



**Professional Engineers  
Ontario**

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# Council Meeting

524<sup>th</sup> Meeting of Council  
of Professional Engineers Ontario

to be held on  
Thursday, February 7, 2019  
5:30 p.m. – reception  
6:00 p.m. – dinner  
7:00 p.m. plenary session

Friday, February 8, 2019  
7:45 – 8:45 a.m. – breakfast  
9:00 a.m. – 4:00 p.m.

PEO Council Chambers  
8th Floor  
40 Sheppard Avenue West  
Toronto, Ontario

## Thursday, February 7, 2019

1. Reception – 5:30 p.m. to 6:00 p.m.  
Dinner – 6:00 p.m. to 7:00 p.m.  
(8<sup>th</sup> Floor Dining Room)
  
2. Plenary Session – 7:00 p.m. to 9:00 p.m.  
(8<sup>th</sup> Floor Council Chambers)
  - 30 by 30 Task Force Report
  - Licensing and Registration Presentation



# Engineers Canada 30 by 30 Initiative

PEO 30 by 30 Task Force Update  
PEO Plenary Session

Helen Wojcinski, P.Eng., FEC, FCAE, MBA, Chair, PEO 30 by 30 Task Force

February 7, 2019





# Overview

- Recap of Implementing 30 by 30 in Ontario
- Update on PEO 30 by 30 Action Plan Launch
- Review of Proposed Stakeholder Metrics
- PEO Registrar Report on Ontario 30 by 30 baseline metric
- Next Steps/Questions





# Implementing 30 by 30 in Ontario

- PEO Council unanimously endorsed the 30 by 30 Initiative in September 2017
- PEO approved establishment of a 30 by 30 Task Force in June 2018
- PEO approved PEO Action Plan in September 2018 based on the Engineers Canada's nine promising practices in facilitating women obtaining their licences and succeeding in the engineering profession
- PEO Action Plan outlines specific actions that the key stakeholders along the pathway to licensure – universities, organizations supporting internationally trained engineers, PEO as the Regulator, and employers of engineers – need to undertake in order to reach the 30% goal



## 30 by 30 Key Success Factor

“It is...critical that the unacceptably low number of women in the profession be regarded as not just a women-in-engineering issue, but an issue of concern for the entire engineering profession, **both women and men.**”

*PEO Action Plan, September 2018*

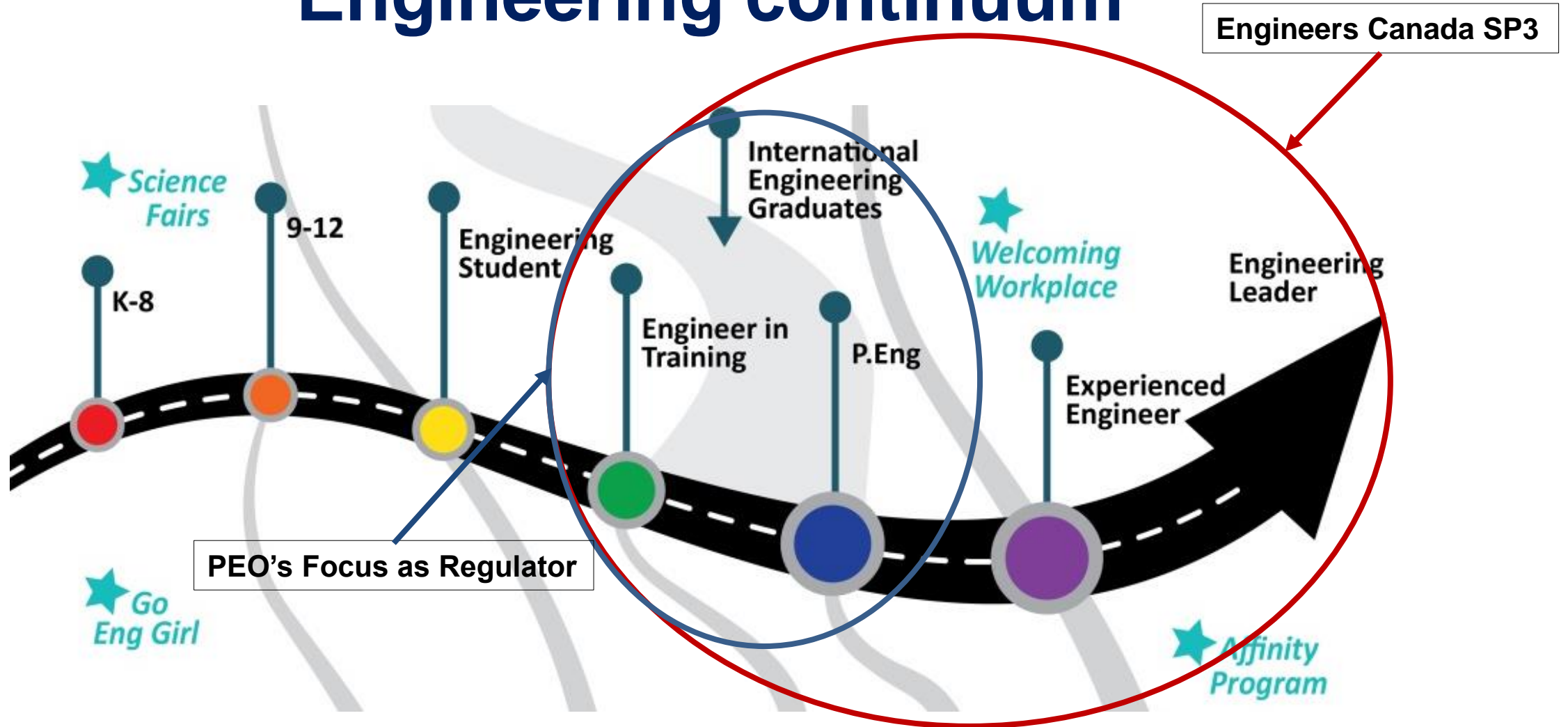


# Recap 30 by 30 Action Plan – PEO’s Actions

- In keeping with PEO’s mandate, PEO’s actions in the plan are primarily centred on internal operations, for example:
  - Reviewing licensing process for unconscious bias towards women applicants
  - Targeting women graduates to pursue licensure through PEO programs such as the Licensing Assistance Program, EIT annual work experience reviews, Engineering Intern and Student Program, International Engineering Graduate Bridging programs
  - Featuring practising women engineers in PEO publications (e.g. Engineering Dimensions) – role models are critical
  - Encouraging women engineers to serve on and assume leadership roles on PEO committees, task forces, chapter executives, external board appointments
  - CESC and RESC actively recruiting women engineers to run for PEO council
  - Showcasing progressive employers and universities who are championing the 30 by 30
  - Tracking the progress being made in reaching the 30% goal and providing annual reports to PEO Council and, through the JRC, to the Ontario Society of Professional Engineers (OSPE)



# Engineering continuum





# PEO Action Plan – Launch Update

- As of May 2018, the following activities have been undertaken:
  - Held eight meetings, one per month
  - Developed a communication/engagement strategy for each of the key stakeholder groups
  - Identified decision makers/influencers in each of the stakeholder groups
  - Developed potential 30 by 30 metrics to be tracked by each of the stakeholder groups
  - Invited HR representative from the Ministry of Transportation/Ontario Public Service to showcase their Engineering Development Program (EDP) to the Task Force that be can used as an example for other engineering employers
  - Represented Engineers Canada at two functions in Toronto: SWE Event and Arup Structural Engineering Firm
  - Attended OSPE WE ACT Fall Forum in Ottawa in October 2018
  - Facilitated a 30 by 30 break out session at the Chapter Leaders Conference in November 2018 and provided an update at an RCC teleconference in October 2018
  - Invited to speak about PEO 30 by 30 Action Plan at Women in Infrastructure event and Union Gas
  - Articles on PEO 30 by 30 Task Force and Action Plan in Engineering Dimensions



# PEO Action Plan – Upcoming Activities

- Awareness Sessions being planned for four key Stakeholder Groups:
  - **Women engineering students**, newly graduated, newly licensed, licensed, internationally trained, and women engineering groups, to provide insights/input into the actions needed to achieve 30 by 30 – tentatively scheduled for **March 7<sup>th</sup>**
  - **PEO Committee and Chapter Leadership**, and internal operations, to highlight the role they play in women’s pathway to licensure (e.g. ARC, ERC, Licensing, RCC, Chapter Leadership, etc.) – Chapter Leadership Session tentatively scheduled for **April 11<sup>th</sup>**
  - **Industry/Employers of Engineers** to build awareness of the 30 by 30 and a commitment to take on their role in recruiting women graduates, facilitating their pathway to licensure (e.g. EIT/EDP programs), and providing them with professional development and advancement opportunities – tentatively scheduled for **May 23<sup>rd</sup>**
  - **Universities** in promoting the engineering licence to their women graduates and strengthening the linkage with PEO Engineering Intern and Student programs – tentatively planned for **June**





# Proposed Stakeholder Metrics

(all striving for 30% goal)

- **PEO Registrar – Percentage of Women Pursuing and Obtaining their Licence:**
  - **Percentage of newly licensed engineers who are women**
  - Number of women versus men applying for licensure
  - Number of female versus male CEAB and non-CEAB being licenced
  - Number of female versus male EITs
  - Number of women versus men being called for interviews
  - Number of women versus men obtaining their licence

[Information on the percentage of women being called in for staff referral interviews is more difficult to obtain as they do not currently track who are male or female]



# Proposed Stakeholder Metrics

(all striving for 30%)

- **PEO Internal Stakeholders – Council, Committees, Chapters, Internal Operations:**
  - Percentage of women engineering graduates participating in PEO LAPs and obtaining their licence
  - Percentage of women engineers as members/staff
  - Percentage of women engineers in leadership positions (volunteer/staff)
- **Employers of Engineers**
  - Percentage of new engineering recruits who are women
  - Percentage of women engineering recruits who obtain their licence
  - Percentage of women engineers in leadership positions (C-suite; management)
- **Universities** [CODE currently tracks these numbers]
  - Number of women graduating
  - Percentage of women in first year, undergraduate, post graduate, and faculty





# Where do we stand in Ontario in 2017?


- Nationally, 13% of practising P. Eng.'s were women in 2017
- Nationally, 17.4% of newly licensed engineers were women in 2017
- In Ontario, 8,269 (12.3%) of practising P. Eng.'s were women in 2017, which was 30.7% of all females practising in Canada
- In Ontario, 19% of newly licensed engineers were women in 2017

**PEO 30 by 30 BASELINE METRIC – 19% (2017)**



# Next Steps

- Facilitate 30 by 30 sessions as invited by Individual Stakeholders February to June
- Host Stakeholder Awareness Sessions March to June
- Attend PEO Committee and Chapter Leadership Meetings March to June
- Validate/Gather Stakeholder Baseline Metrics (2017/2018) March to June
- Provide Update on PEO Action Plan Launch to PEO Council Fall 2019

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## P. Eng. Licensing Presentation

**PEO Council Plenary Session  
Thursday, February 7, 2019**

Michael R. Price, P. Eng., MBA, FEC  
Deputy Registrar, Licensing and Registration

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## Presentation Overview

- Licensing Model and Changes
- Academic Requirements
- Professional Practice Exam
- Experience Requirements
- Financial Credit Program
- Licensing Issues

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## Professional Engineers Licence Evolution

- 1984 Professional Engineers Act (PEA) Proclaimed
- 1985 Council Approved Admissions Policy and Guideline
- 1996 and 1998 Regulations-Experience Changes from 2 to 3 to 4 years
- 2001 ACDE Task Force - EIT and ERC Confirmatory Interviews
- 2003 PEA Changes - ARC and ERC Determinations Finality Removed
- 2005 Council Establishes Licensing Process Taskforce (LPTF)

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### P. Eng. Licence Evolution continued

- 2007 Financial Credit Program Approved
- 2008 LPTF Recommendations Approved and Rejected by Council
- 2010 Open for Business Act - Canadian Citizenship and Permanent Residency Removed
- 2015 Remove Registrar Discretion 14.(4)(b) and Reg. 40 (4)
- 2016 Strategic Plan - Process to Close Inactive Files
- 2019 Proposed Financial Credit Program Revision

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### P. Eng. Licence Requirements

- 18 Years Old
- Good Character
- Academic Requirements
- Professional Practice Exam
- Experience Requirements

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### PEO Licensing Model

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### 2018 Applications

- 5,842 Applications - 9% Increase over 2017
- 56% CEAB - Accredited Canadian university bachelor's degree in engineering
- 44% non-CEAB - equivalent engineering educational qualifications
- 46% Financial Credit Program



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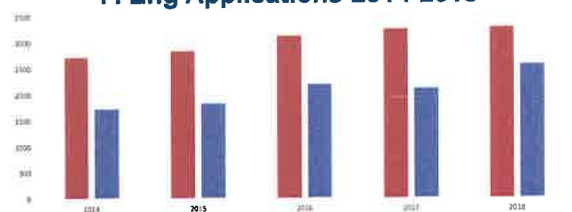
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### P. Eng Applications 2014-2018



Year	CEAB	Non-CEAB
2014	~2500	~1500
2015	~2800	~1800
2016	~3200	~2200
2017	~3400	~2300
2018	~3500	~2500

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### Licensing Requirements

- Academic - Bachelor of Engineering Degree or Equivalent
- Professional Practice Exam - Law and Ethics
- Experience - 4 Years Including 1 Year Canadian



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### CEAB Academic Assessments

- **CEAB Applicants** -a bachelor's degree in an engineering program from a Canadian university that is accredited to the Council's satisfaction
  - 3,279 CEAB Applications in 2018
- Approved by Staff
- Timeframe to Meet - **6 Weeks after Receipt of Transcripts**

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### Non-CEAB Academic Assessments

- **Non-CEAB Applicants** – equivalent educational qualifications recognized by the Council
  - 2,583 non-CEAB Applications in 2018
- Assessments Approved by the Academic Requirements Committee(ARC)
- Timeframe to Meet Academic Requirements - **6 Weeks to 10 Years**

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### ARC Academic Assessment Outcomes

**Non-CEAB Applicants:**

- Meet Equivalent Educational Qualifications
- Assigned Exam Program with or without ERC Interview Referral
- Rejected as not meeting minimum academic requirements

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### ARC Academic Outcome Details

**Non-CEAB Applicants can be:**

1. Exempt from Technical Exams (36%)
2. Assigned Confirmatory Program 4 Exams (51%)
3. Assigned Specific Program up to 18 Exams (13%) or
4. Rejected as not meeting minimum academic requirements (9)

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### Four Opportunities for non-CEAB Applicants to Meet Academic Requirements

1. ARC Assessment (6 Weeks)
2. ERC Interview (3 Months)
3. University Bridging Program (2 Years)
4. Technical Examinations (6 Months to 8 Years)

**Timeframe to Meet - 6 Weeks to 10 Years**



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### Non-CEAB Academic Assessments Summary

- 36% Exempted from Technical Exams
- 28% Meet Academics with ERC Interview
- 5% Complete Exam Program
- Files Closed by Regulations for not Completing Exams
- **Four Opportunities - 6 Weeks to 10 Years**

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### Staff Licensing Roles

- Approve  
or
- Refer to ARC/ERC
- Collect Information to Approve or Refer to ARC/ERC
- Close Applications for Time Expiration

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### ARC/ERC Licensing Roles

- Approve/Waive
- Assign Exams
- Require Additional Experience
- Reject

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### Licensing Requirements

- ✓ Academic – Bachelor of Engineering Degree or Equivalent
- Professional Practice Exam - Law and Ethics
- Experience – 4 Years including 1 Year Canadian

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### Professional Practice Exam (PPE)

