

MINUTES OF THE 205th ENGINEERS CANADA BOARD MEETING

December 7, 2020 10:00am-5:30pm (ET) via webinar

The following Directors were in attendance	
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 C. Lamothe, OIQ 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
The following Directors sent regrets	
The following CEO Group Advisor was in attendance	
K. King, Chair, CEO Group	
The following Direct Reports to the Board were in attendance	
B. Dony, Chair, CEAB M. Mahmoud, Chair, CEQB	G. McDonald, CEO E. Spence, Legal Counsel and Corporate Secretary
The following observers were in attendance	
J. Bradshaw, CEO & Registrar, PEGNL E. Coles, President, Engineers PEI C. Cumming, President, Engineers Nova Scotia L. Daborn, CEO, APEGNB C. Dixon, President, Engineers Yukon A. English, CEO & Registrar, Engineers & Geoscientists BC F. George, Vice-Chair, CEQB P. Lafleur, Vice-Chair, CEAB J. Landrigan, Executive Director & Registrar, Engineers PEI L. Mah, Past President, Engineers & Geoscientists BC	J. Mann, President, Engineers Geoscientists MB P. Mann, CEO Engineers Nova Scotia J. Nagendran, Registrar & CEO, APEGA J. Nicell, Chair, EDC B. Pearse, President-Elect, APEGA M. Rose, President, APEGNB L. Spence, President, Engineers & Geoscientists BC M. Stothart, Incoming President, APEGNB J. Van der Put, President, APEGA J. Zuccon, CEO & Registrar, PEO
The following staff were in attendance	
K. Bouffard, Manager, Outreach 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 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 2020-12-1D

Moved by C. Sadr, 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 how to avoid injuries when walking outside in winter conditions.

J. Boudreau also presented a diversity moment to bring awareness to the United Nations' International Day of People with Disabilities, which took place on December 3, as an opportunity to celebrate and learn from the experiences of people living with disability. Engineering work intersects with disability through the creation and building of spaces, infrastructures, tools and other solutions that must be accessible to all. Even though human rights legislation requires that companies and organizations accommodate employees or students living with disabilities, most of the world is inaccessible to many people living with disabilities. To honour this year's theme of 'Not all Disabilities are Visible' and to help eliminate unintended biases around invisible and visible disabilities in their projects and workplaces, meeting participants were challenged to consider the misconceptions, stigma, and stereotyping that students and professionals with disabilities face on a day-to-day basis. It was further noted that the primary barrier to inclusion and accessibility for students with disabilities in post-secondary institutions within STEM disciplines is attitudinal.

1.2 Declaration of conflict of interest

No conflicts were declared.

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, no questions were received.

2.2 CEO Update

G. McDonald noted the CEO Updates that are emailed weekly as the source for important news. No questions were received.

2.3 Q3 Interim Strategic Performance Report to the Board and updates from CEAB and CEQB

The Q3 report was pre-circulated.

It was clarified that the reported disruption on the SP4 Competency-Based Assessment project is due to COVID-19 and many Regulators not being able to dedicate the resources required for implementation. This disruption has been known since 2020-Q2, and it is expected that the project will be completed in 2021-Q1.

3. Consent agenda

3.1 Approval of minutes

THAT the minutes of the October 2, 2020 Board meeting be approved as presented.

3.2 CEQB document

THAT the Public Guideline on Risk Management be approved for publication on the Engineers Canada public website.

3.3 CEQB Leadership

THAT the Board approve the appointment of the Qualifications Board leadership for the period July 1, 2021 to June 30, 2022:

- a) Margaret Anne Hodges as Vice-Chair;
- b) Frank George as Chair; and,
- c) Mahmoud Mahmoud as Past-Chair.

3.4 CEAB Leadership

THAT the Board approve the appointment of the Accreditation Board leadership for the period July 1, 2021 to June 30, 2022:

- a) Paula Klink as Vice-Chair;
- b) Pierre Lafleur as Chair; and,
- c) Bob Dony as Past-Chair.

Motion 2020-12-2D

Moved by J. Card, seconded by J. Dunn

THAT the consent agenda items be approved.

