

MINUTES OF THE 220th ENGINEERS CANADA BOARD MEETING

May 26, 2023, 8:30am-4:30pm (AT)

Hybrid meeting: Halifax Marriott Harbourfront, Halifax NS | Zoom

The following Directors were in attendance:	
K. Baig, President (Chair), Québec N. Hill, President-Elect, Ontario D. Chui, Past President, Ontario A. Arenja, Ontario N. Avila, Alberta E. Barber, Saskatchewan A. Baril, Quebec C. Bellini, Ontario M. Belletête, Quebec G. Connolly, Prince Edward Island C. Cumming, Nova Scotia	A. English, British Columbia S. Jha, Northwest Territories and Nunavut T. Joseph, Alberta M. Rose, New Brunswick D. Nedohin-Macek, Manitoba D. Spracklin-Reid, Newfoundland and Labrador M. Sterling, Ontario N. Turgeon, Quebec J. Van der Put, Alberta M. Wrinch, British Columbia
The following Directors sent regrets:	
A. Anderson, Engineers Yukon	V. Benz, Alberta
The following CEO Group Advisor was in attendance:	
L. Daborn, Chair	
The following Direct Reports to the Board were in attendance:	
M. Hodges, Chair, CEQB P. Klink, Chair, CEAB	G. McDonald, CEO L. Go, General Counsel and Corporate Secretary
The following observers were in attendance:	
D. Abrahams, Staff, PEO M. Adams, President, Engineers and Geoscientists BC C. Betancourt Lee, VP Advocacy, CFES (Virtual) C. Borg, Affinity provider F. Collins, CEQB Vice chair, NB N. Colucci, President, PEO (Virtual) P. Cyrus, CEAB Vice chair, NS K. Deluzio, Past-Chair, EDC (Virtual) L. Doig, Past-President, APEGA M. Fewer, CEO, NL M. Gregoire, CEO, MB S. Grant, TD Insurance S. Holko, OSPE president S. Holmes, Executive Director & Registrar, APEGS H. Kennedy, Incoming Director, Alberta (Virtual) K. King, Executive Director, Engineers Yukon T. Kirkby, Incoming Director, Ontario S. Kresta, Chair, EDC	D. Lamont, President, CFES (Virtual) J. Landrigan, Executive Director & Registrar, Engineers PEI (Virtual) S. President, OIQ and Incoming Director P. Mann, CEO, Engineers Nova Scotia V. McCormick, Executive Director and Registrar, NAPEG J. Nagendran, Registrar & CEO, APEGA (Virtual) S. Perruzza, CEO, OSPE G. Pickard, Affinity provider M. Perry, Vice President, PEI M. Plante, President, APEGA K. Ryan, Manulife J. Samaras, Director, Manulife N. Serraglio, Canada Life M. Sherren, President, PEI (Virtual) G. Vogelsang, President, SK A. Waldie, CEO, Geoscientists Canada H. Yang, CEO & Registrar, Engineers & Geoscientists BC
The following staff were in attendance:	
J. Bard Miller, Manager, Governance and Board Services T. Boucher, Manager, Member Services R. Melsom, Manager, CEQB D. Menard, Director, Finance J. Chou, Governance Coordinator M. Ouellette, Manager, Strategic and Operational Planning (Virtual)	S. Price, Executive Vice President, Regulatory Affairs C. Roy, Associate, Member Services J. Southwood, VP, Corporate Affairs & Strategic Partnerships J. Taylor, Manager, Public Affairs and Government Relations H. Theelen, Director, Strategic Planning & Organizational Excellence (Virtual) M. Warken, Manager, CEAB

1. Opening

1.1 Call to order and approval of agenda

K. Baig, President, Engineers Canada called the meeting to order at 8:32am AT. Participants were welcomed and the land was acknowledged.

Motion 2023-05-1D

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.

K. Baig shared a diversity moment focused on Diversity Targets.

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 was pre-circulated.