- An Examination of Law and Ethics for the Practice of Professional Engineering
- Must be Passed by All Applicants
- 4,530 Applicants Wrote and 3,631 Applicants Passed PPE in 2018



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### PPE Timelines

- Two Years to Pass PPE after meeting Academic Requirements
- Three Attempts to Pass PPE
- File Closing by Regulation – Advance Notice

**Timeframe to Meet - 4 Months to 2 Years**



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### PPE Pass Letter

- PEO Council Strategy 1.3:  
*Establish process to close inactive files in a timely manner*
- PPE Pass Letter requests an Experience Update within 3 months or the File will be Closed

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### Licensing Requirements

- ✓ Academic – Bachelor of Engineering Degree or Equivalent
- ✓ Professional Practice Exam - Law and Ethics
- Experience – 4 Years including 1 Year Canadian

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### Experience Criteria

- Application of theory
- Practical experience
- Management of engineering
- Communication skills
- Awareness of the social implications of engineering



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### Experience Requirements

- One Year Canadian
- Four Years Total Minimum
  - One Year credit for undergraduate work experience
  - One Year credit for postgraduate degree
- Requested after PPE passed



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### Staff Experience Assessment

- Initial Staff Experience Assessments are completed within 8 weeks of receipt of Experience Record and all References
- Staff:
  - Approve
  - Refer to ERC Interview
  - Collect Additional Information to Approve or Refer to ERC Interview
- 97% of Applicants Experience Approved by Staff

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### Common Unsatisfactory Initial Staff Experience Assessments

- Insufficient Information on Experience Record - Engineering Principles Applied Missing
- Cross Discipline - Academic and Experience different disciplines
- Referee Evaluations - Unsatisfactory or Inconsistent
- Faculty - Missing Practical Work Experience or Industrial Application of Research
- Time Period Inadequate - Referees do not cover 4 Years

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### ERC Interviews in 2018

- 898 interviews
  - 71 per cent Confirmatory Exams
  - 5 per cent Specific Technical Exams
  - 19 per cent Staff Experience Referrals
  - 5 per cent Provisional and Limited Licences
  - 1 per cent Reinstatements

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### Experience Timeframe Issues

- 1) No Time Limit in Regulations to obtain Experience after Passing PPE
- 2) LPTF Proposed Time Limit 8 Years
- 3) PEO 2015-2017 Strategic Plan Strategy 1.3 – Establish process to Close Inactive files in Timely Manner

**Timeframe to Meet – 8 Weeks to Life**



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### Licensing Requirements

- ✓ Academic - Bachelor of Engineering Degree or Equivalent
- ✓ Professional Practice Exam - Law and Ethics
- ✓ Experience - 4 Years including 1 Year Canadian




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### P. Eng. Licence Summary 2018

- 2,649 new P. Eng. Licences Approved - Highest In PEO History
  - 19% Increase over 2017
  - 41% Increase over 2016
- Educational Background
  - 1,719 Canadian university bachelor engineering degree
  - 930 non-CEAB equivalent educational qualifications
- Gender
  - 2,178 Male (82%)
  - 471 Female (18%)



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### Financial Credit Program (FCP) Issues

- Application Fee and First year EIT Fee waived
  - CEAB Applicants within 6 Months of Graduation
  - Non-CEAB Applicants within 6 Months of arriving in Canada
- 20,000 FCP Applications since 2007
- 33% of Applications are not eligible for P. Eng. Licence at any given time because of FCP criteria

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### FCP Effectiveness

- 60% CEAB FCP Licence Rate
- 37% non-CEAB FCP Licence Rate
- 15% FCP Lower Licence Rate than Paid Applications

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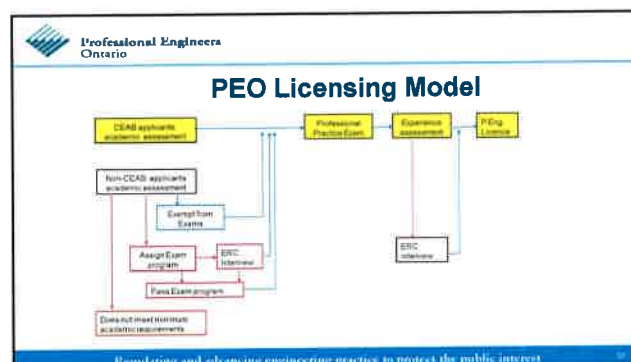
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### Licensing Timeframes Summary

- Academic
  - CEAB 6 Weeks
  - non-CEAB 6 Weeks to 10 Years
- Professional Practice Exam
  - 4 Months to 2 Years
- Experience
  - 8 Weeks to Life or
  - CEAB FCP - 3 Years to Life



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### Improving Customer Service Initiatives

- All standard Experience Assessment Letters and Emails reviewed by PEO Communications
- Revised Letter to Applicants after passing PPE requesting Experience Update
- New Email advising that all information has been received and forwarded for Initial Staff Experience Assessment
- New Email advising that Staff Experience Assessment has been completed

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### Improving Licensure

## STANDARDS ASSESSORS

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### Standards

- Bachelor of Engineering Degree
- Eliminate Exam Route to Licensure
- Washington Accord Exemption(19 Countries)
- EIT Requirements (Meet Academics)
- Competencies
- Canadian Experience Alternatives
- Time Limits for Academics and Experience
- P. Eng. Supervisor Reference Approval

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### Assessors

- Staff and/or
- Volunteers and/or
- References

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### Discussion?



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# Briefing Note - Decision

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C-524-1.1

## APPROVAL OF AGENDA

**Purpose:** To approve the agenda for the meeting.

**Motion(s) to consider:** (requires a simple majority of votes cast to carry)

**That:**

- a) the agenda, as presented to the meeting at C-524-1.1, Appendix A be approved; and*
- b) the Chair be authorized to suspend the regular order of business.*

**Prepared by:** Dale Power, Secretariat Administrator

## Appendices:

- Appendix A – 524<sup>th</sup> Council meeting agenda





# Agenda

**REVISED**

524<sup>th</sup> Meeting of the Council  
Professional Engineers Ontario

**Date:** Friday, February 8, 2019  
**Time:** Friday – 9:00 a.m. – 4:00 p.m.  
**Place:** PEO Offices – 8<sup>th</sup> Floor Council Chambers **OR** Dial-in: 1-888-866-3653  
 40 Sheppard Avenue West Participant Code: 9394319#  
 Toronto, Ontario

**Thursday, February 7 – 7:00 p.m. – 9:00 p.m.**

	Spokesperson
<b><u>PLENARY SESSION</u></b>	
1. 30 by 30 Task Force Report (30 min)	Helen Wojcinski
2. Licensing and Registration Presentation (90 min)	Michael Price

**Friday, February 8 – 9:00 a.m. – 4:00 p.m.**

<b>CALL TO ORDER</b>			
<b>1.</b>	<b><u>APPROVAL OF AGENDA</u></b>	<b>Spokesperson/ Moved by</b>	<b>Type</b>
1.1	APPROVAL OF AGENDA	Chair	Decision
<b>2.</b>	<b><u>PRIORITY ITEMS</u></b>	<b>Spokesperson/ Moved by</b>	<b>Type</b>
2.1	GOVERNANCE AND MANDATE CONCERNS FROM CEO AND OSPE	Chair	Decision
2.2	GOVERNANCE WORKING GROUP PHASE 1 UPDATE	Councillor Spink	Information
2.3	CEDC REQUEST FOR TEMPORARY EXEMPTION FROM “TERM LIMITS”	Councillor Chan	Decision
2.4	COMMITTEES AND TASK FORCES HUMAN RESOURCES AND WORK PLANS	Councillor Chan	Decision
<b>3.</b>	<b><u>CONSENT AGENDA</u></b>	<b>Spokesperson/ Moved by</b>	<b>Type</b>
3.1	OPEN SESSION MINUTES – 521 <sup>ST</sup> COUNCIL MEETING – NOVEMBER 16, 2018	Chair	Decision
3.2	OPEN SESSION MINUTES – 522 <sup>ND</sup> COUNCIL MEETING – DECEMBER 18, 2018	Chair	Decision
3.3	CHANGES TO THE 2019 PEO COMMITTEES AND TASK FORCES MEMBERSHIP ROSTER	Councillor Chan	Decision

4. <u>IN-CAMERA</u>		Spokesperson/ Moved by	Type
4.1	BYLAW CHANGE - ADDITIONAL FEE INCREASES	Councillor Olukiyesi	Decision
4.2	OFFICE OF THE FAIRNESS COMMISSIONER	Chair	Decision
4.3	IN-CAMERA MINUTES – 521 <sup>ST</sup> COUNCIL MEETING – NOVEMBER 16, 2018	Chair	Decision
4.4	IN-CAMERA MINUTES – 522 <sup>ND</sup> COUNCIL TELECONFERENCE MEETING – DECEMBER 18, 2018	Chair	Decision
4.5	APPROVAL OF WOLFE-SMITH AWARDEES	Past President Dony	Decision
4.6	SCOTT JOHNSON CORONER’S INQUEST	President-Elect Hill	Decision
4.7	HRC UPDATE	President Brown	Information
4.8	DISCIPLINE COMMITTEE – DECISIONS AND REASONS	Linda Latham	Information
4.9	LEGAL UPDATE	Linda Latham	Information
4.10	PEO’S ANTI-WORKPLACE HARASSMENT AND VIOLENCE POLICIES – COUNCILLOR VIOLATIONS, IF ANY	Chair	Information
5. <u>INFORMATION ITEMS</u>		Spokesperson/ Moved by	Type
ONGOING ITEMS			
5.1	COUNCIL ACTION LOG	Chair	Information
5.2	REGULATORY RISK REGISTER	Chair	Information
5.3	COUNCILLOR ITEMS	Chair	Information

Please note that in order to streamline the agenda, Committee reports will no longer be included in the agenda package. Committee Chairs are asked to submit their written reports to the Secretariat for posting on the Council SharePoint site prior to each Council meeting. These reports will not be discussed at the meeting unless a Councillor or an EC Director asks to address a specific item contained within the written report. The reports submitted as of January 22, 2019 are:

- Engineers Canada
- Joint Relations Committee
- Legislation Committee
- Government Liaison Committee
- Professional Standards Committee
- Regional Councillors Committee Report
- Stats

The link below will take you directly to the reports.

[524 Council Reports](#)

## Councillors Code of Conduct

Council expects of itself and its members ethical, business-like and lawful conduct. This includes fiduciary responsibility, proper use of authority and appropriate decorum when acting as Council members or as external representatives of the association. Council expects its members to treat one another and staff members with respect, cooperation and a willingness to deal openly on all matters.

PEO is committed that its operations and business will be conducted in an ethical and legal manner. Each participant (volunteer) is expected to be familiar with, and to adhere to, this code as a condition of their involvement in PEO business. Each participant shall conduct PEO business with honesty, integrity and fairness and in accordance with the applicable laws. The Code of Conduct is intended to provide the terms and/or spirit upon which acceptable/unacceptable conduct is determined and addressed.

At its September 2006 meeting, Council determined that PEO volunteers should meet the same obligations and standards regarding conduct when engaged in PEO activities as they are when engaged in business activities as professional engineers.

[s. 2.4 of the Council Manual]

### 2019 Council Committee Meeting/Mailing Schedule

#### 2019 Council Mailing Schedule

**2019**

Meeting #		Meeting Date	Initial BN Due Date – Members at Large	Initial BN Due Date – Councillors/ Staff	Initial Agenda Mailing Date	Supp. Agenda <sup>1</sup> Due Date	Supp. Agenda Mailing Date
524	<b>Council</b>	Feb. 7-8	Jan. 18	Jan. 22	Jan. 25	Jan. 29	Feb. 1
525	<b>Council</b>	Mar. 21-22	March 1	March 5	March 8	March 12	March 15
526	<b>Council</b>	May 4 <sup>2</sup>	April 12	April 16	April 19	April 23	April 26

<sup>1</sup> - requires the approval of the Chair or Registrar

<sup>2</sup> - new Councillors to be invited as soon as information is available.

### Upcoming Events

Date	Event	Location
Friday, May 3, 2019	Volunteer Leaders Conference Order of Honour Gala	Toronto Hilton Hotel, Toronto, Ontario
Saturday, May 4, 2019	Annual General Meeting	Toronto Hilton Hotel, Toronto, Ontario
May 30 – June 1, 2019	Council Retreat	Deerhurst Resort, Huntsville, Ontario

## Governance and Regulatory Focus for PEO

**Purpose:** To address the issues and concerns raised by Consulting Engineers of Ontario and the Ontario Society of Professional Engineers in their respective letters to the Attorney General of Ontario regarding governance issues, lack of focus and the extent of non-regulatory activity at PEO. Council has the opportunity to take ownership of these issues and concerns and set in motion a process to identify & adopt best practices in regulatory governance, commit itself to strategic policy governance and a singular focus on its regulatory objects, and seek the necessary statutory, regulation and by-law changes required to enshrine those practices and honour that commitment.

### **Motion(s) to consider: (requires a majority of votes cast to carry)**

That:

- 1) Council extend the scope of the independent Regulatory Performance Review currently being undertaken by Harry Cayton, CBE, et al, to include a second phase looking specifically at governance issues and a review of all PEO activities through the lens of regulatory governance and the principal and secondary objects under the *Professional Engineers Act*;
- 2) Council stand down the Governance Working Group – Phase I and apply its \$40,000 budget towards the cost of the second phase work noted in item (1);
- 3) Council make the reports from all phases of the independent Regulatory Performance Review public on the date received by PEO;
- 4) Council adopt the recommendations contained in the reports from both phases of the independent Regulatory Performance Review and, within three months of receipt of any report, works with staff to establish and begin execution of an implementation plan to address the policy, by-law, regulation and statutory changes necessary to fulfill the recommendations.

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## 1. Need for PEO Action

- PEO is established under the *Professional Engineers Act* (the Act) and its principal and secondary objects are clearly described in Sections 2(3) and 2(4) of the Act. These objects require PEO to regulate the practice of professional engineering, govern licence and certificate holders, and establish and maintain standards of knowledge and skill, standards of qualification, standards of practice and standards of ethics. All of this is to be done in order that the public interest may be served and protected. The Act makes no mention of advocacy, member service or promoting the profession.
- Council is the governing body for PEO and serves as its Board of Directors. As such, Council should be focused on matters of regulatory governance – setting the strategic direction of the organization, monitoring its performance and compliance, maintaining accountability and making decisions about priorities and resourcing (i.e., budgets). In other words, it should be answering the *what* and the *why* questions regarding PEO's objectives under the Act. PEO has a large, capable staff and various legislated committees who can execute Council's strategic vision and operationalize the regulatory processes contemplated within the Act.

