

MINUTES OF THE 224th ENGINEERS CANADA BOARD MEETING

March 1, 2024, 08:30am-4:30pm (ET)

Hybrid meeting: Chateau Laurier, Ottawa, ON | Zoom

The following Directors were in attendance:	
N. Hill, President (Chair), PEO M. Winch, President-Elect, Engineers & Geoscientists BC K. Baig, Past President, OIQ (Virtual) A. Anderson, Engineers Yukon (Virtual) A. Arenja, PEO N. Avila, APEGA E. Barber, APEGS C. Bellini, PEO G. Connolly, Engineers PEI C. Cumming, Engineers Nova Scotia A. English, Engineers & Geoscientists BC (Virtual) S. Jha, NAPEG	T. Joseph, APEGA H. Kennedy, APEGA (Virtual) T. Kirkby, PEO S. Larivière-Mantha, OIQ M. Mekomba, OIQ (Virtual) D. Nedohin-Macek, Engineers Geoscientists MB M. Rose, APEGNB D. Spracklin-Reid, PEGNL (Virtual) M. Sterling, PEO N. Turgeon, OIQ J. Van der Put, APEGA
The following Directors sent regrets:	
The following CEO Group Advisor was in attendance:	
L. Daborn, Chair, CEO Group	
The following Direct Reports to the Board were in attendance:	
F. Collins, Chair, CEQB (Virtual) P. Cyrus, Chair, CEAB (Virtual)	G. McDonald, CEO L. Go, General Counsel and Corporate Secretary
The following observers were in attendance:	
Dan Abrahams, VP, PEO (Virtual) Gerry Antle, President, PEGNL (Virtual) Kathryn Atamanchuk, President, Engineers Geoscientists MB (Virtual) Adam Donaldson, President, Engineers Nova Scotia Mark Fewer, CEO, PEGNL (Virtual) Michael Gregoire, CEO, Engineers Geoscientists MB Stormy Holmes, APEGS, Executive Director & Registrar Kimberley King, Engineers Yukon, Executive Director Jim Landrigan, Engineers PEI, Executive Director / Registrar Catherine Betancourt Lee, VP, CFES (Virtual) Michelle Mahovich, President, EGBC	Pal Mann, CEO, Engineers Nova Scotia Jay Nagendran, CEO, APEGA Marianne LeBlanc, president, Engineers PEI Jeff Pieper, Vice Chair, CEAB (Virtual) Manon Plante, APEGA, President Jennifer Quaglietta, CEO, PEO Tracey Stock, Incoming President, APEGA (Virtual) Adam Wallace, Engineers Yukon, Vice President Mary Wells, Chair, EDC (Virtual) Heidi Yang, CEO, Engineers & Geoscientists BC (Virtual)
The following staff were in attendance:	
Joan Bard Miller, Manager, Governance, Board Services Juliet Chou, Governance Coordinator Nathan Durham, Manager, Public Affairs Megan Falle, Manager, Regulatory Liaison (Virtual) Elise Guest, Assistant Manager, Accreditation (Virtual) Trina Hubley, VP, Regulatory Affairs Ryan Melsom, Secretary, CEQB Derek Menard, Director, Finance Melanie Ouellette, Manager, Strategic and Operational Planning (Virtual) Nicole Proulx, Director, Human Resources	Michaela Ryan, Executive Assistant Julie Sendrowicz, Planning, Event, and Change Practitioner Kyle Smith, Manager, Regulatory Research and International Mobility (Virtual) Jeanette Southwood, VP, Corporate Affairs & Strategic Partnerships Heidi Theelen, Director, Strategic Planning and Organizational Excellence Mya Warken, Secretary, CEAB

1. Opening

1.1 Call to order and approval of agenda

N. Hill, Engineers Canada President, called the meeting to order at 08:30 am ET. Participants were welcomed, the land was acknowledged, and Professional Engineers Day in Ontario was recognized.

Motion 2024-03-1D

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.

N. Hill shared a diversity moment, focussed on Black History Month in February.

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
- b) Board attendance list

The Board was satisfied with the action and attendance lists, as pre-circulated.

2. Executive reports

2.1 President's report

N. Hill updated the Board on her activities as the President of Engineers Canada since the previous Board meeting and shared a personal experience with regard to the importance of sharing pronouns with others. She also described how the generative discussion topic was selected for the Board meeting.

ACTION: The President will provide feedback to those Directors who suggested topics for the generative discussion.

