. Boudreau provided the update on behalf of the Human Resources Committee. No questions were received.

5.6 Board's 30 by 30 Champion

K. Reid provided the update. The following discussion was captured:

- J. Southwood shared that Engineers Canada led a panel on accessibility at the Canadian Federation of Engineering Students (CFES) Conference on Diversity in Engineering, in response to an invitation from the CFES. In the coming year, Engineers Canada plans to present EDI training to the Board on the issue of accessibility and disability.
- It was confirmed that the proposed new online EDI training for engineers would be available to all engineers through Engineers Geoscientists BC's website. J. Southwood stated that the online training was being tested this week, with the intent that it would be released in early 2022. Whether the training would be free had not yet been established, and J. Southwood committed to confirming.

ACTION: J. Southwood to verify the cost of the online EDI training for engineers.

6. Next meetings

The Board discussed the February 25, 2022 meeting and its delivery format, with Directors sharing their perspectives around meeting in-person on the meeting date. After a show of hands revealing that less than 2/3 of Directors preferred to meet in-person, it was agreed that the next meeting would take place virtually.

The next meetings are scheduled as follows:

- February 25, 2022 (virtual)
- April 6, 2022 (virtual)
- May 27-28, 2022 (Toronto, ON)
- June 20-21, 2022 (Mont-Tremblant, QC)
- October 6, 2022 (Ottawa, ON)
- December 12, 2022 (virtual)

7. In-camera sessions

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

Motion 2021-13-12D

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, the Engineers Canada CEO, the chairs of the CEAB and CEQB, the CEO Group Advisor to the Board, and the Secretary.

Carried

7.2 Board Directors and CEO

Motion 2021-13-13D

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 the Engineers Canada CEO.

Carried

7.3 Board Directors only

Motion 2021-13-14D

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 terminated at 4:53pm ET.

Minutes prepared by S. Price for:

Danny Chui P.Eng., FEC, President

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