- Roughly 2/3rds of PEO Council is elected through a process of popular vote. Candidates for election are nominated either through a nominating committee or by a group of at least 15 members. The majority of candidates come from PEO's chapter system, which is a grass-roots structure that focuses on member service, advocacy and promotion of the profession. There is no process to ensure that candidates for election to Council have the requisite knowledge, skills and competencies to serve on the Board of Directors of a regulatory body.
- PEO Council is too large to be effective. With 25 to 29 members, there are too many voices around the table (see Appendix A for a report on Board Size and Effectiveness).
- It has been evident for many years now that PEO has lost its focus. Council acts as a management or operational board, dealing with how questions regarding PEO's objectives and overlapping its role with that of PEO's leadership staff. Initiatives brought to Council are not measured against PEO's principal and secondary objects under the Act. Significant resources are expended on non-regulatory activity (see Appendix B for a letter from Chris D. Roney, P.Eng., FEC, FCAE, former PEO Councillor and former President of Engineers Canada).
- PEO has also lost its public interest focus. A "club" mentality pervades PEO and the driving force within Council is to increase P.Eng. membership and support member interest activities, rather than serving the public interest. Many elected Council members erroneously believe they have a constituency to represent. It appears that Council believes that PEO exists to rule over the engineering profession rather than just the practice of professional engineering. Professional engineers have a duty to safeguard the life, health, property and economic interests of those affected by their work. PEO has a duty to regulate in a manner that serves and protects the public interest. These are very different things.
- Council has created a bloated bureaucracy of committees – the Act and regulations call for 14 committees, and Council currently has 35 committees, 33 subcommittees and 5 task forces.
- Because of its lack of regulatory focus, PEO continues to allow C of A firms to operate without professional liability insurance – a practice found nowhere else in the professional regulatory community in Ontario. Further, PEO's regulations contain a Code of Ethics that is unenforceable – it has known this for over 10 years and nothing has changed.
- After many years of lost focus, Council has become desensitized to its actual role and it has been unable, or unwilling, to see or acknowledge these shortcomings.
- This loss of focus ultimately weakens the value and relevance of the P.Eng. licence. PEO has a poor reputation in the professional regulatory community as a result of events documented in various judicial reviews, discipline appeals and registration appeals.
- A Member Submission passed at the 2017 PEO AGM called on PEO to engage an external governance expert to advise on governance modernization. At the September 2017 Council meeting, a motion to do just that was tabled to the November meeting. At the November 2017 Council meeting, Council instead struck a "Governance Working Group". The terms of reference of the Governance Working Group were approved at the March 2018 Council meeting, and were limited to determining "if a governance review is warranted".
- At the 2018 Council Workshop, Councillors agreed that an external review of PEO's regulatory performance was necessary, and at its meeting of September 21, 2018, passed a motion approving such a review. Issues of regulatory governance and non-regulatory activity were outside the scope of the review.
- On November 20 and 22 respectively, Consulting Engineers of Ontario (CEO) and the Ontario Society of Professional Engineers (OSPE) wrote letters to the Attorney General of Ontario expressing serious concerns about the governance of PEO, its lack of focus on the public interest and the extent of its non-regulatory activity.
- PEO Council has the opportunity to take the lead in addressing these issues and concerns and making the necessary changes to bring PEO back into focus, rather than having changes dictated by the Attorney General.

## 2. Proposed Action / Recommendation

- Extend the scope of the previously approved Regulatory Performance review to include a second phase examining governance issues and a review of all PEO activities through the lens of regulatory governance and the principal and secondary objects under the *Professional Engineers Act*. The current review is being led by an eminently qualified, external, independent expert who is a, if not *the*, leading expert worldwide in the governance and performance of professional regulatory bodies. It would be short-sighted for PEO to artificially limit the scope of that review and not take advantage of this opportunity, especially given the Member Submission passed at the 2017 AGM.
- Stand down the Governance Working Group – Phase I (its mandate would be moot if the second phase of the Regulatory Performance review is approved) and apply its \$40,000 budget towards the second phase of the Regulatory Performance review;
- As a means of demonstrating openness and transparency, reports arising from both phases of the review must be made public upon issuance. It is important for the engineering community as a whole, and for the public at large, to see the full reports. This is consistent with the approach taken by other professional regulators within Ontario and across Canada who have undertaken similar reviews over the past few years (see Appendices C and D).
- By undertaking this independent, external review, Council is acknowledging that it does not have the requisite knowledge, skills or competencies to carry out an thorough, objective review of this kind on an internal basis. As such, Council must commit to adopting all of the recommendations arising from the extended review. It is likely that the recommendations will require a combination of policy, by-law, regulation and statutory changes. A three-month period should be sufficient for Council and staff to develop and begin to execute an implementation plan for the various recommendations. It is acknowledged that implementation of statutory and regulation changes will require cooperation from the Ministry of the Attorney General and the timing of these elements cannot be guaranteed. Nonetheless, a plan needs to be put in place and the Ministry needs to be kept up-to-date regarding the status of the review and the implementation plan. Regaining its regulatory focus has the potential to save PEO over \$2M annually in administrative costs and direct expenses.

## 3. Next Steps (if motion approved)

- PEO staff will negotiate a second phase of work with Harry Cayton, CBE, and his team, so that his Regulatory Performance Review includes governance issues and a review of all PEO activities through the lens of regulatory governance and the principal and secondary objects under the *Professional Engineers Act*.
- Upon receipt of the reports arising from both phases of the Review, staff will post them on the PEO website and provide a copy to the Attorney General.
- Within three months of receipt of the reports, Council and staff will establish and commence execution of an implementation plan to address the required policy, by-law, regulation and statutory changes.

#### 4. Peer Review & Process Followed

<b>Process Followed</b>	<b>Outline the Policy Development Process followed.</b> <ul style="list-style-type: none"><li>This Briefing Note was created following a December 7, 2018 meeting among the CEOs and Chairs/Presidents of OSPE, CEO and PEO. At that meeting, the issues and concerns expressed by CEO and OSPE in letters to the Attorney General were discussed. PEO representatives suggested that CEO and OSPE be provided an opportunity to outline their concerns and propose a way forward at the February 8, 2019 PEO Council meeting.</li></ul>
<b>Council Identified Review</b>	<b>Identify who is to be consulted; how they will be consulted and what kind of response is expected.</b> <ul style="list-style-type: none"><li>N/A</li></ul>
<b>Actual Motion Review</b>	<b>Detail peer review and relevant stakeholder review undertaken</b> <ul style="list-style-type: none"><li>N/A</li></ul>

**Note: full chronology of events, motion history and reports should be attached in appendices; lengthy reports should include a 1 page (max.) executive summary**

#### 5. Appendices

- Appendix A – Professional Standards Authority report on Board Size and Effectiveness (September 2011)
- Appendix B – Letter from Chris Roney, P.Eng., FEC, FCAE
- Appendix C – College of Nurses of Ontario – Leading in Regulatory Governance Task Force – final report (May 2017)
- Appendix D – Ontario College of Teachers – Governance Review Report (November 2018)

# Board size and effectiveness: advice to the Department of Health regarding health professional regulators

September 2011

## 1. Introduction

- 1.1 On 7 June 2011, the Department of Health (DH) wrote to CHRE, requesting advice about the efficiency and effectiveness of health professional regulators in delivering a high quality regulatory regime.<sup>1</sup> The letter from DH requested, amongst other things, advice on proposed reforms to deliver greater cost effectiveness and efficiency across the health professions' regulatory bodies. This paper is designed as an input to the cost and efficiency work being undertaken by CHRE, and in particular the issue of **whether there is a case for moving to smaller councils as a way of delivering more board like and effective governance.**<sup>2</sup> It does not deal with the case of moving to smaller councils as a way of constraining costs, since this is being addressed as part of the wider commission from DH.
- 1.2 In answering this question, we have assumed that the status quo prevails in terms of the non-executive membership of councils, and the split between public (lay) and professional membership. Following the proposals contained in the White Paper, *Trust, Assurance and Safety*,<sup>3</sup> the latter entails, as a minimum, parity of membership between lay and professional members, to ensure that purely professional concerns are not thought to dominate councils' work.
- 1.3 The advice we offer in this paper is based on the experience we have gained from overseeing the councils of nine health professional regulators, backed up by literature on a wide range of matters pertinent to the question of board size. It is not intended to be a literature review although a variety of sources are discussed.

## 2. The role of the governing board

- 2.1 To address the question that has been put to us, we must first establish the typical role or function of a council or board.<sup>4</sup> In the words of John Carver, 'We must ascertain what the board exists to accomplish; form follows function. Appropriate practices are determined on the basis of the accomplishments expected'.<sup>5</sup>
- 2.2 Much has been written on the topic of board functions and roles and, but a few main functions can be detected from the literature. Following the work of Cornforth, these can be described as follows:<sup>6</sup>
  - Strategic leadership and strategic decision making



- Stewardship, including holding the executive to account
  - External relations and accountability
  - Board maintenance.
- 2.3 Strategic leadership includes strategic direction and decision-making, setting an organisation's overall goals and high level policies, defining its mission and values and shaping a positive culture. It corresponds to what is sometimes termed the 'performance' dimension of the board's role. Performance evaluation is also a key part of the board's work but we classify it under 'board maintenance' below.<sup>7</sup> Effective boards distinguish between governance and management, focusing on the former. In practice, this means focusing on the long-term, overall direction of the organisation rather than the more day-to-day aspects of running an organisation.<sup>8</sup>
- 2.4 'Stewardship' means looking after, or taking care of, something for someone else. In a corporate governance context, the term encompasses: holding the executive to account on behalf of those to whom the board is accountable; supervising and supporting the executive; establishing suitable schemes of delegation; ensuring legal, ethical and financial probity and integrity and taking care of organisational resources. It corresponds to the 'conformance' dimension of the board's role.<sup>9</sup>
- 2.5 The term 'external relations and accountability' describes the fact that a board acts as a 'bridge ...between those to whom the board is accountable and those who are accountable to the board'.<sup>10</sup> This includes: maintaining relations with important stakeholders, ensuring obligations to stakeholders are understood and met, representing the organisation externally and – where applicable – mobilising volunteers and fundraising. Some of these jobs also form part of the 'conformance' dimension of a board's role, but it is conformance in terms of external accountability rather than internal supervision.
- 2.6 The final function, board maintenance, refers to that fact that boards have a responsibility for sustaining, checking and repairing the ways in which they function. High performing boards recruit members, review and evaluate their performance and develop their capacity to work effectively.
- 2.7 The functions outlined above apply to boards in a wide range of different sectors and organisations. In the context of health professional regulation, the Enhancing Confidence Working Group placed particular emphasis on the first two functions. It said, 'the role of a council should be to set the direction of the organisation in line with its mission and purpose. It should ensure systems are in place to enable it to monitor performance and to hold the executive to account. It should also ensure probity'.<sup>11</sup>
- 2.8 This followed the July 2006 report, *Good Doctors, safer patients*,<sup>12</sup> and the subsequent White Paper, *Trust, Assurance and Safety*,<sup>13</sup> which associated the term 'board like' with a focus on high level strategic issues, oversight and accountability rather than involvement in the day-to-day operations of an organisation or the representation of particular constituencies.

- 2.9 These reports illustrate the difference between the functions undertaken by the board and by management in an organisation. The role of the board is distinct from the role of the organisation it oversees. It is the function of the board that determines its form, not the function of the organisation. In health professional regulation, it is the function of the council (board) that determines its form, not the function of the regulator, which may vary according to the details of its legislation.

### **3. The characteristics of an effective board**

- 3.1 Various studies have been conducted in the past to explore the link between different board attributes and board performance or effectiveness. Before dealing with board size as a discrete topic, it is worth looking at some of these other attributes. In 2001, Cornforth examined the contribution that various aspects of board structure, processes and inputs make to the effectiveness of boards.<sup>14</sup> One of the most important variables was whether boards had the right mix of skills and experience, or 'board competencies'.

#### ***Competencies***

- 3.2 Codes of governance for organisations in different sectors often emphasise the importance of recruiting board members with the right skills and experience. The final report of the Higgs Review recommended the following as a code provision:
- An effective board should ... be of sufficient size that the balance of skills and experience is appropriate for the requirement of the business and that changes in the board's composition can be managed without undue disruption.<sup>15</sup>
- 3.3 During 2004, an Independent Commission Chaired by Sir Alan Langlands developed *The Good Governance Standard for Public Service*. Similar to the Corporate Governance Code but for public services, the Good Governance Standard focuses on the need for public service organisations to recruit people with the right skills to direct and control them effectively. It states that 'The governing body should assess the skills that appointed governors need to fulfil their functions ... Where an outside body makes appointments, it should consult the governing body about the skills and experience it considers to be necessary or desirable in the new appointee.'<sup>16</sup>
- 3.4 The March 2009 report, *Tackling Concerns Nationally*,<sup>17</sup> provided a summary of the main areas of required competence for council members of seven of the health professional regulators overseen by CHRE. Recognising the importance of recruiting board members who collectively display the right mix of skills and competencies, many governing bodies and their nominations committees draw up a skills matrix. This matches existing board members against a list of required competencies and thereby identifies any gaps or weaknesses that need to be filled.

- 3.5 The need to recruit board members who collectively bring the knowledge and expertise required to provide successful leadership to an organisation provides one set of parameters that indicate the optimal size of a board. At the minimum end of the scale, there comes a point where a board comprises too few members to possess all the competencies required. Moving up the scale, a greater number of members brings a greater range of competencies to the board. However, boards do not require - and members cannot possess - an infinite number of competencies. There comes a point where increasing board membership further does not add to the sum of the board's competencies but instead reduces the effectiveness of the board.

### ***Behaviour***

- 3.6 A number of studies have suggested that larger boards are less effective than smaller ones because they suffer from co-ordination, communication and motivation problems. This in turn can hamper their strategic decision-making and scrutiny functions. As with board competencies, considerations about board behaviour – the way in which board members behave individually and collectively – can provide parameters for optimal board size.
- 3.7 In their 1992 paper, *A Modest Proposal for Improved Corporate Governance*, Lipton and Lorsch argued that 'When a board has more than ten members, it becomes difficult for them all to express their ideas and opinions in the limited time available. This contributes to the expectation ... that directors are not supposed to voice their opinions freely and frequently'.<sup>18</sup> In 1993, Jensen argued that 'Keeping boards small can help improve their performance. When boards get beyond seven or eight people they are less likely to function effectively and are easier for the CEO to control'.<sup>19</sup> He quotes research 'support[ing] the proposition that as groups increase in size they become less effective because the coordination and process problems overwhelm the advantages gained from having more people to draw on'.<sup>20</sup>
- 3.8 In 1996, Yermack published research supporting the findings of Lipton, Lorsch and Jensen. In particular, he found an inverse association between board size and firm value, and evidence that this inverse association proved robust to a variety of tests for alternative explanations.<sup>21</sup>
- 3.9 In 2008, Pesh Framjee, Special Advisor to the Charity Finance Directors' Group, commented upon the problems of fragmentation that can beset large boards. He observed that in meetings of large boards, it is often the case that 'A small number of individuals dominate and sometimes factions emerge. It is almost inevitable that a sub-group or inner cabal emerges to take on a disproportionate share of the power and governance role'.
- 3.10 In an article published in the same year in the *Cornell Journal of Law and Public Policy*, Barros explored the inhibiting effect of increases in group size on helping behaviour. He said, 'The group dynamics that inhibit response to emergencies resemble the group dynamics of a corporate board of directors

and other oversight groups facing possible wrongdoing'.<sup>22</sup> He thought three factors, identified in previous research by Latané and Nida, were present in this context: audience inhibition, social influence and diffusion of responsibility. Barros concluded that, 'To address this problem, it would make sense to both limit overall board size and clearly assign responsibility for uncovering wrongdoing to an audit committee, or another small subset of the board'.<sup>23</sup>

- 3.11 In his November 2009 review of corporate governance in UK banks and other financial entities, Walker observed 'a widely-held view ... that a larger board is less manageable, however talented the chairman, and that larger size inevitably inhibits the ability of individual directors to contribute'.<sup>24</sup> He published a summary of key psychological issues relating to board performance based on research and a literature review from the Tavistock Institute of Human Relations and Crelos Ltd. One of the findings from this research was that 'The optimum size for a Board is within the range of 8–12 people. When boards are composed of more than 12 people a number of psychological phenomena, namely, span of attention, the ability to deal with complexity, the ability to maintain effective inter-personal relationships and motivation are compromised.' In particular, it was found that 'large boards tend to suffer from the phenomena of passive free riding, dislocation and "groupthink" reducing the ability of the board to effectively monitor senior management and govern the business'.<sup>25</sup>

### ***Credibility***

- 3.12 In the past, it was common for large, elected councils (boards) of health professional regulators to attempt to represent various constituencies or stakeholders. Representativeness is no longer a valid concept for a board, as we move away from self-regulation and from large elected councils, but the board must be credible to stakeholders. It achieves this primarily through performance not specified membership but it is legitimate, in forming an effective board, to take account overall of the balance of board members.
- 3.13 It is also appropriate to take account of credibility within and across the UK if the organisations are UK public bodies. This does not mean boards should be 'representative' of the UK but that they should be credible and competent to deal with UK matters. To some extent this links with arguments about board diversity. The point is well made by Spencer Stuart, a firm that compiles board indices in different countries: 'Boards are not normally embracing diversity to be politically correct or because of outside pressure, but because it expands their views on issues, options and solutions'.<sup>26</sup>
- 3.14 The most important aspect of the balance of membership in the health professional regulators' councils is the balance between professional and public members. The councils would struggle to perform their oversight responsibilities if they lacked the knowledge and skills that professional members brought with them. In the same way, they would struggle to acquire and demonstrate insight into patient and public experience, and the

independence and flexibility of thinking that are central to credibility if they had no suitably skilled public members.

