

MINUTES OF THE 238th ENGINEERS CANADA BOARD MEETING

April 8, 2026, 11:00am-2:00pm (ET)

Virtual meeting: Zoom

The following Directors were in attendance:	
J. Van der Put, Chair D. Spracklin-Reid, President-Elect M. Wrinch, Past President A. Arenja E. Coles N. Colucci C. Chahine C. Dixon L. Doig	A. English T. Joseph S. Larivière-Mantha J. Martel A. Lockwood A. Mullick J. Paliwal M. Rose M. Sterling
The following Directors sent regrets:	
S. Jha T. Kirkby M. Mekomba	D. Pothier N. Turgeon
The following CEO Group Advisor was in attendance:	
P. Mann, Chair, CEO Group	
The following Direct Reports to the Board were in attendance:	
S. Inchasi, Chair, CEQB R. Gosine, Chair, CEAB	P. Rizcallah, CEO L. Go, General Counsel and Corporate Secretary
The following observers were in attendance:	
Christian Bellini, Chair, Governance Review Task Force Kathryn Cosgrove, Consultant, Cosgrove Lia Daborn, CEO, APEGNB Michael Gregoire, CEO, Engineers Geoscientists MB Stormy Holmes, Executive Director & Registrar, APEGS Mike Houvardas, President, Engineers Geoscientists MB Nicolas Kaminski, President-Elect, APEGS Jim Landrigan, Engineers PEI, Executive Director / Registrar Karen Ling, President, EGBC Roddy MacDonald, Consultant, Cosgrove	Vince McCormick, CEO, NAPEG Leila Notash, President-Elect, PEO Jennie Rand, President, Engineers Nova Scotia Bernard Roy, President, APEGNB Terri Steeves, President, APEGA Adam Wallace, President, Engineers Yukon Paul Wynnyk, CEO, APEGA Christopher Yip, Chair, EDC Heidi Yang, CEO, EGBC
The following staff were in attendance:	
Joan Bard Miller, Manager, Governance, Board Services Juliet Chou, Governance Coordinator Rosie Gauthier, Lead, Events and Strategic initiatives Trina Hubley, Vice-President, Regulatory Affairs	Derek Menard, CFO Jeanette Southwood, EVP, Corporate Affairs & Strategic Partnerships

1. Opening

1.1 Call to order and approval of agenda

J. Van der Put, President, Engineers Canada, called the meeting to order at 11:00 am ET, participants were welcomed, and the land was acknowledged.

Motion 2026-04-1D

Moved and seconded

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

Carried

1.2 Declaration of conflict of interest

No conflicts were declared. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

2. **Board business / required decisions**

2.1 2025 audited financial statements

M. Sterling, Chair, Finance, Audit, and Risk (FAR) Committee, presented the 2025 audited financial statements that were pre-circulated to the Board. All questions were addressed.

Motion 2026-04-2D

Moved and seconded

THAT the Board, on recommendation of the FAR Committee, approve the Engineers Canada financial statements for the year ending December 31, 2025, as audited by Raymond Chabot Grant Thornton, and be placed before the Members at the 2026 Annual Meeting of Members. Carried

2.2 Recommendations from the governance review

J. Van der Put invited C. Bellini, Chair, Governance Review Task Force, and Kathryn Cosgrove and Roddy Macdonald, Cosgrove & Co., to present the final report and recommendations coming out of the governance review. Opening remarks were supported by the *Governance Review and Consultation Final report*, a briefing note with proposed Board motions, and a presentation deck (Addendum 1). The floor was open for questions.

A fulsome discussion of select recommendations and next steps ensued and all questions were answered.

Motion 2026-04-3D

Moved and seconded

THAT the Board provide oversight of a scoping and planning phase related to the Governance Review and Consultation Final Report dated April 1, 2026, to inform future governance related decisions.

THAT the Board recommend to the Members at the 2026 annual meeting that they approve in principle a reduction in the size of Engineers Canada Board, based on a ‘one-Regulator, one-seat’ model; and that corresponding bylaw amendments be brought to a Special Meeting of Members for approval.

THAT the Board recommend to the Members at the 2026 annual meeting that they approve in principle the inclusion of independent Directors on Engineers Canada’s Board; and that corresponding bylaw amendments be brought to a Special Meeting of Members for approval.

THAT the Board convene the Members for a Special Meeting on October 8, 2026, to consider proposed governance-related bylaw amendments.

Carried

Post-script: Staff were asked at the meeting to follow up on a non-material question about the number of votes cast. Staff have confirmed that the number of votes cast were 16 with 1 opposed.

3. **Next meetings**

The next Board meetings are scheduled as follows:

- May 22, 2026 (Calgary, AB)
- June 15, 2026 (Port Rexton, NL)

4. In-camera sessions

4.1 Board Directors and Direct Reports

Motion 2026-04-4D

Moved and seconded

THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors, Engineers Canada CEO, the chairs of the CEAB and CEQB, the Secretary, and the CEO Group Advisor.

Carried

4.2 Board Directors and CEO

Motion 2026-04-5D

Moved and seconded

THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors, and the Engineers Canada CEO.

Carried

4.3 Board Directors only

Motion 2026-04-6D

Moved and seconded

THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors.

Carried

5. Closing

With no further business to address, the meeting closed at 1:42pm ET.

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

John Van der Put, FEC, FGC (Hon.), P.Eng., President

Light Go, General Counsel and Corporate Secretary