2. Executive reports

2.1 President's report

K. Baig updated the Board on her Engineers Canada-related activities since the previous Board meeting, which included:

- Presentations at three conferences;
- Weekly touch-base meetings with G. McDonald, CEO, Engineers Canada; and
- Video messages for various regulator annual meetings of members.

2.2 CEO update

G. McDonald updated the Board on operational activities since the past Board meeting, as circulated in his weekly email update to stakeholders. He also shared the pre-circulated triennial employee engagements survey results, which were discussed by the HR Committee at its meeting on March 30, 2023.

- Board members sought further information about the Association of Professional Engineers and Geoscientists of Alberta's (APEGA) discussions with the Alberta government about the unlicensed use of the restricted title "software engineer". J. Nagendran, Registrar & CEO, APEGA, conveyed risks associated with unregulated use of the title and the software companies' complaints that restrictions impede recruitment and competition. Currently, no action is requested of Engineers Canada or its Board.
- The Board acknowledged the impact of Professional Engineers Ontario's (PEO) recent decision to sign on as an affinity partner to the TD Home and Auto Insurance Program will have on Engineers Canada's reserves in the coming years. As part of its forthcoming work plan, the Finance, Audit and

Risk (FAR) Committee will provide oversight of the budgeting process, on behalf of the Board, to ensure that future expenses are reduced to align with forecasted revenues that no longer include PEO's portion of the affinity funds.

- The overall positive results of the engagement survey were recognized. It was noted that senior management aims to learn more about employee work-life balance and improve, where possible.

2.3 2022-2024 Strategic Plan report

G. McDonald presented the Q1 interim strategic performance report that had been pre-circulated to the Board. The following points were made in the Board's discussion:

- Papers and position statements that contribute to SP1.3, Support the regulation of emerging areas, will be identified through various sources, for example, the discipline and enforcement officials. The Canadian Engineering Qualifications Board has included in their work plan development of a new Engineers Canada Paper on the regulation of emerging disciplines.
- Consideration should be given to going beyond 30 by 30 targets in the next strategic plan and highlighting the importance of equity, diversity, inclusion, and accessibility.
- Results of the "Building Tomorrows" campaign will be shared with the Board when available.
- The CEO Group has discussed PEO's decision to suspend its engineers-in-training (EIT) program.

S. Price, Executive Vice President, Regulatory Affairs, Engineers Canada, presented an update on the progress of the Futures of Engineering Accreditation since the Strategic Foresight Workshop in February 2023. Presentation slides were pre-circulated to the Board.

The Board reflected on the value of seeking industry contribution to the current visioning and planning process, and development and operationalization of the future system. It was also noted that accreditation should not be the only means to ensure a strong profession.

2.4 CEO Group report

L. Daborn, CEO Group Advisor to the Board, presented the pre-circulated slides updating the Board on the CEO Group's meeting held on May 25, 2023.

It was noted that the Corporation of Seven Wardens are working to make the Iron Ring ceremony more inclusive. They are currently reviewing submissions for new English and French poems that will be used in the *Ritual of the Calling of the Engineer*. In June they will meet to discuss the case for change. The CEO Group will be kept apprised of this work as it progresses.

2.5 Presidents Group report

M. Adams, President, Engineers and Geoscientists BC, presented the pre-circulated slides updating the Board on the Presidents Group meeting held on May 25, 2023. The following discussion was captured:

- The Board noted the request for an annual update from the Future of Engineering Accreditation Committee.
- It was noted that there is a trend to separate advocacy and regulation, and it is important for regulators to lead this change rather than respond to government requirements. This trend is likely to result in changes in terminology.

- It was suggested Engineers Canada consider using the term “good regulation”, which implies an end service to the public, as opposed to “self-regulation”, which may imply a focus on regulators.

3. Consent agenda

3.1 Approval of minutes

- a) THAT the minutes of the February 23, 2023 Board meeting be approved.
- b) THAT the minutes of the April 5, 2023 Board meeting be approved.