#### **4. Board size**

- 4.1 Lipton, Lorsch and Jensen are regarded as 'the first [authors] to hypothesise that board size affects governance in a way that is independent of other board attribute issues'.<sup>27</sup> They argue that the communication and coordination problems that arise once boards exceed an optimal number (around eight or ten members) cause board effectiveness to suffer and, hence, firm performance to decline. In 2009, Guest found that that "The empirical evidence ... appears to support this view, with a majority of studies documenting a significantly negative relation between board size and corporate performance".<sup>28</sup>
- 4.2 There are papers and studies pointing to different conclusions. In his 2009 paper, Guest highlights research suggesting that board size reflects particular characteristics of the organisation being governed – including its size - and that the size of a board will be that which best suits the organisation.<sup>29</sup> After weighing up the evidence, Guest rejects such a view. He observes that large firms, which are more likely to have large boards, are those for which the negative relation between the size of the board and corporate performance is strongest.
- 4.3 Research published by Cornforth in 2001 suggested that 'In general, structural variables were not important in explaining board effectiveness ... we found ... board size and horizontal complexity (i.e whether boards had sub-committees) unrelated to board effectiveness".<sup>30</sup> A July 2011 study by Chambers et al of Manchester Business School concluded that there was no difference in the board sizes of high performing NHS organisations and 'not so high' performing organisations.<sup>31</sup> In the same year, research by the National Foundation for Educational Research (NFER) for the Local Government Group in 2011 found that school governors considered board size the least important element of an effective governing body from a set of ten elements suggested.<sup>32</sup>
- 4.4 Notwithstanding these points, in the reports and documents we came across, we generally found evidence of a trend towards smaller board sizes across a wide range of sectors, and a view that, in many cases, this was to be regarded as a positive development. A recent example was the announcement from the Royal College of Midwives (RCM) that it would be moving to a new 12 person elected board from a 29 member council from 1 September 2011.<sup>33</sup> In consulting on the proposed reforms, it said, 'The RCM Council proposes that the new RCM Board should comprise 12 members and thereby be smaller and more efficient than the existing Council. This is consistent with a trend in modern governance towards smaller boards, which are thought to be able to operate more efficiently and effectively than large'.<sup>34</sup>
- 4.5 We look at evidence from a number of different sectors below. Ignoring comparative evidence on the grounds that it is not comparing like-with-like



would be a mistake. For one thing, evidence on effective groups which provides some of the rationale for smaller boards is usually applicable to human behaviour in a wide range of contexts. In addition, whilst form (size, composition, structure) follows function, the core functions of governing boards remain the same across different sectors. Moreover, organisations do, in practice, learn from other organisations operating in different sectors. The trend towards the adoption of private sector style governance arrangements in the public sector is a case in point.

- 4.6 For the same reasons, we do not think that differences in composition between boards of organisations in different sectors or between those operating in the same sector negate the value of comparative work. The boards of some organisations have a mixture of executive and non-executive members whereas the councils of the health professional regulators overseen by CHRE are comprised solely of non-executive members. This does not alter the implications of effective group literature or the fundamental aims of a governing board. It might, however, raise a separate issue about whether or not it would be desirable for the boards of regulators to include executive members as is now common in other public sector bodies.

### ***Boards in the private sector***

- 4.7 The February 2011 Davies Report, *Women on Boards*, stated that that board size within the FTSE 100 ranges from 6 to 18 members, whilst FTSE 250 boards tend to be much smaller.<sup>35</sup> In its response to the Higgs Review consultation paper in 2002, the Institute of Directors (IoD) said, 'It would be wrong to be too prescriptive about board size – conditions vary, but for a publicly quoted company 12 would be a reasonable norm, with the non-executives in the majority'.<sup>36</sup> Since Higgs,<sup>37</sup> the average size of UK boards has declined.<sup>38</sup>
- 4.8 The Spencer Stuart 2010 UK Board Index which looks at FTSE 150 companies found that 'Board sizes have continued to decline, in the belief that smaller groups of more expert directors are more effective than the larger boards that used to prevail'.<sup>39</sup> It reported that 'Average board size continues to fall slightly and is now 10 as against 10.3 last year. The number of boards with 12 or more members is now only 22 per cent, down from 30 per cent last year. Nine and ten are most common sizes at 38 per cent'.<sup>40</sup>
- 4.9 The Eversheds Board Report 2011 found less evidence of a declining trend in board size but was nevertheless clear that 'smaller, independent and diverse boards do better'.<sup>41</sup> It found that 'Better performing companies tended to have fewer directors ... Directors interviewed were largely unsurprised by this finding, noting the benefits of smaller boards (in descending order of mentions) as: greater focus on the key issues; better management from the chair; quicker decision making; and better overall dynamics between board members'.<sup>42</sup> Eversheds said, 'Whilst it is always dangerous to generalise, our research suggests that, from the sample we reviewed, the ideal board would be made up of 11 directors'.<sup>43</sup>

### ***Boards in the public sector***

- 4.10 In its January 2010 study, the Institute for Government said, 'At present, all [Whitehall] boards are chaired by the permanent secretary, and comprise anywhere from six to 14 members – with the average board having nine'.<sup>44</sup>
- 4.11 In the health sector, guidance for NHS board members echoes the conclusions of the Higgs Review: 'NHS boards should not be so large as to be unwieldy, but must be large enough to provide the balance of skills and experience that is appropriate for the organisation'.<sup>45</sup> A review of guidance and research commissioned by the National Leadership Council highlighted that membership of NHS trust boards may range from 8 to 11 members, Primary Care Trust Boards may have up to 14 members and Strategic Health Authority Boards may range from 8 to 13 members.<sup>46</sup> The review notes that, more generally, corporate guidance suggests boards 'should be of sufficient size that the balance of skills and experience is appropriate for the requirements of the business', whilst corporate guidance developed in the wake of the 2008/09 financial crisis suggests that an 'ideal' board size is between 10 and 12 board members.<sup>47</sup>

### ***Boards in the voluntary and community sector***

- 4.12 In 2005, a body known as the Code Steering Group<sup>48</sup> produced a code of governance specifically for voluntary and community organisations, which it updated in October 2010. Entitled *Good Governance: a Code for the Voluntary and Community sector*<sup>49</sup>, it is a code to which voluntary and community organisations are encouraged to sign up and thereby show that they are working towards a high standard of governance. Principle three of the Code states that an effective board will provide good governance and leadership by working effectively both as individuals and as a team. The Code suggests that, in adhering to this principle, it is important to consider, amongst other things, the need to ensure the board is big enough to provide the skills and experience needed (by the organisation and its beneficiaries or stakeholders) but not so large that decision making becomes unwieldy.<sup>50</sup>
- 4.13 In September 2008, Cancer Research UK announced that it was cutting the number of trustees on its board from 20 to 12 and increasing the number of board meetings as part of its first governance review.<sup>51</sup> These changes, which were considered to make the organisation more compliant with the Good Governance Code, were supported by a number of commentators on the basis that a smaller board allowed for greater focus and more effective decision-making.<sup>52</sup> Research by Cornforth in 2001 revealed that the average size of a charity board in the UK was 9.5.<sup>53</sup>

### ***Boards in the education sector***

- 4.14 The size of school governing bodies for maintained schools ranges from a minimum of nine to a maximum of 20 people, except in voluntary-aided (VA) and qualifying foundation schools where the minimum size of the governing body is to be 10 and 11 respectively.<sup>54</sup> Generally speaking, within this

range, each governing body can adopt the model of its choice, providing it complies with a set of guiding principles prescribing which categories of governor must be represented on the governing body and what the level of representation is for each of the categories.

- 4.15 The 2010 Schools White Paper<sup>55</sup> stated that ‘Many of the most successful schools have smaller governing bodies with individuals drawn from a wide range of people rooted in the community ... Smaller governing bodies with the right skills are able to be more decisive, supporting the head teacher and championing high standards’.<sup>56</sup>
- 4.16 A May 2011 report by Carmichael and Wild found that traditional school governing bodies typically numbered between 15 and 30, but that it was ‘the widespread view of those [they] interviewed that 15 should be the upper limit and that boards should have 12 as a target number’. It was argued that this ‘would focus the chair and nominations committee on ensuring healthy competition and seeking to appoint candidates with broad and varied skills’. The authors went on to suggest that ‘greater size does not entail greater strategic success or efficiency; indeed the trend would suggest the opposite to be more commonly the case’.<sup>57</sup>

#### ***Boards or councils of professional regulators and oversight bodies***

- 4.17 In 2008, the Department of Health published a report from Niall Dickson on implementing those aspects of the *Trust, Assurance and Safety* White Paper relating to enhancing public confidence in the regulators of health professions. The report examined a range of literature on effective boards and decision making. It recommended that regulators should aim for councils that are made up of between 9 and 15 members, whilst recognising that some of the regulatory bodies might need to move incrementally towards this range.<sup>58</sup> In supporting this recommendation, it states that ‘a council cannot operate in a ‘board-like’ manner if it is too large, an issue reflected in a range of literature on effective boards and decision-making’.<sup>59</sup>
- 4.18 The mean size of the councils of the health professional regulators in Great Britain<sup>60</sup> overseen by CHRE<sup>61</sup> is currently 17, with an even split between public (lay) and professional members. The range varies from 24 (GDC and GMC) to 12 (GOC). The NMC told the Commons Health Select Committee that, in 2009, it was the first of the nine health professional regulators to restructure its governing Council, reducing its size from 35 elected to 14 independently appointed members. It said that it also took the opportunity to reduce and streamline the number of its committees resulting in a saving of £500,000. It added that it was actively considering reducing the size of its governing Council further to make it a more board like decision making structure.<sup>62</sup> CHRE’s own board has seven non-executives and one executive member.
- 4.19 In the legal services sector, the Legal Services Board (LSB) recently announced that the composition of the Board would be reduced from nine to seven non-executive members. David Edmonds, Chairman of the Board



said, 'I believe that we can operate at the same high level with a smaller Board'.<sup>63</sup>

## **5. Conclusions**

- 5.1 We have been asked whether there is a case for moving to smaller councils as a way of delivering more 'board like' and effective governance.<sup>64</sup> The size of the councils of the health professional regulators currently ranges from 12 to 24. From the experiences of CHRE and the literature we have come across, it seems reasonable to suggest that smaller boards, in the range of 8 to 12 members, are associated with greater effectiveness. This strongly indicates to us that a move to smaller councils across the health professional regulators would be possible without compromising effectiveness. It appears that smaller sized groups are able to communicate more effectively and reach decisions more quickly than larger ones. In addition, they are less likely to suffer from fragmentation and clique-formation and more likely to develop a culture of inclusiveness than their larger counterparts. Finally, since smaller boards struggle to involve themselves in issues that should be delegated to the executive, a smaller size helps them to focus their efforts on core governance issues.
- 5.2 There is an important shift in thinking required in the governance of regulatory bodies in moving away from the concept of representativeness in membership. Small boards cannot 'represent' all relevant constituencies or stakeholders nor should they attempt to do so. Rather boards should demonstrate the knowledge, understanding and awareness to properly take into account relevant interests, such as those of different groups of professionals or the different health systems in the UK, but they should not attempt to 'represent' them. There is a strong legacy from the move in recent years away from elected boards and it is CHRE's observation that some Council members of regulators still see themselves as bringing the perspective of a particular interest group to the board rather than being solely focused on effective governance in the interests of patients and the public.
- 5.3 In providing advice about council size, we are conscious that a balance needs to be struck. On the one hand, a board or council must have enough members to ensure that it has the necessary mix of skills and experience to carry out the various governance functions effectively, maintain credibility and have the necessary diversity of perspectives, bearing in mind that it can always ask for external specialist advice. On the other hand, it must not be so large that board or council meetings do not work effectively and the group cannot gel as a team. There is no single 'right' answer, but our experience suggests that a council of around 8 to 12 members<sup>65</sup> is likely to be most conducive to effectiveness.

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- <sup>64</sup> Whilst we have been asked about Council size rather than the size of Council meetings, it is worth noting that many of the advantages of smaller Councils will be lost if large numbers on non-board level executives are 'at the table' and the Chair is still managing a large group. Problems are also likely to occur if the balance between executives and non-executives at Council meetings becomes skewed, resulting in 'executive hegemony'. Whilst a small number of executives should be present and play an active role at board meetings, attention will be needed to ensure that the number non-member attendees does not overwhelm the number of Council members present.
- <sup>65</sup> These numbers refer only to those who are voting board members as defined by the organisation's constitution. In the case of health professional regulators and oversight bodies, this will usually be non-executives only, but if some executives are on the board as voting members (as with CHRE where the CEO is a voting board member) they will be included in this number.



## **Chris D. Roney, P.Eng., BDS, IntPE, FCAE, FEC, UE**

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January 17, 2019

5216 Bradford Road,  
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(613) 372-0924

Consulting Engineers of Ontario  
10 Four Seasons Place, Suite 405  
Toronto, ON  
M9B 6H7

Attention: Mr. Bruce Matthews, P.Eng.  
Chief Executive Officer

Dear Mr. Matthews,

As a former member of PEO Council and long-serving volunteer I am keenly aware of what I perceive as serious shortcomings in the governance structure at Professional Engineers Ontario that has the unfortunate consequence of leading to a lack of focus on the principal object of the association, which is to serve and protect the public interest through the regulation of professional engineering.

In my experience, which includes 26 years as a practicing professional engineer for whom the license is a very important requirement and obligation, 11 years as a member of PEO Council, and 9 years on the board of Engineers Canada, including serving as its President, I have come to cherish and respect the privilege of self-regulation of the engineering profession. I firmly believe that self-regulation can be the very best mechanism for serving the needs and expectations of society and for maintaining a healthy and progressive profession.

However, PEO's governance structure has resulted in a very dominant member-interest focus and culture on Council rather than the public-interest focus that the public should expect from a regulator. It has been my experience over the more than 20 years that I have been an active volunteer with PEO that the vast majority of Council's time is devoted to entirely non-regulatory matters.

Indeed, PEO Council, though well-meaning, has proven to be highly resistant and reluctant to demonstrate leadership on key, important, public-interest regulatory matters or to make the tough decisions that put the public interest ahead of their own members. From the failure to learn the lessons from Bill 124, to the reluctance to implement the recommendations from the Elliot Lake Inquiry, to the many questionable decisions being rendered from PEO's discipline hearings, it is clear that PEO Council has not been able to rise to the challenge of being a responsible regulator serving the public interest.

I hasten to recognize, however, that there is currently reason to be optimistic that PEO Council can change and turn this around. The current leadership, including President Dave Brown and Interim Registrar Johnny Zuccon, as well as PEO's senior staff leadership team, are to be commended for recognizing the issues and for taking bold action to try to re-focus Council on its regulatory obligations. I am very pleased to see that Council has taken the bold and positive step, under President Brown's leadership, of engaging an independent regulatory performance review of its culture and operations. It is so vitally important that Council understand the urgent need for

this review and be willing to make true and meaningful changes to its structure and culture that I'm certain will come from it.