Carried

4. Board business/required decisions

4.1 2021 budget and 2023 Per Capita Assessment fee

D. Gelowitz presented the pre-circulated Budget. Minor adjustments made since the October Board meeting have been reviewed by the Finance, Audit, and Risk Committee (FAR). Due to the current unknowns, including uncertainty resulting from COVID-19, PEO's participation in the affinity program, and capital required following the approval of the 2022-2024 strategic priorities, FAR recommends that the 2023 Per Capita Assessment fee remain at \$10.21. This fee is re-considered annually.

Motion 2020-12-3D

Moved by C. Bellini, seconded by D. Gelowitz

THAT the Board approve the 2021 Budget on recommendation of the FAR Committee including:

- a) The 2021 operational budget of \$11.0 million in revenue and \$12.3 million in expenses***
- b) The 2021 capital budget of \$59,500***

c) **The 2021 project budget of \$1,251,718 to be drawn from reserve funds for the:**

- **Accreditation Improvement Program;**
- **International Institutions and Degrees Database Improvement Project;**
- **Competency-Based Assessment Project;**
- **Space Program (IT infrastructure); and,**
- **National Membership Database Improvement Project.**

Carried

Motion 2020-12-4D

Moved by D. Gelowitz, seconded by S. Jha

THAT the Board recommend to the Members that the 2023 Per Capita Assessment fee remain at \$10.21 per licence holder, on recommendation of the FAR Committee.

Carried

4.2 CEAB 2021 work plan

B. Dony introduced the work plan and highlighted the minor additions made since the draft was presented to the Board in October. The following discussion was captured:

- In response to a question about how the CEAB is considering electronic course delivery, it was noted that a task force (which includes representatives from EDC and CEAB) is considering the COVID-19 impact on undergraduate education. Five (5) broad areas are being considered by the group, including the Accreditation Unit (AU) and how it measures contact time with professor and student. A report will be submitted for discussion at the CEAB meeting in February, with ongoing work on this topic scheduled through 2021. B. Dony also referenced the interpretive statement on distance learning, that indicates if the rigor of the online program is equivalent to face-to-face program, then it is considered equivalent in terms of AUs.
- It was suggested that the CEAB consider a more action-oriented approach to studying how measures taken by programs to respond to the pandemic are supported by the accreditation criteria, with recommendations provided on how the criteria can become more pro-active. B. Dony noted that the first phase is to study the current situation, with recommendations to follow.
- A discussion was had on how to handle questions raised by deans in different jurisdictions, and it was noted they should be directed back to the CEAB for response. The CEAB is in constant contact with EDC, ensuring they are aware of findings. Any recommended changes that result from the pandemic response study will require fulsome consultation with all stakeholders, including Regulators, HEIs, students, admissions officials, and others.
- B. Dony updated the Board on virtual visits. One hybrid visit has taken place to date, where much of the initial data collection was done prior to the pandemic. Lessons learned are being collected and will be compared against the guide to virtual visits. The Virtual Visit Task Force is meeting frequently to ensure the approach is appropriate for all parties involved; flexibility is being encouraged. The CEAB will be discussing how to move forward with the next round of visits in February.

Motion 2020-12-5D

Moved by J. Card, seconded by R. Trimble

THAT the Board approve the CEAB work plan.

Carried

4.3 CEQB 2021 work plan

M. Mahmoud introduced the work plan, originally presented as draft to the Board in October. No questions were received.

Motion 2020-12-6D

Moved by J. Holm, seconded by V. Benz

THAT the Board approve the CEQB work plan.

Carried

4.4 Governance effectiveness survey

N. Hill presented the approach and content for the survey, where stakeholders will be asked to evaluate the results of the Governance, Strategic Planning and Consultation (GSPC) Project. The Governance Committee was commended for streamlining evaluation efforts by incorporating elements of the Board self-assessment process.

Motion 2020-12-7D

Moved by M. Wrinch, seconded by K. Reid

THAT the Board approve a deviation from the Board self-assessment process, as is set out in Board policy 4.12, to incorporate key aspects of the assessment within the 2021 governance effectiveness survey, on recommendation of the Governance Committee.

Carried

Motion 2020-12-8D

Moved by N. Hill, seconded by C. Bellini

THAT the Board approve the content of the governance effectiveness survey, on recommendation of the Governance Committee.