3.2 Update on the June 2022 board Workshop post-meeting action plan

3.3 Consultation report

3.4 List of partnership organizations

3.5 Update on the 50-30 Challenge

3.6 National Position Statements

- a) THAT the following new National Position Statement be approved:
 - Engineering a Sustainable Future: Role of Engineers in Helping Canada Achieve Net-Zero Emissions by 2050
 - Professional Practice in Biomedical Engineering
- b) THAT the following updated National Position Statement be approved:
 - Federal Regulations of Small Fishing Vessel Design

3.7 CEAB appointments

THAT the following CEAB appointments be approved for the period July 1, 2023 to June 30, 2026:

- Pierre Bourque, member-at-large (second term)
- Mrinal Mandal, representative for Alberta (second term)
- Julius Pataky, representative for British Columbia (third term)
- Tara Zrymiak, representative for Manitoba and Saskatchewan (third term)
- Jason Foster, member-at-large (new member)
- Michael Roach, member-at-large (new member)

3.8 CEQB appointments

THAT the following CEQB appointments be approved for the period July 1, 2023 to June 30, 2026:

- Anil Gupta, representative for Alberta (second term)
- Adam Wallace, representative for Northern region (new member)
- Farzad Rayengani, representative for Ontario (new member)
- Carol MacQuarrie, member-at-large (new member)

Motion 2023-05-2D

Moved and seconded

THAT the consent agenda motions (3.1 to 3.8) be approved in one motion.

Carried

4. Board business/required decisions

4.1 Corporate Risk Profile

A. Arenja, Chair of the Finance, Audit, and Risk (FAR) Committee presented the Corporate Risk Profile which had been pre-circulated to the Board for information. A. Arenja informed the Board that the

2022-2023 FAR Committee had recommended that the risk register would be reviewed on an annual rather than quarterly basis.

- Board members recognized that few changes are made to the risk registers on a quarterly basis and therefore the quarterly review schedule is of limited value. Board members also recognized their duties as fiduciaries to monitor emerging risks to the organization beyond what may be captured in the risk register. The FAR Committee's 2023-2024 work plan will include an annual, rather than quarterly, review of the risk register. The Governance Committee will be asked to update the FAR Committee's terms of reference to reflect that the FAR Committee will review Board risks on an annual basis.
- It was noted that at the time of the FAR Committee's review of the risk register on March 10, 2023, it was uncertain whether PEO would avail itself of the affinity funds. This possibility has since become a certainty which may impact the Board risk Reduced long term financial viability.
- It was noted that the percentage of newly licensed engineers identifying as female has dropped since 2020. However, the overall number of engineers identifying as female has increased.

4.2 CEQB products

M. A., Hodges, CEQB Chair, presented for Board approval three CEQB products that had been pre-circulated to the Board.

- a) New Guideline for engineers and engineering firms on Indigenous consultation and engagement (public distribution)
- The Board recognized not only the value of the new guideline but also the gathering approach used in its preparation.
 - It was confirmed that the guideline will be reviewed by the CEQB at least every six years.
 - The Board suggested that given the guideline's importance it be widely distributed through a media release that emphasizes how the application of the guidelines may improve engineering outcomes and collective healing.

Motion 2023-05-3D

Moved and seconded

THAT the Board, on recommendation of the CEQB, approve the new Guideline for engineers and engineering firms on Indigenous consultation and engagement (public distribution).

Carried

- b) Feasibility study on alternative methods of academic assessment for non-CEAB applicants (members-only distribution)
- The Board noted the feasibility study's potential contribution to Strategic priority 1.2, Strengthen collaboration and harmonization.
 - Management, the CEAB Chair and the Chair of Engineering Deans Canada also noted the study's potential contribution to building the foundation for the future of accreditation as part of Strategic priority 1.1, Investigate and validate the purpose and scope of accreditation.