I wish to voice my support to the leadership that Consulting Engineers of Ontario (CEO) has shown in bringing its very valid concerns forward to PEO Council and to the Attorney General. I concur with those concerns and I am very supportive of the independent Regulatory Performance Review.

My biggest concern at this time is that PEO Council will yet again fail to take meaningful action to address the shortcomings that the Review will, undoubtedly, uncover. This has happened before and must not be allowed to happen again.

Consequently, I support CEO's recommended motions that would extend the mandate of the independent review, would require transparency of its findings, and would ensure that Council acts to implement the review recommendations.

I have included a brief list of some of my personal experience that is particularly relevant to this issue as an appendix to this letter.

Sincerely,

Chris D. Roney, P.Eng.



**Attachment: Relevant Experience**

The following is a brief list of some of the experience that I, Chris Roney, have gained over the years through my involvement with PEO, its history, culture and governance.

1. I was on PEO Council at the time that OSPE was created and I was directly involved with its creation. I know that the intent at that time was to totally divest PEO of its advocacy and member services role and to focus exclusively on its regulatory mandate. This was the assurance that we gave the Attorney General at the time.
2. I was appointed to serve on the PEO-OSPE Joint Review Board (JRB) when it was created in November 2000. The JRB was established under the terms of the original agreement to create OSPE. Its purpose was to resolve disputes between PEO and OPSE on what matters constituted advocacy or member services and which were regulatory in nature. The JRB rendered a number of decisions, all in OSPE's favour, but PEO ultimately terminated it.
3. I provided leadership to the PEO task force that responded to the Elliot Lake Inquiry and I appeared as an expert before the inquiry roundtables that were established to assist Justice Belanger in the preparation of his recommendations. I personally assisted in the formulation of PEO's recommendations to the Inquiry, almost all of which were accepted by Justice Belanger. Unfortunately, PEO itself has largely failed to implement even its own recommendations.
4. I was on the Continuing Professional Development, Competence and Quality Assurance Task Force that was established to develop PEO's CPD plan. I originated the risk-based model that ultimately became PEAK. One of the recommendations from the Elliot Lake Inquiry was that PEO implement a mandatory system of CPD. With the PEAK model, PEO's system of CPD would be much more meaningful than the systems employed by the engineering regulators elsewhere since the level of CPD would be based on the risk to the public — an innovative and public interest based approach. Unfortunately, PEO Council has not had the political will to move forward to make it mandatory, despite the Elliot Lake Inquiry recommendation.
5. I chaired a national task force that studied the regulatory lessons to be learned from the Elliot Lake Inquiry in Ontario, the Charbonneau Commission in Quebec and the Mount Polley Tailings Dam failure in BC. I have presented my findings to all of the 12 engineering regulators in Canada and have made presentations at many of their AGM's to their license holders. It is important to note that the governments in both BC and Quebec have since stepped in and made significant changes to the system of governance for the engineering regulators in those two provinces. If PEO does not learn from this and make pre-emptive improvements then the same is very likely to happen here.
6. I have experience providing non-partisan strategic advice to the Ontario Government. I currently serve on the Ministry of Municipal Affairs and Housing's Building Advisory Council (BAC), and have since 2007. The BAC's role is to provide strategic advice to the Minister of Municipal Affairs and Housing on matters related to Building Regulation and the Ontario Building Code. I was a member of the MAH's Building Safety Technical Advisory Panel charged with advising the Ontario government with respect to two of the Elliot Lake Inquiry recommendations. I am also on the Technical Advisory Committee for Part 4 (Structural) of the Ontario Building Code.

7. As Past President of Engineers Canada I have had a high profile and gained extensive experience with the regulation of the engineering profession across Canada and abroad. I am an Internationally Registered Engineer, and I led Engineer's Canada's International Committee for a number of years before becoming President. I am licensed to practice Engineering in BC and am intimately familiar with the Professional Reliance review and new legislation that has recently been introduced there where the government has intervened in the governance of a number of self-regulators including Engineering. I am also licensed in Saskatchewan.
8. I have been awarded the Governor General's Sovereign's Medal for my two decades of "vision and leadership" of the engineering profession across Canada and internationally. I was also inducted as a Companion of the Order of Honour, PEO's highest award, again for my leadership and contributions to the engineering profession.
9. I was inducted into the Canadian Academy of Engineering as a fellow. The Canadian Academy of Engineering (CAE) comprises many of the country's most accomplished engineers, who have expressed their dedication to the application of science and engineering principles in the interests of the country and its enterprises. The Academy is an independent, self-governing and non-profit organization established in 1987 to serve the nation in matters of engineering concern. Again, the reason for my induction was related to my leadership and advancement of the engineering profession.
10. I am Chair of the Complaints Committee of PEO. This is one of the core regulatory functions of the Regulator with direct impacts on the protection of the public.
11. I served for 7 years as a Lieutenant Governor in Council Appointee to PEO Council. My appointment was not political as I have no ties to the former Liberal party who was in power when I was appointed.
12. I also served on the council of another regulator in Ontario as a public (lay) member of Council: The Association of Professional Geoscientists of Ontario.
13. I recently testified before the Senate Standing Committee on Transport and Communications on matters of engineering regulation as they held hearings on bill C-49 to amend the Transportation Modernization Act.
14. I am truly a practicing professional engineer. I carry out professional engineering every day and everything I do in my practice directly impacts public welfare. I place my seal on all final documents that I produce and take career-ending responsibility for my work. I am intimately and personally cognizant of what it means to be regulated in the public interest. I know that I must always place the public's interest over my own and over that of my clients. Simply put: I get it.

# Final Report:



# A vision for the future

Leading in Regulatory  
Governance  
Task Force



# Members of the Task force



**Evelyn Kerr, RN, Chair**



**Anne Coghlan, RN**



**Rob Lapper**



**Ella Ferris, RN**

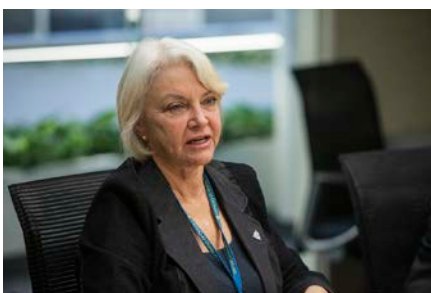


**Don McCreesh**



**Megan Sloan, RPN**

## Former Members



**Nancy Sears, RN**



**Angela Verrier, RPN**



# Table of Contents

Report	<b>4</b>
Recommendation	<b>5</b>
Conclusion	<b>10</b>
Attachment 1: Recommended Vision	<b>11</b>
Attachment 2: Governance Model	<b>21</b>
Attachment 3: Principles	<b>22</b>
Attachment 4: Governance review milestones	<b>23</b>



## Introduction

Council's Leading in Regulatory Governance Task Force is pleased to present its final report and recommendations to the College of Nurses of Ontario's Council.

When Council established the Task Force in December of 2014, it set out the following goal and purpose. These guided the Task Force throughout its work:

### Overall Goal:

The College is recognized as a leader in regulatory governance.

### Purpose:

- To conduct a proactive, objective, expert, best-practice and evidence-based review of all aspects of College governance.
- To seek new governance perspectives and approaches to enhance Council's excellence in governance.
- To engage Council in an informed conversation to determine what, if any, changes are needed to governance principles and processes, so that the College is recognized as a leader in regulatory governance.

The following informed the recommendations:

- a report of a point-in-time (Spring 2015) evaluation of Council governance by external governance expert, Cathy Trower;
- a review of academic studies about relevant aspects of governance and group dynamics;
- an review of trends and best practices in the governance of regulators around the world;
- a report of a survey of regulators about governance; and
- Council's input and insights provided at governance workshops.

The Task Force also learned about the unique nature of regulatory governance and about self-regulation. The regulatory literature that the Task Force reviewed reflected the changing nature of regulatory governance and of regulatory models. The underlying theme in all of these was that regulators must be proactive in order to strengthen public trust.

The participation of the profession in regulation is the core of self-regulation. The Task Force believes that Council needs to consider what is fundamental to self-regulation and what needs to change to maintain public trust in nursing regulation in Ontario.

Attachment 4 is a summary of the project timelines, reflecting Council's commitment to, and engagement in, this work.

When developing its recommendations, the Task Force did not limit its thinking to the project goal of "leading in regulatory governance." It was informed by the College's Strategic Plan, particularly the goal to build public trust, as well as the commitment to innovation and evidence-based approaches, which are integrated in the recommended governance vision.



## Recommendation:

1. That Council adopt the recommended vision: “Vision: The College of Nurses of Ontario’s Board of Directors for 2020” (attachment 1).

## Implementation recommendations:

1. That Council share the governance principles, vision, Task Force reports and supporting documents with government, the public, other regulators, nurses and other stakeholders to broaden the dialogue about the future governance of regulators of professions;
2. That, in June 2017, Council establish a working group of five Council members to work with Council to develop a plan for implementing the governance vision. The plan will include the communications and stakeholder engagement needed to build understanding of and support for the vision to enhance the likelihood that the needed legislative change will happen in 2020; and
3. That the working group’s terms of reference include working with Council to identify changes to advance the governance vision that can take place before legislative change, and developing an action plan to support implementing those changes.

### **Recommendation 1: That Council adopt the recommended vision: “Vision: The College of Nurses of Ontario’s Board of Directors for 2020” (attachment 1).**

Implementing this vision for governance will equip the board to support the College in meeting its strategic vision of leading in regulatory excellence and further the College’s public interest mandate.

The Task Force has identified an integrated vision rooted in the evidence, best practice in regulatory governance and input from Council. The Task Force considered presenting Council with options, but agreed unanimously that its task was to prepare a vision recommendation that was informed by evidence and best practice. Attachment 2 is a model illustrating this vision.

In a June 2016 workshop, Council discussed the building blocks of the vision. The Task Force presented each vision element along a continuum within which Council identified the optimal position. To support its discussions, Council was provided with evidence and information on trends in regulation. At this discussion, Council supported having a small Council, equal public and nurse members, and directors (board members) and committee members having the competencies needed to fulfil their roles. The Task Force developed a model as a result of evidence, best practices and Council’s feedback from this meeting, and presented it to Council in September 2016.

In September 2016, when exploring the model Council flagged some issues. Every member of the Task Force participated in that workshop and listened carefully to the issues raised. The Task Force reviewed the evidence and best practice, explored emerging practices and requested additional information before defining the recommended vision. The vision includes many aspects of the model discussed by Council in September. It also includes changes made as a result of Council’s feedback.





## Diversity

An issue raised by Council was whether a board of 12 members — 6 public and 6 nurses — would have the needed diversity. With this integrated model, the Task Force believes that diversity will be strengthened in several ways:

- An emerging practice in governance is advisory groups that are established by the board to bring different perspectives. They report directly to the board. For the College, these groups can be made up of consumers, nurses from different practice sectors (e.g. remote/ marginalized, community, long-term care), different aspects of practice (e.g. clinical, education), members of other professions, or a combination. It would be up to the board at any time to consider the gaps in its perspectives based on the issues under consideration. The board would identify the needed advisory groups and what it needed from a specific group.
- Appointment rather than election of board members supports diversity. For example, our current electoral system is based on regions, and while there are two northern regions, they do not guarantee that the unique needs of remote and rural patients are considered. Usually, candidates from the large teaching hospitals in the north are elected. In an appointments process, the board can identify and seek nurses who work with specific types of patients, such as a nurse who works with high risk communities
- A small board intentionally structured to bring different perspectives, composed of members possessing governance competencies, and provided with additional perspectives through feedback from Advisory Groups and stakeholder engagement, will be able to raise and discuss these diverse perspectives more effectively.

## Appointment of Board members

At the September 2016 governance workshop, divergent views were expressed about moving from election to appointment of board members. In particular, some Council members stated that the election is an opportunity for nurse engagement and that nurses and the public could perceive appointments as less transparent.

The Task Force weighed this input, including data on member engagement in the election and the committee appointments process. The data shows that fewer than 15% of members vote in the Council election. While 10 to 20 candidates stand for election each year, over 100 usually volunteer to serve on a statutory committee.

The Task Force believes better, more appropriate mechanisms exist for member engagement, such as advisory groups, consultations and a more engaging quality assurance program.

A theme in the literature about regulatory governance is that electing professional members to regulatory boards sets up a conflict of expectations. This was clearly identified in the Trends in Regulatory Governance document and was flagged by Richard Steinecke in *Will the Real Public Interest Please Stand Up*. Regulatory board members serve the public, not the profession. An election process sets up an expectation of, and perception of, a representational role.

In addition to the concern about the misperceptions created by an election, the following informed the Task Force as it weighed whether to recommend continuing with electing members of the board following a competency screen or moving to an appointment process:





- In September, Council expressed concerns regarding ensuring diversity of perspectives on the board. While the election process can be enhanced through a competency screen, once the candidate passes that bar, there is no ability to screen for a needed perspective or area of practice. This was highlighted in more detail earlier.
- Council has identified the importance of succession planning to effective governance. An appointments process supports succession planning; an election process does not.
- Public members currently are appointed. The Task Force is recommending that in the future they be appointed based on competencies.

The Task Force believes that all members should come onto the board in the same way. Doing so builds mutual respect as each member has met the same expectations and gone through the same process to join the board.

- As part of the implementation process, a robust, objective and transparent recruitment and appointments process would be developed by Council. This process could be piloted for the appointment of committee members, evaluated and further refined. A competency screen could be developed for people seeking to serve on the board. It could be tested as a pre-screen for the election and further refined in anticipation of legislative change and a move to the appointment process.
- To further strengthen the outcome of an appointments process, the Task Force is also recommending having a “boot camp” for people interested in participating on the board or committees. This idea was raised in the October 2016 issue of Grey Areas, “Screening Committee Members,” where it was suggested that the appointment of committee members should be competency based. The boot camp would support potential board and committee members understanding the voluntary roles they are considering and the requirements needed to serve. It would mean that once appointed, they would begin the orientation process with a basic understanding of the roles and expectations.

## Role of the Governance Committee

The last issue raised at the workshop that the Task Force will address is the view that the Governance Committee, as envisioned in the model presented in September, was too powerful. The perspective was that another Executive Committee was being created. That input gave the Task Force an opportunity to rethink the role of the Governance Committee. In the proposed vision, the functions initially proposed for the Governance Committee are split as follows:

- A Nominating Committee will recommend appointments for directors and committee members who are not directors, and address succession planning for those roles. To bring broad perspectives, the committee will include directors and individuals who are not directors.
- The Governance Committee — made up of directors — will support the board in remaining attentive to changes in governance, steer evaluation processes, support the board in identifying the competencies, and recommend the appointments of board and committee leadership.

The Task Force also recommends that the terms of reference for both of these committees — which will be determined by Council — include requirements for ongoing engagement of the full board in their work.



**Implementation Recommendation 1: That Council share the governance principles, vision, Task Force reports and supporting documents with government, the public, other regulators, nurses and other stakeholders to broaden the dialogue about the future governance of regulators of professions.**

Government and other regulators have expressed considerable interest in the work being done by Council on governance. The Task Force is recommending releasing all the information generated by the review in order to support the ongoing dialogue about regulatory governance in Ontario and elsewhere.

The Task Force believes that releasing its reports, the literature review, trends in regulatory governance and report of the survey of regulators will support achieving two of the objectives from the Strategic Plan:

- **Advancing the use of CNO knowledge:**

The significant resources the College developed to support the Task Force and Council in working through the governance issues are relevant to government and other regulators. Sharing this information will provide all stakeholders with evidence that supports the governance dialogue.