Carried

4.5 Board Consultation Plan

D. Chui presented the Consultation Plan. The following discussion was captured:

- The consultation lists included in the agenda book are summaries only. Granular details for each Consultation will be included on Engineers Canada's comprehensive consultation website, including specific response timelines for each stakeholder group, and context on what problem is being fixed or what product is being improved. Regulator CEOs are notified each fall of the consultation website and process.
- Consultations are generally open for a minimum of two months, to respect Regulator council deliberations. One-month timelines are reserved for topics that only affect Regulator staff. CEQB items require short consultation timelines to meet their work plan objectives.
- Since it does not shape a specific product offered by Engineers Canada, the governance effectiveness survey was intentionally left off the consultation summary and is instead included on an internally maintained list of Regulator touchpoints.
- Beginning in 2021, the Board will receive a summary of consultation results.

Motion 2020-12-9D

Moved by D. Chui, seconded by M. Wrinch

THAT the Board approve the 2021 Board Consultation Plan.

Carried

4.6 Policy updates

N. Hill provided an overview of the Governance Committee's recommendations.

The proposed adjustment to the definition of "President" (from "presiding officer" to "chair" of the Board) was discussed, with a concern raised that the new definition is too brief and not fully representative of the role, i.e., the President is not "just" the chair. The revision was explained as being more reflective of Engineers Canada's practices and supports the references made throughout the policy manual to the role of President (often referred to as the "Chair"). Additionally, it was noted that the role is more fully defined and expanded in Board policy 4.9 – *President's Role*. This feedback will be considered in the next review of Board Policy 2 - *Definitions*.

Motion 2020-12-10D

Moved by N. Hill, seconded by C. Sadr

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

- | | |
|---|--|
| a) 5.3, <i>Financial condition</i> | h) 4.9, <i>President's role</i> |
| b) 5.5, <i>Asset protection</i> | i) 5, <i>Executive duties and limitations</i> |
| c) 5.6, <i>Planning</i> | j) 7.11, <i>Board consultation</i> |
| d) 5.7, <i>Compensation and benefits</i> | k) 4.13, <i>Individual director assessment</i> |
| e) 2, <i>Definitions</i> | l) 4.7, <i>Monitoring of CEO</i> |
| f) 1.5, <i>About this manual</i> | m) 4.8, <i>Board competency profile</i> |
| g) 4.11, <i>Board management delegation</i> | n) 1.4, <i>Strategic plan</i> |

Carried with two-thirds majority

4.7 Chair assessment

D. Lynch presented the survey, and highlighted minor improvements made since the inaugural chair assessment concluded in March 2020. No questions were received.

Motion 2020-12-11D

Moved by D. Lynch, seconded by S. Jha

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

Carried

4.8 Amendments to the 2020 CEO objectives

D. Lynch presented the amendments made in consultation with the CEO. D Gelowitz noted that the FAR Committee was consulted on the postponement of the assessment of the long-term financial and operational viability of Engineers Canada and has agreed that the activity should be reconsidered at the end of 2021, for inclusion with the 2022 objectives. No questions were received.

Motion 2020-12-12D

Moved by D. Lynch, seconded by R. Trimble

THAT the Board approve the amended 2020 CEO objectives, on recommendation of the HR Committee.

Carried

5. Reports

Board committees provided updates, with supporting slide presentations 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 October's reporting. Risks #19 – *Financial* and #26 – *Accreditation Process* remain critical, with review summaries included in the agenda book. The following discussion was captured:

- Although the assessment of the long-term financial and operational viability of Engineers Canada is on hold for the next year, it was noted that this area of risk is low for the short-term given the state of reserves. Additionally, tools to manage reserve levels by adjusting the Per Capita Assessment are in place moving forward.
- Concern was raised about the CEAB improvement timeframe proposed in the 2022-2024 Strategic Plan, particularly that it may not be agile enough to meet the needs of the evolving online education environment. It was suggested that the likelihood score for Risk #26 – *Accreditation Process* be considered for increase, from moderate to likely, to recognize the significant pivot underway in undergraduate education.