ACTION: Management will confirm with the Regulators plans to post the study to the members-only area of Engineers Canada's website, which collates materials for the Regulators' use, given that the study had already been made public through its inclusion in the Board's agenda book.

Motion 2023-05-4D

Moved and seconded

THAT the Board, on recommendation of the CEQB, approve the Feasibility study on alternative methods of academic assessment for non-CEAB applicants (members-only distribution).

Carried

c) Revised Guideline on good character (public distribution)

- It was noted that the Guideline on good character was last revised in 2013. The document defines good character in broad terms and provides specific reasons for investigating an individual's character in the appendices.
- Board members spoke of the value the document provides to regulators in setting expectations and making decisions regarding good character, which is a requirement for licensure.

Motion 2023-05-5D

Moved and seconded

THAT the Board, on recommendation of the CEQB, approve the revised guideline on good character (public distribution).

Carried

4.3 Observers at Board meetings

A. English, Governance Committee Chair, presented to the Board the outcome of the Governance Committee's deliberations regarding observers attending Engineers Canada Board meetings. The issue had been raised at the Board strategic workshop in June 2022 and discussed by the Board in camera at its meeting in February 2023. The Governance Committee recommended that an external governance expert be engaged to advise the Board on this matter. It is set out in the Engineers Canada Bylaw that Board meetings be open to observers, and any changes to the bylaw would require approval by the members.

In its discussion of engaging an external consultant to advise on the matter within the next year, the Governance Committee was commended for seeking an option to address the matter quickly. However, Board members largely spoke against engaging a consultant for a single governance issue given the forthcoming proposal to incorporate a fulsome governance review as part of the 2025-2029 Strategic Plan.

Motion 2023-05-6D

Moved and seconded

THAT the Board, on recommendation of the Governance Committee approve engaging an external governance expert to advise on the roles of observers and their participation and attendance at Board meetings. This review should be conducted within one year.

Defeated

Directors discussed whether the issue of observers at meetings should be included in a larger governance review that is being considered as part of the 2025-2029 Strategic Plan. While it was noted that it may be too prescriptive to single out a specific issue for review should the review be confirmed, the Board was overall in favour of the proposed approach.

Motion 2023-05-7D

Moved and seconded

THAT the Board, on recommendation of the Governance Committee, approve that the Board will include a review of the roles of observers and their participation and attendance at Board meetings as part of a larger governance review to be conducted as part of the 2025-29 Strategic Plan.

Carried with two-thirds majority

4.4 Board policy updates

On behalf of the Governance Committee, A. English presented for the Board's consideration revisions to seven (7) Board policies. The proposed revisions with accompanying rationales were pre-circulated to the Board.

A. English noted the minimal changes proposed to Board policy 1.2, *Guiding principles*, and highlighted the recommendation that the policy be reviewed once every three (3) years going forward.

Motion 2023-05-8D

Moved and seconded

THAT the Board, on recommendation of the Governance Committee, approve revised Board policy 1.2, Guiding principles.

Carried with two-thirds majority

A. English reminded the Board that a concern was raised at a previous Board meeting that Board policy 4.3, *Code of conduct*, did not include a section on appeals. Upon review of the policy, the Governance Committee proposed minor revisions to the policy to strengthen the existing process laid out in section 4.3.4(5).

It was confirmed that the policy allows for a complainant to appeal the review process in general as well as the outcome of an investigation.

Motion 2023-05-9D

Moved and seconded

THAT the Board, on recommendation of the Governance Committee, approve revised Board policy 4.3, Code of conduct.

Carried with two-thirds majority

A. English presented proposed changes to Board policies 4.9, *Role of the Presidents (President-Elect, President, and Past President)* and 6.13, *President-Elect nomination and election process*, that would result in the extension of the President-Elect and President's respective terms from one year to two. The discussion ensued and it was noted that fewer Board members may be interested in the roles due to the extended time commitment. It was also suggested that these term lengths be considered as part of the governance review being proposed for the 2025-2029 strategic plan.