- **Leading in regulatory innovation:**

Sharing the supporting materials will provide leadership to others exploring governance issues and will lead transformative change. For example, The Advisory Group for Regulatory Excellence has already made a commitment to reviewing governance, and the Ministry of Health and Long-Term Care has identified governance as part of its project to modernize the health professions. By sharing this information, the Council will provide leadership to the exploration of new regulatory governance approaches in Ontario.

In addition, releasing the Task Force's reports as well as the briefing materials supports transparency, which is one of Council's governance principles.

**Implementation Recommendation 2: That, in June 2017, Council establish a working group of five Council members to work with Council to develop a plan for implementing the governance vision. The plan will include the communications and stakeholder engagement needed to build understanding of and support for the vision to enhance the likelihood that the needed legislative change will happen in 2020.**

The Task Force recognizes that governance change will not happen immediately. Many of the proposed changes require legislative change. Some are a change from the current regulatory paradigm. For example, the proposal in the vision that the board be half public and half nurses is different from the current constitution of the councils of Ontario health regulators, where there is a small majority of nurses on all councils.

The Task Force recommends that Council establish a working group of Council members to develop a plan to be ready to implement the vision in 2020. This would mean proposing legislative change to government in 2019.

The Working Group's terms of reference will be determined by Council and explicitly include the requirement that it does its work in collaboration with the full Council.



Governance is the board's business and the board needs to be engaged in, and directing, the process at all times.

The suggested timing of appointing the working group in June of 2017 is to give time for Council to review and provide input into terms of reference and decide how members will be selected in March of 2017, and to appoint the members in June of 2017.

The Task Force believes it is important to engage stakeholders, including other health regulators and government, in order to achieve the vision. In addition to releasing the Task Force materials, the Task Force suggests developing a communications and engagement plan that includes the President and Executive Director sharing Council's work with other health regulatory Councils, nursing stakeholders and government.

**Implementation Recommendation 3: That the working group's terms of reference include working with Council to identify changes to advance the governance vision that can take place before legislative change, and developing an action plan to support implementing those changes.**

The Task Force believes that several aspects of the vision can be implemented before legislative change and have a positive impact on governance. The Task Force notes that Council has already implemented a number of changes in how it works and believes this should continue.

The following might be considered for implementation before legislative change:

- Establish one or more Advisory Groups: perhaps starting with a pilot of a consumer advisory group in late 2017/early 2018;
- Pilot test competency-based appointments using committee member appointments:
  - identify competencies needed for statutory committees and add collection of information needed to assess competencies in a computer app to be used in the fall of 2017 for the 2018–2019 appointments;
  - establish a rigorous, fair and objective appointments process to be pilot tested with the committee member appointments in late 2018 for the 2019–2020 appointments.
- To ensure the public's confidence that the College's Council and committees are focused solely on the public interest, conflict-of-interest provisions for Council and committee members need to be reviewed to ensure they remain appropriate and consistent for today's high scrutiny environment.
- Develop "boot camp" programs for those seeking election to Council and those seeking appointment to statutory committees so they understand the College's mandate and the expectations for the role.
- Develop and implement an evaluation framework that includes evaluation of Council meetings, self and peer evaluation of Council members and an evaluation of Council effectiveness carried out by an external expert every three years.



## Conclusion

In 2014, Council began a journey to advance regulatory governance. It was done with foresight and to support the College’s vision of being a leader in regulatory excellence. This report is not the end of that journey — it is a fork in the road. As Cathy Trower said in her assessment report: “Good governance is a journey”. The Task Force proposes that good governance is a journey without end.

Adopting the recommended vision of the Task Force means that Council and future College of Nurses boards will always be attentive to governance.

The Task Force appreciates the opportunity to have participated in your journey.

It took courage to bring outside eyes and outside perspectives to examine your processes. It took courage and foresight to empower the Task Force with such a broad mandate.

Council and staff have already changed how governance at the College works. We have seen this at the governance workshops that we attended where there was so much engagement and thoughtful dialogue.

The Task Force recognizes that it is recommending transformative change and it will take time to fully implement. It will be dependent on the government making changes to the paradigm for regulatory governance in the province. We have heard that the government has an appetite for that change. While the major changes being recommended in the vision will take time to be implemented, many other measures can be taken in the interim to continue Council’s never-ending governance journey.

## Attachments

1. Recommended Vision: The College of Nurses of Ontario’s Board of Directors for 2020
2. Governance Model
3. Governance Principles
4. Governance Review Milestones

## Other Resources

[Governance Literature Review](#)

[Trends in Regulatory Governance](#)

[Survey: Jurisdictional Governance Review](#)



# Recommended Vision: The College of Nurses of Ontario's Board of Directors in 2020

## Introduction

In 2014, Council established the Leading in Regulatory Governance Task Force and charged it with developing recommendations that would position Council as a leader in regulatory governance.

The recommended governance vision is designed to put in place an integrated governance model that will move from a council to a board of directors model. The vision acknowledges the value of the input nurses bring to the board, while building the public's trust that the board is focused on the public's needs and interests by moving to equal public and nurse membership. It is designed to position the board as a leader in regulatory governance and support the College in achieving its strategic vision of leading in regulatory excellence.

The Task Force identified this vision after completing a two-year journey that included:

- ongoing engagement with Council;
- reviewing a point-in-time assessment of Council governance that was conducted by an external governance expert (Cathy Trower);
- considering an extensive examination of peer-reviewed academic literature about governance and group dynamics;
- considering a comprehensive report on trends and best practices in the governance of organizations that regulate professions; and
- reviewing the results of a survey of other regulators about their governance practices.

## Governance Vision for 2020:

With a commitment to the public, the College of Nurses of Ontario's board of directors (the board) will govern the regulation of the nursing profession in accordance with:

- the College's regulatory mandate as set out in Ontario's health regulatory legislation; and
- the governance principles approved by the board.

A small governing board made up of an equal number of public and nurse members - with all members having the needed governance competencies, appropriate conflict of interest provisions and ongoing education and evaluation - will be able to meet the governance principles and the changing expectations of society. It will be, and will be seen to be, a proud protector of the public.



The following is the detailed vision for governance of the College of Nurses of Ontario beginning in 2020:

<b>Components of recommendation</b>	<b>Evidence/rationale</b>	<b>Principles</b>
<p><b>Size</b></p> <ul style="list-style-type: none"> <li>▪ The board will have 12 members (see page 13 for composition)</li> <li>▪ An Executive Committee will no longer be needed.</li> <li>▪ The board will be small enough to engage in generative discussions with contributions from all members who together provide a balance of the needed competencies and diversity.</li> <li>▪ The addition of advisory groups (e.g. consumer, educator, clinician) and a stakeholder engagement approach will ensure diverse input on issues the board will consider.</li> </ul>	<ul style="list-style-type: none"> <li>▪ Evidence about board governance and group dynamics shows that:           <ul style="list-style-type: none"> <li>▸ small boards (e.g. 6 to 9) make more-effective decisions. The proposed size of 12 is a compromise recognizing the need to include both nurse &amp; public on a regulatory board.</li> <li>▸ a smaller board fosters input from all directors and makes it more comfortable for individual directors to speak up.</li> <li>▸ “social loafing” occurs with larger boards, meaning not all perspectives are on the table.</li> <li>▸ regulatory governance is moving away from large, representative elected boards to smaller, competency based appointed boards.</li> </ul> </li> <li>▪ With a small board, an Executive Committee is not needed. Having an Executive Committee is no longer seen as good governance practice</li> <li>▪ Council members provided feedback, starting with the Cathy Trower review, that           <ul style="list-style-type: none"> <li>▸ size is an issue in relation to effective discussion.</li> <li>▸ smaller groups work better [the Task Force believes this is valid experiential evidence].</li> <li>▸ they would prefer to discuss issues in small groups as they feel more able to participate in those circumstances [this is not congruent with the legislative requirements for open meetings and the principle of transparency].</li> </ul> </li> </ul>	<p><b>Accountability</b></p> <ul style="list-style-type: none"> <li>▪ A small board will not require an Executive Committee.</li> <li>▪ The board will have full accountability for its agenda and decisions.</li> <li>▪ Every member will be expected to participate.</li> <li>▪ Individual directors will carry the expectation for personal accountability.</li> </ul> <p><b>Adaptability</b></p> <ul style="list-style-type: none"> <li>▪ A small board will enable the group to come together quickly to respond to emerging issues.</li> </ul> <p><b>Diversity</b></p> <ul style="list-style-type: none"> <li>▪ Evidence shows that with a small board all members participate and as a result, diversity of perspectives is more likely to be gained.</li> </ul>



Components of recommendation	Evidence/rationale	Principles
<p><b>Composition</b></p> <ul style="list-style-type: none"> <li>▪ The board will have equal numbers of public and nurse members (including at least 1 RN, 1 RPN, 1 NP).</li> </ul>	<ul style="list-style-type: none"> <li>▪ This composition:               <ul style="list-style-type: none"> <li>▸ is the direction in regulation internationally as it reinforces public confidence that the board is focused on the public and not on professional interests.</li> <li>▸ reflects the board's commitment to the public interest and confirms the value of nurses' expert input.</li> <li>▸ is the best compromise between public trust and maintaining professional expertise in regulation (self-regulation).</li> </ul> </li> <li>▪ A board of equal public and nurse members will be seen to be impartial and not controlled by the profession.</li> </ul>	<p><b>Independence</b></p> <ul style="list-style-type: none"> <li>▪ A board made up of equal numbers of nurse and public directors will facilitate both professional and public input into governance decisions.</li> </ul> <p><b>Integrity</b></p> <ul style="list-style-type: none"> <li>▪ A board made up of equal numbers of nurse and public directors will maintain, and be seen to maintain, its regulatory integrity through its focus on the public interest.</li> </ul>
<p><b>Competency based</b></p> <ul style="list-style-type: none"> <li>▪ Directors will be selected based on having the competencies (knowledge, skills and attitude) needed for the role.</li> <li>▪ Individual directors will have competencies required: governance, leadership and regulation (protecting the public interest), and analytic, strategic and creative thinking.</li> <li>▪ Individual directors will have a commitment to the public interest and a passion for nursing regulation.</li> <li>▪ The board will have the ability to balance innovation and risk.</li> </ul>	<ul style="list-style-type: none"> <li>▪ Literature supports competency-based boards.</li> <li>▪ A move to competency-based boards is a trend in regulatory governance, as well as in other sectors.</li> <li>▪ Roles, responsibilities and expectations for boards and directors are rapidly changing and expanding. Directors will need specific competencies to meet these expectations.</li> <li>▪ Public confidence will be enhanced if skills and competencies on the board are transparent.</li> </ul>	<p><b>All</b></p> <ul style="list-style-type: none"> <li>▪ Having all directors with the needed competencies and attributes will support the board to meet all of the principles.</li> </ul>





Components of recommendation	Evidence/rationale	Principles
<p><b>Competency-based application and appointments process</b></p> <ul style="list-style-type: none"> <li>▪ Board, statutory and standing committee members, and board and committee leadership are all appointed by the board based on competencies</li> <li>▪ A transparent, open appointments process will be developed by the board, including structure and terms of reference of a Nominating Committee (composed of directors and non-directors) that would recommend appointments of board and committee members and of a Governance Committee to recommend the competencies and board and committee leadership.           <ul style="list-style-type: none"> <li>▸ Attendance at a “boot camp” for individuals interested in applying for appointment will be required.</li> <li>▸ All applications will be reviewed by the Nominating Committee.</li> </ul> </li> <li>▪ Each year the board will review the criteria for appointment, including addressing any specific needs for the coming years.</li> <li>▪ The board will identify the needed checks and balances in the process to promote appropriate succession and ensure the needed competencies are in place.</li> <li>▪ Reappointments to all positions will be based on meeting role expectations as evidenced by director evaluation and peer feedback.</li> </ul>	<ul style="list-style-type: none"> <li>▪ It is not the role of regulatory directors to represent the electorate. However, there is evidence in the regulatory literature that election of members of a regulatory board sets up an inherent conflict and potential misunderstanding of the role among members of the profession who believe they are being represented. The public may also believe that an election means representation and that the nurse members of Council are there to represent nurses and not serve the public.</li> <li>▪ Appointment allows the board to consider specific needs for the board at a given time and to identify the competencies and backgrounds needed to meet those needs.</li> <li>▪ Appointment is a way of ensuring diversity of perspectives.</li> <li>▪ Council has flagged the importance of succession planning: as confirmed in Cathy Trower’s report. Election does not support succession planning, while appointment does.</li> </ul>	<p><b>Competence</b></p> <ul style="list-style-type: none"> <li>▪ Appointment based on competencies will allow the board to build and maintain a strong, competent group to support evidence-informed, public focused decision-making.</li> </ul> <p><b>Diversity</b></p> <ul style="list-style-type: none"> <li>▪ Appointment will allow the board to ensure that it will have the needed diversity of perspectives and skills.</li> </ul> <p><b>Independence</b></p> <ul style="list-style-type: none"> <li>▪ An appointed board will be, and be perceived to be, independent of influence by voters, who may be seen to have a professional interest.</li> </ul> <p><b>Transparency</b></p> <ul style="list-style-type: none"> <li>▪ Transparency will be supported by           <ul style="list-style-type: none"> <li>▸ clear and public criteria for appointment</li> <li>▸ an open process to volunteer to serve</li> <li>▸ an objective and fair process for reviewing candidates, and</li> <li>▸ a clear rationale for the selection of directors and leadership, including communication with the individuals who were not selected.</li> </ul> </li> </ul>





Components of recommendation	Evidence/rationale	Principles
<p><b>Chair and Vice-Chair</b></p> <ul style="list-style-type: none"> <li>▪ Effective leadership will be characterized by:               <ul style="list-style-type: none"> <li>▸ The Chair and Vice-Chair having the leadership competencies identified by the board.</li> <li>▸ Appointment/succession being recommended by the Governance Committee and approved by the board</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>▪ Selection of board leadership is consistent with competency-based appointment.</li> <li>▪ Selection of board leaders based on leadership competencies vs professional designation will support strong leadership.</li> <li>▪ A succession plan will build and maintain strong leadership.</li> </ul>	<p><b>Accountability</b></p> <ul style="list-style-type: none"> <li>▪ The board will have accountability for setting the leadership competencies and a succession plan.</li> </ul> <p><b>Competence</b></p> <ul style="list-style-type: none"> <li>▪ Selecting the best and most competent leaders will support the board in meeting this principle.</li> </ul> <p><b>Transparency</b></p> <ul style="list-style-type: none"> <li>▪ How and why members were appointed as chair and vice-chair will be clear to all members of the board.</li> </ul>
<p><b>Director and board development</b></p> <ul style="list-style-type: none"> <li>▪ Each director will be supported in understanding and meeting their role expectations and accountabilities.</li> <li>▪ Participation in a “boot camp” (see page 7) during the appointment process will ensure applicants understand the needed competencies and the regulatory and governance roles and commitments.</li> <li>▪ Orientation and ongoing development will be expected.</li> <li>▪ Continuous learning will be part of the board culture.</li> </ul> <p>Directors will be well supported in informed decision-making</p> <ul style="list-style-type: none"> <li>▪ Decision-support materials will be evidence informed.</li> <li>▪ Staff will provide regulatory expertise, as needed.</li> <li>▪ Advisory Groups will be constituted by the board to help inform the board on views across the profession and the public.</li> </ul>	<ul style="list-style-type: none"> <li>▪ In assessing Council governance, Cathy Trower recommended strong orientation and ongoing education.</li> <li>▪ Orientation and ongoing education:               <ul style="list-style-type: none"> <li>▸ are best practices in governance.</li> <li>▸ build on the learning from the boot camp prior to appointment to the board.</li> </ul> </li> <li>▪ Ongoing education was identified as a priority in the September 2015 Council workshop on culture.</li> <li>▪ The board needs knowledge to keep changing and adapting as the expectations and evidence of what is good governance evolves.</li> </ul>	<p><b>All</b></p> <ul style="list-style-type: none"> <li>▪ Having all directors with a sound foundation through orientation and ongoing education and the briefing materials needed to support informed decision-making will support all directors in meeting the governance principles.</li> </ul>