2.2 CEO update

G. McDonald provided the Board with highlights of operational activities since the Board's December 4, 2023, meeting. Directors provided feedback on the "Pathway to ENGINEERING" portal which had been released during the past week as a "soft launch". Directors also sought further details on the agreement for Engineers Canada to provide support for Geoscientists Canada on a cost-recovery basis. It was clarified that the fees charged will be commensurate with the services provided and the order of magnitude is small. Moreover, staff answered clarifying questions with respect to the relationship with ChatterHigh.

2.3 CEO Group report

L. Daborn, CEO Group Advisor to the Board, updated the Board on the CEO Group's meeting held on February 29, 2024.

Through questions from the Board, it was clarified that support for the *National Statement of Collaboration* will be sought from the Regulators' respective governing bodies and not from the CEO Group as a whole. It was also suggested that at the Annual Meeting of Members (AMM) the Regulators would appreciate more rather than less information with regard to the Board's recommendation to increase per capita assessment fee in 2026.

2.4 Presidents Group report

M. Plante, President, APEGA, updated the Board on the President Group's meeting held on February 29, 2024. Clarifying questions about the presentation were asked and answered.

3. **Consent agenda**

3.1 Approval of minutes

THAT the minutes of the December 4, 2023 Board meeting be approved.

3.2 National Position Statements

THAT the following new National Position Statements be approved:

- a) Building a Safer Future and more Resilient Future: Engineers' Role Strengthening Canada's Building Codes
- b) Engineers' Contributions to Inclusive Design: Creating Accessible Environments

THAT the following updated National Position Statements be approved:

- a) Transforming Indigenous Peoples Access to Post-Secondary Engineering Education

Motion 2024-03-2D

Moved and seconded

THAT consent agenda item 3.1 to 3.2 be approved.

Carried

4. **Board business / required decisions**

4.1 Annual Strategic Performance Report

G. McDonald presented the Annual Strategic Performance Report that was pre-circulated to the Board. He noted that the version of the report presented to the Members for information at the AMM in May would be revised to reflect the following corrections:

- SP1.3, Support the regulation of emerging areas:
 - 2023 budget = \$12.5K
 - 2023 spending = \$28.6K
- SP3.1, Uphold our commitment to excellence:
 - 2023 budget = \$6.5k
 - 2023 spending = \$2.5k
 - Variance a result of lower than anticipated travel costs.

The Board suggested minor edits for Q4 reporting for SP2.1 and 2.2 to ensure consistency in reporting with other initiatives. Clarifying questions were answered by the CEO.

Motion 2024-03-3D

Moved and seconded

THAT the Board approve the 2023 Annual Strategic Performance Report, as amended, for circulation to the Members for information at the 2024 Annual Meeting of Members.

Carried

With a view to continuous improvement, it was suggested that the goals for the next strategic plan be specific, measurable, achievable, relevant, and time-bound (SMART).

4.2 2025-2029 Strategic Plan

N. Hill presented the draft 2025-2029 Strategic Plan, on behalf of the Strategic Planning task force. The Plan and accompanying briefing note outlining the Plan's development were pre-circulated to the Board. The Plan's development was overseen by the Strategic Planning task force and encompasses feedback gathered through consultations.

Clarifying questions were asked and answered. Directors noted the need to adapt the Plan from time-to-time over its five-year implementation period. Under the strategic direction, Realizing our role in sustainability, the Board agreed to an amendment to indicate that Engineers Canada will "explore becoming" carbon neutral.

Motion 2024-03-4D

Moved and seconded

THAT the Board, on recommendation of the Strategic Plan Task Force, recommend to the Members approval of the 2025-2029 Strategic Plan, as amended.

Carried with two-thirds majority

Reflecting on the Board's equity, diversity and inclusion (EDI) training the day prior, it was suggested that as part of the forthcoming governance review, consideration be given to updating Engineers Canada's core purposes, which were included on page 3 of the Strategic Plan.

4.3 Collaboration Task Force (CTF)

C. Bellini provided an update on CTF activities. In his report, he confirmed for the Board that feedback on the *National Statement of Collaboration* to date had been positive overall and the requests for revisions had been minor. Further feedback is expected from the Regulators prior to the Statement being presented to the Board for approval at the April Board meeting.

ACTION: That the current draft of the *National Statement of Collaboration* be circulated to the Board for information.

4.4 Governance Committee report

A. Anderson, Governance Committee Chair, provided an update on behalf of the Governance Committee.

4.5 Board policy updates

A. Anderson presented for approval policy revisions proposed by the Governance Committee, all of which had been pre-circulated to the Board.

A request was made to adjust the formatting in Board policy 4.8, *Board Competency Profile*, section 4.8.3.A. to clarify the intent of the last line in the section. Directors acknowledged the operational nature of Board policy 7.4, *Board relationship with other organizations*. However, Directors also noted risks associated with external partnerships and suggested that the policy remain in force until alternative guidelines may be established.