Motion 2023-05-10D

Moved and seconded

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

4.9 Role of the Presidents (President-Elect, President, and Past President); and 6.13 President-Elect nomination and election process.

Defeated

A. English presented proposed changes to Board policy 6.9, *Canadian Engineering Accreditation Board terms of reference*, that would enable CEAB members to serve three terms of three years.

- Board members suggested that the additional term proposed requested by the CEAB may better support volunteer engagement and retention of “corporate” memory.
- It was suggested that in lieu of the proposed policy change, term limits be considered as part of the governance review being proposed for the 2025-2029 strategic plan, the Board supported the CEAB’s request.

Motion 2023-05-11D

Moved and seconded

THAT the Board, on recommendation of the Governance Committee, approve revised Board policy 6.9, Canadian Engineering Accreditation Board terms of reference.

Carried with two-thirds majority

A. English presented the Governance Committee’s recommendation that Board policy 6.10, *Canadian Engineering Qualifications Board terms of reference*, be revised to extend the CEQB’s Vice-Chair, Chair and Past Chair’s term limits from one (1) to two (2) years each, for a total of six (6) years, as requested by the CEQB.

- Board members supported the policy revision, noting the need for continuity in leadership given the time required for the CEQB to develop complex policies.
- It was further suggested that the proposed change in term limits be considered as a short-term solution that may be further considered as part of the governance review being proposed for the 2025-2029 strategic plan.

Motion 2023-05-12D

Moved and seconded

THAT the Board, on recommendation of the Governance Committee, approve revised Board policy 6.10, Canadian Engineering Qualifications Board terms of reference.

Carried with two-thirds majority

A. English presented the proposed changes to Board policy 7.1, *Board, committee, and other volunteer expenses*. She noted that editorial revisions had been made for greater clarity and highlighted a change that would allow for volunteers who have flights of four hours or more to fly business class.

- The FAR Committee Chair confirmed that the committee had reviewed the financial impact of allowing for business class flights, which would cost an estimated \$200-300K per year, prior to Professional Engineers Ontario’s (PEO) decision to avail itself of approximately \$2 million in affinity program funds that had previously gone to Engineers Canada’s unrestricted reserves.

- It was suggested that additional costs would support volunteer engagement and that flexible flights may provide alternative cost savings elsewhere such as hotel fees.
- Moreover, it was suggested that the change in policy be an interim solution and that other options which provide flexibility at a lower cost be considered.

Motion 2023-05-13D

Moved and seconded

THAT the Board, on recommendation of the Governance Committee, approve revised Board policy 7.1, board, committee, and other volunteer expenses.

Carried with two-thirds majority

4.5 Board self-assessment report

M. Wrinch, HR Committee Chair, presented the pre-circulated 2023 Board self-assessment survey results summary report to the Board for information. Overall, the survey results were positive. The Board will have the opportunity at the Board workshop in June to discuss the results with the consultant who conducted the survey.

5. Reports

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

5.1 CEAB

P. Klink provided the update on behalf of the CEAB.

- The Board was reminded that the CEAB had been asked to pause policy review while work continued on Strategic priority 1.1, Investigate and validate the purpose and scope of accreditation. The intent of the pause is to ensure that effort is not put into policies that may cease to be relevant at the completion of the strategic priority.
- In the coming months the CEAB will consider ways to support programs that have been impacted by Professional Engineers Ontario's decision to suspend its Engineering Intern Program.
- The two issues identified by EDC that are outside of the CEAB's current scope of authority, Increased scope of accreditation, and an Independent review of the engineering professional accreditation system in Canada, will be addressed through Strategic priority 1.1 and the Washington Accord, respectively.

ACTION: Staff will ensure that all Board meeting materials, including report slides, are made available through the Board's portal in advance of the meeting.