Components of recommendation	Evidence/rationale	Principles
<p><b>Evaluation of Board and Directors</b></p> <ul style="list-style-type: none"> <li>▪ Good governance will be recognized as a journey.               <ul style="list-style-type: none"> <li>▸ The performance bar on the board and individual directors will keep rising.</li> </ul> </li> <li>▪ The board will constantly improve through:               <ul style="list-style-type: none"> <li>▸ A Governance Committee that will support the board in meeting its commitments to strong governance.</li> <li>▸ Ongoing meeting, self-evaluation, peer feedback and board evaluation to support continuous improvement.</li> <li>▸ An evaluation of governance effectiveness by an external expert every 3 years, with the results being publicly available. This will also support continuous improvement and public accountability.</li> </ul> </li> <li>▪ Terms of reference for the Governance Committee will be developed by Council as part of the implementation plan and will include provisions for ongoing board engagement in its processes.</li> </ul>	<ul style="list-style-type: none"> <li>▪ A commitment to governance, championed by the Governance Committee together with the board, and supported by strong evaluative and ongoing improvement processes, will ensure that the board maintains its commitment to leading in regulatory governance.               <ul style="list-style-type: none"> <li>▪ The board needs to continually improve to meet changing expectations.</li> <li>▪ The board will identify competencies.                   <ul style="list-style-type: none"> <li>▸ The evaluation processes will measure if specific competencies meet the board's changing needs.</li> </ul> </li> </ul> </li> <li>▪ Evaluation will identify gaps, help to identify the Advisory Groups needed, and support succession planning.</li> </ul>	<p><b>Accountability</b></p> <ul style="list-style-type: none"> <li>▪ Evaluation will allow the board to measure whether it is meeting its public interest mandate and will allow directors to determine if they are meeting their duties while identifying opportunities for improvement.</li> <li>▪ An external evaluation will allow the board to report to stakeholders including the Ministry and the public about how it is meeting its accountability for regulating nursing in the public interest.</li> </ul> <p><b>Competence</b></p> <ul style="list-style-type: none"> <li>▪ One indicator of the competence principle is: We evaluate our individual and collective knowledge and skills in order to continuously improve our governance performance.</li> </ul> <p><b>Transparency</b></p> <ul style="list-style-type: none"> <li>▪ Conducting oral evaluations of board meetings in the open board supports transparency, as does sharing the results of external evaluations.</li> </ul>



Components of recommendation	Evidence/rationale	Principles
<p><b>Role clarity of board and statutory committees</b></p> <ul style="list-style-type: none"> <li>▪ The roles, responsibilities, expectations and accountabilities of the board and statutory committees will be clearly stated and differentiated.</li> </ul>	<ul style="list-style-type: none"> <li>▪ Mandates are unique and require different competencies for governance and statutory decision-making.</li> <li>▪ The board sets policies and the statutory committees apply them with respect to individual members and those seeking to become nurses in Ontario.</li> <li>▪ Separation of board and statutory committee functions is a trend in regulation in other jurisdictions.</li> <li>▪ Independence: The group that sets policy should not be making statutory decisions. There is a potential to bring bias and perceptions of bias from the board to statutory committees and vice versa.</li> </ul>	<p><b>Accountability</b></p> <ul style="list-style-type: none"> <li>▪ Reporting mechanisms will ensure that statutory committees are accountable to board and public for fulfilling their statutory mandates.</li> </ul> <p><b>Competence</b></p> <ul style="list-style-type: none"> <li>▪ Directors and members of statutory committees will be specifically selected through a board-approved process to ensure they have the competencies needed to fulfil their respective roles.</li> </ul> <p><b>Independence</b></p> <ul style="list-style-type: none"> <li>▪ Having no directors on statutory committees will enhance the perception of the independence of those committees.</li> </ul>



Components of recommendation	Evidence/rationale	Principles
<p><b>Statutory committees</b></p> <ul style="list-style-type: none"> <li>▪ Statutory committee members will be appointed by the board on the recommendation of the Nominating Committee.</li> <li>▪ Statutory Committee chairs will be appointed by the board on the recommendation of the Governance Committee.</li> <li>▪ The board will appoint all statutory committee members and Chairs based on competencies required to fulfil the statutory committees' mandates and on the background needed for the specific committee.</li> <li>▪ Statutory committees will be composed of non-directors.</li> <li>▪ Statutory committees will report to the board on their legislated mandates.</li> </ul>	<ul style="list-style-type: none"> <li>▪ The work of statutory committees is different from that of the governing board, and therefore the competencies and attributes needed for these two distinct roles are different.</li> <li>▪ The board's commitment to excellence in regulation requires having the right person with the right competencies and attributes doing the right work.</li> <li>▪ With separate board and statutory committee members, individuals can develop expertise in specific roles.</li> <li>▪ As members will not move back and forth between the detailed statutory committee role and the broad governing board role, there will be no role confusion.</li> <li>▪ The risk of conflict from being both a board and statutory committee member is eliminated.</li> <li>▪ Statutory committee members will gain an appreciation for the regulatory mandate, and some may ultimately seek to join the board if they have the needed governance competencies.</li> </ul>	<p><b>Accountability</b></p> <ul style="list-style-type: none"> <li>▪ Reporting mechanisms will ensure that statutory committees are accountable to the board and the public for fulfilling their statutory mandates.</li> </ul> <p><b>Competence</b></p> <ul style="list-style-type: none"> <li>▪ Members of statutory committees will be specifically selected to have the competencies needed to fulfil their roles.</li> </ul> <p><b>Independence</b></p> <ul style="list-style-type: none"> <li>▪ Having no directors on statutory committees will enhance the perception of the independence of those committees from the College.</li> </ul>

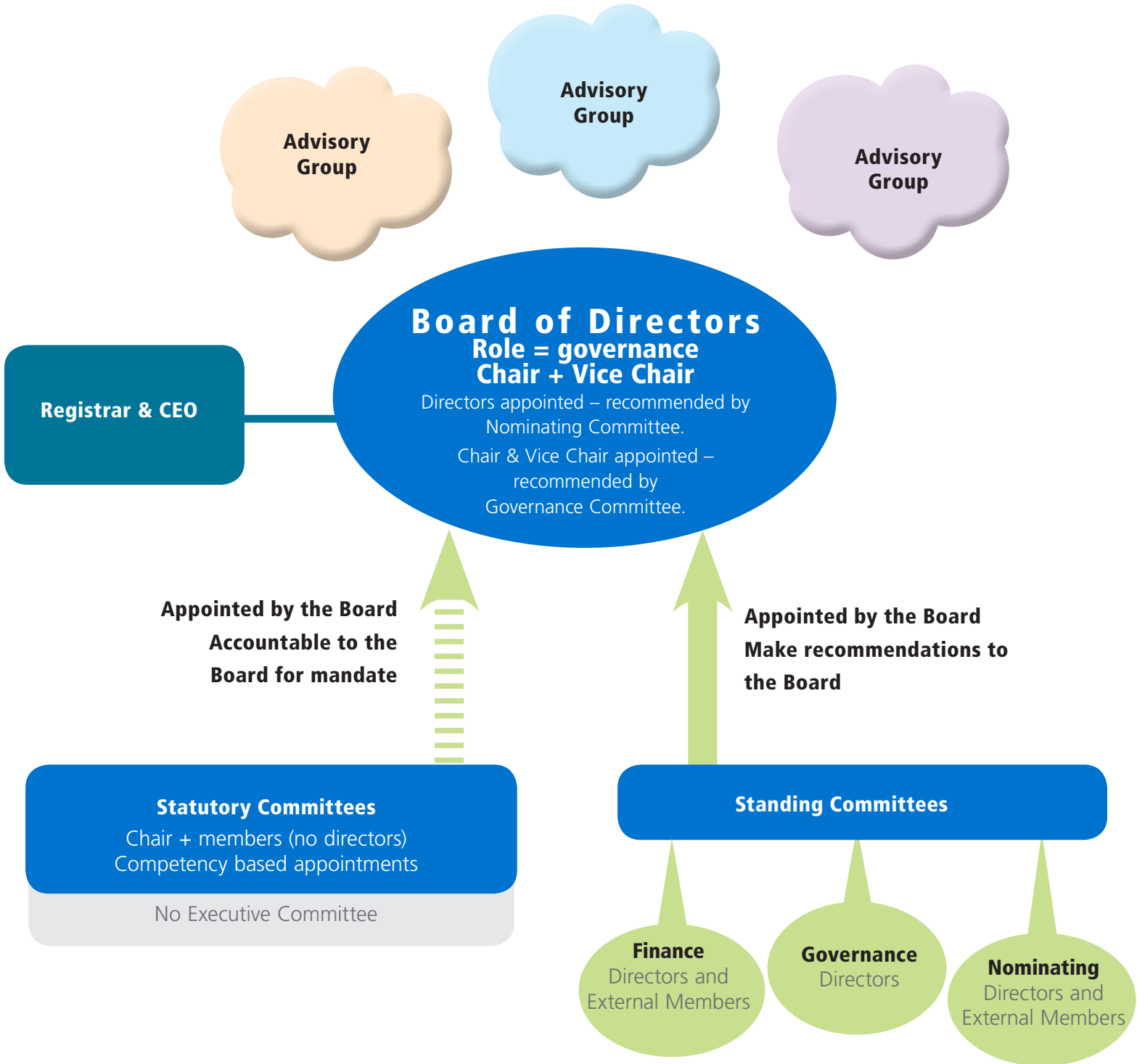


Components of recommendation	Evidence/rationale	Principles
<p><b>Standing Committees</b></p> <ul style="list-style-type: none"> <li>▪ There will be two new standing committees: Governance and Nominating</li> <li>▪ Terms of reference for those committees will be developed by Council and will include provision for ongoing Council input into the work of the committees</li> <li>▪ The Governance and Nominating committees will have roles in the appointment of directors, committee members and board and committee leadership</li> </ul>	<ul style="list-style-type: none"> <li>▪ It is good practice to pay ongoing attention to governance. A Governance Committee, working with the board, will ensure that attention is paid to changing practices and expectations.</li> <li>▪ The Governance and Nominating committees will ensure effective, competency based appointments (see appointments on page 6)</li> <li>▪ The Governance Committee will support evaluation processes (see page 7.)</li> </ul>	<p><b>Accountability</b></p> <ul style="list-style-type: none"> <li>▪ Reporting mechanisms will ensure that statutory committees are accountable to the board and the public for fulfilling their statutory mandates.</li> </ul> <p><b>Competence</b></p> <ul style="list-style-type: none"> <li>▪ Members of statutory committees will be specifically selected to have the competencies needed to fulfil their roles.</li> </ul> <p><b>Independence</b></p> <ul style="list-style-type: none"> <li>▪ Removing directors from statutory committees will enhance the perception of the independence of those committees from the College.</li> </ul> <p><b>All</b></p> <p>Having committees focusing on governance processes will support the board in meeting all governance principles.</p>



Components of recommendation	Evidence/rationale	Principles
<p><b>Terms of office</b></p> <ul style="list-style-type: none"> <li>▪ Directors:               <ul style="list-style-type: none"> <li>▸ 3-year term</li> <li>▸ 2-term maximum</li> </ul> </li> <li>▪ Leadership roles (Chair, Vice-Chair, Committee Chairs):               <ul style="list-style-type: none"> <li>▸ 1-year term with one possible reappointment</li> <li>▸ A 1-year term extension on the board is provided for a Chair to serve a second term if the Chair has reached the maximum 6 years of service term on the board</li> </ul> </li> <li>▪ Committee members:               <ul style="list-style-type: none"> <li>▸ 3-year term</li> <li>▸ 2-term maximum</li> </ul> </li> <li>▪ Reappointments will be made within term limits and based on meeting role expectations</li> </ul>	<ul style="list-style-type: none"> <li>▪ Terms of office will ensure appropriate transition and succession.</li> <li>▪ Appointment rather than election ensures that strong directors are retained and those with new perspectives regularly join the board.</li> <li>▪ Provisions for a 1-year extension for the Chair will provide for maintenance of effective leadership.</li> <li>▪ Separating statutory committees and governance allows individuals to serve a maximum of four terms on the board and committees (current limit is three terms).</li> </ul>	<p><b>Competence</b></p> <ul style="list-style-type: none"> <li>▪ Term limits support bringing needed new competencies and backgrounds to the board.</li> </ul> <p><b>Diversity</b></p> <ul style="list-style-type: none"> <li>▪ Regular change allows for new perspectives to be brought to the table.</li> </ul>
<p><b>Funding governance processes</b></p> <ul style="list-style-type: none"> <li>▪ The College will be accountable for funding the governance and statutory processes.</li> <li>▪ Since all directors and committee members will be required to meet specific competencies and assessed against those competencies:               <ul style="list-style-type: none"> <li>▸ all directors will receive the same honorarium; and,</li> <li>▸ all committee members will receive the same honorarium.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>▪ There has been feedback from Council that the unequal remuneration of nurse and public directors is unfair.</li> <li>▪ Equal pay for equal work is a fundamental societal value.</li> </ul>	<ul style="list-style-type: none"> <li>▪ All principles will be supported by having a board where directors feel treated as equals.</li> <li>▪ Equal compensation will allow the College to draw from a broader pool, including individuals in active employment.</li> </ul>

# Governance Model



## FOUNDATION

Public Interest  
Mandate

Governance  
Principles

Evidence  
Informed

Continuous  
Improvement

# Governance Principles

Council is individually and collectively committed to regulating in the public interest in accordance with the following principles:



## Accountability

- We make decisions in the public interest
- We are responsible for our actions and processes
- We meet our legal and fiduciary duties as directors

## Adaptability

- We anticipate and respond to changing expectations and emerging trends
- We address emerging risks and opportunities
- We anticipate and embrace opportunities for regulatory and governance innovation

## Competence

- We make evidence-informed decisions
- We seek external expertise where needed
- We evaluate our individual and collective knowledge and skills in order to continuously improve our governance performance

## Diversity

- Our decisions reflect diverse knowledge, perspectives, experiences and needs
- We seek varied stakeholder input to inform our decisions

## Independence

- Our decisions address public interest as our paramount responsibility
- Our decisions are free of bias and special interest perspectives

## Integrity

- We participate actively and honestly in decision making through respectful dialogue
- We foster a culture in which we say and do the right thing
- We build trust by acting ethically and following our governance principles

## Transparency

- Our processes, decisions and the rationale for our decisions are accessible to the public
- We communicate in a way that allows the public to evaluate the effectiveness of our governance





# Governance Review Milestones

What's been done?	
September 2014	Governance review approved in principle by Council
December 2014	Scope and terms of reference for an evidence and expert informed governance review set by Council.
February 2015	Cathy Trower of Trower and Trower commissioned to undertake a review of current governance and identify opportunities for improvement.
March 2015	Expert Leading in Regulatory Governance Task Force appointed by Council.  Council members participate in a survey on the strengths and weaknesses of College governance. Council and staff leaders participate in interviews.
May 2015	Task Force on Leading in Regulatory Governance holds its first meeting.  Report on assessment of Council governance provided to the Task Force.
June 2015	Cathy Trower joins Council for its first governance workshop, discussing key findings of her review.
September 2015	Council workshop on culture, possible immediate changes to governance processes – quick wins – identified.
December 2015	Council adopts quick wins recommended by the Task Force
January to April 2016	College staff undertake research to support the review, and prepare : <ul style="list-style-type: none"> <li>• Literature review</li> <li>• Report on trends in regulatory governance</li> <li>• Survey of regulators re. governance processes</li> </ul>
June 2016	Council governance workshop provides input on governance principles and key components of a new governance model: <ul style="list-style-type: none"> <li>• Council size and composition</li> <li>• How members join Council</li> <li>• Leadership and</li> <li>• Statutory committees</li> </ul>
September 2016	Council approved the Governance Principles (attached)  Council provided feedback on governance model recommendations
What's next	
December 2016	Final report and recommendations of the Leading in Regulatory Governance Task Force



**COLLEGE OF NURSES  
OF ONTARIO**  
**ORDRE DES INFIRMIÈRES  
ET INFIRMIERS DE L'ONTARIO**

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ONTARIO COLLEGE OF TEACHERS  
*Governance Review Report*

November 26, 2018

## PREFACE

The Ontario College of Teachers, after a competitive procurement process, retained Governance Solutions Inc. (GSI, formerly Brown Governance Inc.) to conduct an independent professional review of the College's governance.