5.2 FAR Committee

D. Gelowitz provided the update on behalf of the FAR Committee, and noted that the following improvements are being considered:

- Purpose and value of risk management: A review is underway to determine how the risk management process can better meet the Board's needs. The heat map and summary have proven helpful, but other information in the current reporting is not well understood. Improvements will consider what an acceptable level of risk is for each area, and for how long each of the risks could impact the organization. Frequency of oversight is also being considered, where it may be more appropriate for FAR to review risks quarterly, with the Board performing a "deep-dive" annually. This approach would clarify where risk management efforts need to be applied, and how to measure their impact. It would encourage a more holistic understanding of organizational risks and provide an opportunity to identify new ones. More information on this work will be reported on at a future Board meeting.
- Socially responsible investing: Environmental, social and governance (ESG)-focused investing is available through RBC vision funds, which complement Engineers Canada's organizational goals and mandate. It was noted that some of the ESG funds already exist in Engineers Canada's portfolio, and no increase in RBC management fees will be incurred to integrate more such funds.

The committee was commended for their work and dedication to continual improvement.

5.3 Governance Committee

N. Hill provided the update on behalf of the Governance Committee.

The committee identified a challenge during their review of Board Policy 6.13, *President-Elect Nomination and Election* and will be recommending an amendment to the eligibility criteria, where Directors serving their second term will require a minimum of one year remaining in their term of office to run for President-Elect. This will address a potential issue that would be realized if a Director running for President-Elect in their final year of office is unsuccessful, and there is no alternate Director

to fill the vacancy. The Board will be asked to approve this amendment in February, although the change in criteria will not come into effect until 2022.

The committee members and staff were thanked for their work and oversight.

5.4 HR Committee

D. Lynch provided the update on behalf of the HR Committee. The committee members and staff were commended for their efforts.

5.5 Strategic Plan Task Force

J. Boudreau provided the update on behalf of the task force. No major changes resulted from the consultation sessions, and the task force will be recommending that the Board approve the 2022-2024 Strategic Plan at the February meeting. The plan will then be shared with the Members for approval at the Annual Meeting of Members (AMM) in May.

5.6 Board's 30 by 30 Champion

J. Dunn provided the update. The following discussion was captured:

- 30 by 30 data by province will be provided in the pending report from PRA Inc. (scheduled for presentation at the February Board meeting). This report will assist in better understanding how 30 by 30 is being handled across the country, and isolate national best practices.
- Engineers Nova Scotia is experiencing success, with confidence that they will achieve the 30 by 30 goal. J. Southwood discussed some best practices taking place in Nova Scotia, where focus is made on reaching women at an early stage in their lives through initiatives such as Girl Guides and high school programming. Best practices will be shared amongst the Regulators so they understand what has contributed to success, and how to emulate within their own jurisdictions.
- Communications to ensure continued dedication to the 30 by 30 goal are needed, which will also assist in mitigating reputational risks should the goal not be achieved.
- A list of the various male-dominated engineering fields is available and includes information about the barriers that exist.
- Currently, 30 by 30 statistics take on average one year to compile and publish. This is mostly related to the timing of data delivery from each of the Regulators, while ensuring that Engineers Canada staff can compile and analyze the information before circulation. A new process is being introduced in 2021 to promote faster reporting.

C. Polyzou and J. Southwood were commended for their leadership in this work.

6. Other business

No other business was brought forward.

7. Next meetings

The next meetings of the Engineers Canada Board are scheduled as follows:

- February 24, 2021 (Virtual)
- April 7, 2021 (Virtual)
- May 28-29, 2021 (Halifax, NS)
- 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 2020-12-13D

Moved by C. Sadr, seconded by T. Joseph

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 governance administrator, the director of finance, and the vice president of corporate affairs and strategic partnerships.

Carried

8.2 Board Directors and CEO

Motion 2020-12-14D

Moved by D. Lynch, seconded by M. Wrinch

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 2020-12-15D

Moved by C. Sadr, seconded by M. Wrinch

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 2020-12-16D

Moved by D. Lynch, seconded by D. Gelowitz

THAT the meeting move out of in-camera.

Carried

9. Closing

With no further business to address, the meeting closed at 2:05pm ET, and directors were invited to join the virtual happy hour.

Minutes prepared by C. Mash for:

Jean Boudreau, FEC, P.Eng. President

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