ACTION: That the Governance Committee consider a plan to establish guidelines for organizational partnerships that may replace Board policy 7.4, *Partnerships with other organizations*.

Motion 2024-03-5D

Moved and seconded

THAT the Board split the motion into two separate items: first to approve revised Board policies, and secondly to consider rescinding Board policy 7.4, *Partnerships with other organizations*.

Carried

Motion 2024-03-6D

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

i. 4.1, *Board responsibilities*

ii. 4.8, *Board competency profile*

iii. 4.9, *Role of the Presidents (President-Elect, President, and Past President)*

iv. 5.3, *Financial condition*

v.5.7, *Compensation and benefits*

vi.6.1, *Board committees and task forces*

vii.7.12, *Net assets*

Carried with two-thirds majority

Motion 2024-03-7D

THAT the Board, on recommendation of the Governance Committee rescind Board policy 7.4, *Board relationship with other organizations*

Defeated

Post-script: It was announced in the meeting that the motion had carried. On Monday, March 4, 2024, L. Go, General Counsel and Corporate Secretary emailed the Board to clarify that the motion to rescind Board policy 7.4 had been defeated. While the motion received approval by a simple majority, section 5.7 of the bylaw states that a 2/3 majority is required to rescind a Board policy.

4.6 HR Committee report

A. Arenja provided an update on behalf of the HR Committee.

Questions about President-Elect eligibility requirements were answered by the President. It was also noted that further details can be found in the call for nominations sent via email by staff on behalf of the Past President.

4.7 2024 CEO objectives

A. Arenja, HR Committee Chair, presented the CEO objectives that were discussed by the HR Committee at its meeting on September 7, 2023, and pre-circulated to the Board. At the request of a Director, the CEO provided further details on staff efforts in advocating to the federal government.

The 2024 CEO objectives were amended under Strategic priority 1.2: Strengthen collaboration and harmonization, to include an objective to define the process to develop a system to identify and select national regulatory harmonization initiatives.

Motion 2024-03-8D

Moved and seconded

THAT the Board, on recommendation of the HR Committee, approve the 2024 CEO objectives, as amended.

Carried.

ACTION: That as part of its 2024-2025 work plan, the HR Committee will consider for the new CEO stretch objectives linked with the Strategic Plan.

4.8 CEO Search Committee report

A. Arenja, CEO Search Committee Chair, provided an update on behalf of the CEO Search Committee. Further updates were provided in-camera.

4.9 FAR Committee report

D. Nedohin-Macek, Finance, Audit, and Risk (FAR) Committee Chair, provided an update on behalf of the FAR Committee.

4.10 CEAB

P. Cyrus provided an update on behalf of the CEAB. It was confirmed that stakeholders would have an opportunity to provide feedback on the new software system for accreditation, Tandem, through the Accountability in Accreditation Evaluation.

ACTION: The Chair of the CEAB to confirm with staff that an evaluation strategy has been developed for Tandem.

4.11 CEQB

F. Collins provided an update on behalf of the CEQB.

4.12 Board's 30 by 30 Champion

T. Joseph provided an update on behalf of the 30 by 30 network. Clarifying questions were asked and answered.

ACTION: Staff will re-circulate to the Board the registration details for the 2024 30 by 30 Conference, along with the 30 by 30 signature block that may be added to Directors' email signatures.

ACTION: Staff to update the links included in the pre-circulated slides.

5. Generative discussion

Upon the President's recommendation, the Board agreed to defer the generative discussion.

6. Next meetings

The next Board meetings are scheduled as follows:

- April 3, 2024 (virtual)
- May 24, 2024 (Winnipeg, MB)
- June 17, 2024 (Osoyoos, BC)

7. In-camera sessions

7.1 Board Directors and Direct Reports

Motion 2024-03-9D

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, and the Secretary.

Carried

7.2 Board Directors, CEO, Board Secretary and external counsel

Motion 2024-03-10D

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 Secretary, and external counsel.

Carried

ACTION: The President will provide an update to the CEO Group.

7.3 Board Directors and CEO

Motion 2024-03-11D

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

7.4 Board Directors only

Motion 2024-03-12D

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 HR Committee members.

Carried

8. Closing

With no further business to address, the meeting closed at 4:19pm ET.

Minutes prepared by J. Bard Miller, Manager, Governance, Board Services for:

Nancy Hill, B.A.Sc., LL.B., FCAE, FEC, P. Eng., President

Light Go, General Counsel and Corporate Secretary