5.2 CEQB

M. Hodges provided an update on behalf of the CEQB.

5.3 FAR Committee

A. Arenja provided the update on behalf of the FAR Committee, noting that the 2022-2023 work plan is complete.

5.4 Governance Committee

A. English provided the update on behalf of the Governance Committee, noting that the 2022-2023 work plan is complete.

5.5 HR Committee

M. Wrinch provided the update on behalf of the HR Committee, noting that the 2022-2023 work plan is complete.

5.6 Strategic Planning Task Force

N. Hill, President-Elect and Strategic Planning Task Force Chair, provided an update on the task force's forthcoming meeting on June 6, 2023, and the Board's strategic workshop on June 20, 2023.

5.7 Collaboration Task Force

C. Bellini, Collaboration Task Force Chair, provided an update on the Collaboration Task Force's work.

5.8 Board's 30 by 30 Champion

T. Joseph provided the update on behalf of the 30 by 30 network. In addition to presenting the pre-circulated slides, he remarked on the success of the 30 by 30 Conference held on Wednesday, May 24, and its lead-up events.

Board members were reminded that the *4 Seasons of Reconciliation* is available online for Board members and Registrants (through the Regulators) to learn more about the history and culture of Indigenous communities in Canada, the history of residential schools, and treaties around the country.

6. Annual updates from stakeholders

Representatives from EDC and CFES were invited to provide updates, with supporting slide presentations made available on the Engineers Canada website.

6.1 Engineering Deans Canada (EDC)

S. Kresta, Chair of EDC, provided the update on behalf of EDC.

6.2 Canadian Federation of Engineering Students (CFES)

D. Lamont, President, and C. Betancourt Lee, VP Advocacy, provided an update on behalf of CFES. Supporting slides were pre-circulated to the Board. In the discussion, the Board learned further details about CFES's Conference on Sustainability in Engineering.

7. Acclamation and appointments

7.1 Acclamation of the President-Elect

D. Chui provided an update on the process leading to acclamation of M. Wrinch as the 2023-2024 President-Elect and extended his congratulations to the new President-Elect.

7.2 Appointment of the 2023-2024 HR Committee

M. Wrinch presented the HR Committee's recommendation to the Board for appointees to the 2023-2024 HR Committee, in addition to the President, Past President and President-Elect. It was noted that the Past President normally serves as HR Committee chair. However, the committee has the discretion to select another member as chair at its first meeting.

Motion 2023-05-14D

Moved and seconded

THAT the Board, on recommendation of the HR Committee, appoint the following Directors to the 2023-2024 HR Committee:

a) Arjan Arenja

b) Ann English

c) Stormy Holmes, CEO Group Advisor, Nominated by CEO Group

Carried

8. Next meetings

The next Board meetings are scheduled as follows:

- June 19, 2023 (Niagara-on-the-Lake, ON)
- October 5, 2023 (Ottawa, ON)
- December 4, 2023 (virtual)
- March 1, 2024 (Ottawa, ON)
- April 3, 2024 (Virtual)
- May 24, 2024 (Winnipeg, MB)

The upcoming 2023-2024 committee and task force meetings are scheduled as follows:

- HR Committee (2023-2024): May 27, 2023 (Halifax, NS)
- All 2023-2024 committees and task forces: June 19, 2023 (Niagara-on-the-Lake, ON)
- Strategic Planning Task Force: August 23, 2023 (virtual)
- Strategic Planning Task Force: October 5, 2023 (Hybrid - Ottawa, ON / virtual)
- Strategic Planning Task Force: December 5, 2023 (virtual)

9. In-camera sessions

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

Motion 2023-05-15D

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 Manager, Governance and Board Services, the Director, Finance, and the Manager, Member Services.

Carried

9.2 Board Directors and CEO

Motion 2023-05-16D

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

9.3 Board Directors only

Motion 2023-05-17D

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

10. Closing

With no further business to address, the meeting terminated at 5:03pm AT.

Minutes prepared by J. Bard Miller for:

Kathy Baig, MBA, FIC, ing., DHC, President Light Go, General Counsel and Corporate Secretary