The objective of the independent review of College governance is to identify, consult and present recommendations to improve the efficiency and efficacy of key governance practices and structures of the College.

Broad stakeholder engagement was central to GSI's approach to this review, to make sure that we heard from as many stakeholders as possible on key governance issues (divergent thinking) before moving to evaluations, conclusions and recommendations (convergent thinking).

Our stakeholder engagement outreach extended to:

- 15,775 members of the public: 15,000 English and 775 French, of whom 89 participated
- 8,000 members of the College: 7,500 English and 500 French, of whom 255 participated
- 36 key external stakeholders, of whom these 11 participated:
  - Ontario Teachers' Federation
  - Council of Ontario Directors of Education
  - Catholic Principals' Council of Ontario
  - Ontario Principals' Council
  - Ontario Secondary School Teachers' Federation
  - Elementary Teachers' Federation of Ontario
  - Ontario English Catholic Teachers' Association
  - Ontario Public School Boards' Association
  - College of Veterinarians of Ontario
  - Ontario College of Pharmacists
  - Ontario College of Social Workers & Social Service Workers
- All members of 7<sup>th</sup> Council, all members of 8<sup>th</sup> Council, as well as their Committee Chairs and members (there are overlaps in these groups)
- All members of senior staff who work closely with Council or one of its Committees

The Report begins with an Executive Summary and Recommendations, including rationale for each recommendation. It includes what the College does well and should continue alongside what it can improve and change. This is suitable to be read alone by readers less interested in or time constrained from delving into the details of the research stream findings.

Our evaluation and recommendations are based not only on the four diagnostic streams (the reader can directly trace these to the appendices), but also on our own 27 years of experience and expertise in independently researching and authoritatively writing on regulatory governance in Canada (some of this is summarized in Appendix 4, but the whole body of our research goes well beyond this.)

Appendix 1 contains significant and extensive diagnostics gathered by conducting individual interviews with all interested members of the College's 7<sup>th</sup> Council (outgoing in July 2018), 8<sup>th</sup> Council (incoming), senior staff who work with Council and Committees, and an interested past chair. With regard to engaging key external stakeholders, we invited each to participate in an on-line survey whose questions mirrored the interviews. Their feedback is included here with the Summary of Interviews, with more excerpts of their feedback also included at the end of this Appendix.

The primary purpose of the interview research was to conduct evaluations of the effectiveness of Council and Committees, as well as other relevant aspects of the College's governance included in the Governance Review scope.

Appendix 2 contains the survey research findings from on-line questionnaires conducted among the public and the College's members. These include both visual charts and narrative summaries.

Appendix 3 contains Governance Solution Inc.'s (David Brown) observations of the Council meeting of June 7, 2018. By observing a meeting, we can gain a much better understanding of the functioning, information and accountability flow, outworking of roles and responsibilities, as well as otherwise difficult to evaluate yet important aspects of governance such as culture, relationships and behaviour.

Appendix 4 contains the results of our Governance Best Practices Review. We reviewed the Act, relevant Regulations, Bylaws, Policies, as well as Council and Committee meeting reports, minutes and agendas, and public disclosures including the College's website and annual report. We benchmarked these to internationally accepted best practices in governance (e.g. FRC in UK), Canadian national governance guidelines (e.g. CSA and OSFI), and then through the lens of regulatory bodies. This included an explicit comparison to emerging and recent best practices in governance published by leading comparator regulatory bodies in other professions, in Ontario and elsewhere.

## EXECUTIVE SUMMARY

If Ontario's regulated professions, including the Ontario College of Teachers (OCT), seek to preserve a self-regulatory governance model, they will need to demonstrate its effectiveness in protecting the public interest: in the case of OCT this primarily means protecting students in Ontario.

There are two main schools of thought regarding self-regulatory governance models. These emerged clearly from the main diagnostics – i.e. authoritative research, comparator practices and trends, research surveys, and interviews – as distinct approaches to self-regulation.<sup>1</sup>

### **One is a representative approach.**

The fundamental precept in this model is that members of the profession are best – perhaps uniquely – suited to regulating their profession. This encompasses accreditation and standards setting, as well as investigations and hearings on reported breaches: teachers are best suited to understand both the professional expectations and the job context of situations. This extends to the composition of the Council (governing body) and Committees (which convene panels and committee meetings to hear cases and render decisions). Teachers and other members of the profession should make up at least the majority of each of these, at all levels of governance, to ensure that the profession's expectations and context are appropriately expressed, and to bring a peer review to potential breaches. Perhaps more subtly, the mandate and strategic priorities of the regulatory body extend to – and may even focus primarily on – the protection and advancement of the profession itself.

### **A second is a regulatory approach.**

The fundamental precept in this model is that the protection of the public interest is paramount in the mandate of the body, and to the extent that this is in tension with members' or the profession's interests, the public interest trumps these every time. The Council and Committees are composed of at least an equal number of individuals who are independent from the profession and its membership, some would say a majority. Council and Committee membership is not determined by election from and by the membership, but based on competencies and attributes needed to best populate each. These competencies and attributes could differ from the Council to Committees, and from Committee to Committee, so there is no requirement that Committees be populated by Council members – each has a unique role, best accomplished by people equipped to fulfill that.

Teachers are better equipped to set some standards, but people from outside the profession better to set others. While accreditation and professional standards do call for input by members of the profession, ethical standards and changing cultural frameworks (e.g. clarity on sexual abuse) can better

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<sup>1</sup> "Governance" is "the system of direction and control". "Corporate governance" is the overarching system of direction and control of the College itself, encompassing key roles such as strategic direction; performance and risk oversight; Registrar/CEO direction, monitoring and evaluation; Council and Committee structure, selection and evaluation; and financial resourcing. "Regulatory governance" is the system of direction and control within this where the College fulfills its statutory mandate and objects, by applying the Act, Regulations and Bylaws, and revising or recommending revisions to these processes (rules, procedures). "Self-regulation" is a form of regulatory governance where stewardship is in the hands (fully or partly) of the people being regulated: the profession. The College's Council is responsible for both corporate and regulatory governance. Its Statutory and Regulatory Committees (largely) deal with regulatory governance; Committees such as Executive, Finance, Governance and HR deal with corporate governance. These distinctions are important as the reader will see, the College's effectiveness differs significantly in each. (For more, see the outline beginning Appendix 4; for the definition, see the Cadbury Committee Report, "The Financial Aspects of Corporate Governance", London: 1992) <https://www.icaew.com/library/subject-gateways/corporate-governance/codes-and-reports/cadbury-report>

be brought to bear by outside members. While panels and committee hearings may benefit from a peer's voice – for example a principal or supervisory officer when one is dealing with a potential breach by a peer – these need not, and should not, be the majority voice or vote in the adjudication process. Due process and quasi-judicial quality of decision-making are the primary criteria for the effectiveness of these Statutory Committees, and so ought to drive the selection of their members.

The Ontario College of Teachers currently follows a hybrid representative-regulatory governance approach, but clearly one that skews towards representative. Its Council of 37 includes 23 elected members of the profession. Almost every Statutory and significant Committee of the College, including panels, has a majority of members from the profession, mostly the same people as the elected Council members. Council and most Committees are chaired by elected members of the profession. Even rosters of qualified panelists may only contribute one member, and they are precluded from voting in the final adjudication.

The questions we've been tasked with answering are, how effective is the College's governance, and what improvements can be made?

While we will unpack these findings in increasing levels of detail below, in a nutshell our evaluation is:

- The regulatory governance **process** of the College is highly effective;
- The regulatory governance **outcomes** of the College are largely undetermined; and
- The **corporate governance** process and outcomes of the College are not effective.

**The regulatory governance process of the College is highly effective.**

The upstream regulatory governance process is strong.<sup>2</sup> This includes accreditation, standards setting, qualifications and all aspects of regulatory governance that set direction for the members and the profession. The College is responsible for applying and complying with Statute, as well as advising on, drafting and revising appropriate Regulations, Bylaws and Policies in regulatory governance. College committees, staff and advisors devote a great deal of time and experience to these efforts, and Council largely is positive in dealing with and accepting their recommendations. Professional standards and additional qualifications are subject to continual scrutiny and upgrading, and this is in line with the public's and Province's expectations and trend. These are at the heart of the College's strategic priorities (2015-18) and resource allocations.

Downstream regulatory governance process is also effective, although it would benefit from a few specific enhancements.<sup>3</sup> Downstream process includes investigation, discipline, fitness to practise and all aspects of regulatory governance that monitor, evaluate and hold accountable members of the profession. Again, College committees, staff and advisors devote considerable time and effort to these processes, largely to good effect. Due process and decision-making are of high quality, mostly a credit to staff although not entirely. The College dedicates increasing resources, including education, promotion and on-line engagement, to making these processes accessible to the public, members, school boards and other parties who would initiate a complaint.

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<sup>2</sup> "Upstream" describes all steps in regulatory governance that take place before an event (a breach or potential breach) occurs. Resources are allocated to upstream regulatory governance largely to reduce the risk of breaches occurring.

<sup>3</sup> "Downstream" describes all steps in regulatory governance that take place after an event (a breach or potential breach) occurs. Downstream regulatory governance focuses on the reporting of breaches, their adjudication and disposition, and then post-adjudication steps of disclosure and refinement of rules that close the circle back to upstream governance.

There is room to improve downstream regulatory governance process at the College, and we have identified these in our recommendations below.

**The regulatory governance outcomes of the College are largely undetermined.**

There are two main ways that a regulatory body can seek to gain confidence that its regulatory governance is, in fact, protecting students. One is a direct measurement of the reduction in harm to students: measuring risk in the field. We acknowledge that this is a challenging area of governance for any regulatory body, in fact every body seeking to enforce ethical or professional standards, so they tend to measure activities and extrapolate to outcomes.

A second, acceptable, approach is to use a logic chain model<sup>4</sup>, which maps out the iterative steps in the regulatory process, clearly showing their linkage to and effects on one another and finally to the ultimate outcome, protecting students. Then by measuring what can be measured in each step, reaching a plausible conclusion that the ultimate outcome is being achieved. For example, engaging and communicating expectations with teachers is one step. The steps that enable it would be mapped to the left side of the chain; the steps that it leads to on the other. Every step in regulatory governance would be linked in a linear chain, leading to harm reduction for students at the end. A measure of the success of engaging and communicating expectations with teachers would be taken: an awareness test, for example. Measures of success of every other step in the chain would also be taken. Together, these would stand as a plausible or logical proxy for a direct measurement of risk or harm reduction among students. Council would approve these measures, and then use them for monitoring purposes on a regular basis (some measures would be quarterly, some would be annual.) The College's strategic priorities would be driven by these, aligned with the steps whose outcomes have the greatest impact, i.e. which contribute to the greatest risk reduction.

The College uses an *implied* logic chain approach. Its strategic priorities, Registrar's Reports and Annual Report emphasize measurement of, improvement in, and accountability for enhancing each step in the regulatory process, implicitly concluding that students will be better protected as a result.

It would be best if the College tried to directly measure the risk level in the field, to see if it is actually reducing as a result of its efforts.

At a minimum, the College should adopt an *explicit* logic chain approach to link these steps together and to outcomes, and to measure the effectiveness of each.

Does greater access to complaints protect students? The number of complaints and cases have actually been trending downwards in recent years, but as researchers warn us, a drop in complaints is not always correlated with a reduction in risk, in fact during uptake and change in process, an increase in complaints is a favourable metric since it demonstrates confidence in the process.

Do higher professional standards, additional qualifications and better promotion of these among members protect students? This is a fundamental question to where the College should be spending its scarce resources. There is ample anecdotal evidence – and empirical in several sectors (e.g. electricity and airline safety) – that upstream investment in process pays long-term dividends in terms of risk reduction. It will be important for the College to discern precisely which initiatives are bearing – or are even plausibly likely to bear – this fruit.

**The corporate governance process and outcomes of the College are not effective.**

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<sup>4</sup> See, for example, Ezekiel & Schacter, "Measuring the Performance of Corporate Ethics Programs: Creating an Ethics Performance Story" (Ottawa: The Conference Board of Canada: 2002).



Two main factors contribute to this: regulatory governance so dominates the College and its Committees that corporate governance is given little attention, and the corporate governance process is politicized in the extreme.

Corporate governance involves the clear setting of a strategic direction for the College to achieve its mandate – protecting students – and then putting in place the risk, people, policies and resources to execute this. In the College’s case, while its Mission, Vision and Values have clear line-of-sight to its mandate, its Strategic Priorities do not, and because of that, the risk, people, policies and resources levels of corporate governance are almost entirely driven by efforts to enhance regulatory governance process (discussed above) and to engage with and advance the profession, both in Ontario and beyond, and at times they are driven by tactical operational considerations. Some of these regulatory governance efforts may be laudable, in terms of the College playing an important role facilitating, leading and influencing provincial, national and international work groups, but it is not clear that these and other efforts to promote the brand and profession are really contributing to protecting students.<sup>5</sup>

More fundamentally, the College’s corporate governance is highly politicized. While one would expect an advocacy role alongside teachers during the hearing process as being valid, the politicization at the College extends well beyond that. Council votes are monitored in real time, and feedback given to Council members by outsiders. Council meetings are dominated by a parliamentary process that stifles dissent and even dialogue. Council meetings descend into debates about member fees (\$150/year per member unchanged for some time), council perks and staff performance evaluations and pay.

At election time, some Council members are actively solicited to step down – you will not have our support – and other prospects are solicited to step forward. Low turnout and many prescriptive districts leverage politicization further, resulting in some elected Council members essentially being hand-picked by a very small number of people, based on connections and voting record, rather than competencies or leadership fit.

The Council’s governance structure has every elected Council member serve identical three year terms, with a limit of two terms. This means that every three years there is an upheaval in Council, with a 50% or higher turnover of elected members, resulting in dislocation of institutional memory and a challenging learning curve for new Council and Committee members who are expected to contribute on day one.

Every three years, once the new Council is convened, a rushed process of selecting its Chair, Committee Chairs and members puts real power in the hands of the small number of returning Council members. There is no easy way for Council as a whole to change its mind on its leadership even if it agreed on better choices six months or eighteen months down the road.

The structural requirement for a majority of elected members on Council, Committees and panels further politicizes corporate governance.

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<sup>5</sup> Since the completion of our diagnostics, Council has adopted a new set of Strategic Priorities (November 8, 2018.) A couple of these seem to move in the right direction: developing KPI’s (key performance indicators) and focusing more on risk. To the extent these will be linked to ultimate risk reduction among students, e.g. through an explicit logic chain or value chain model, measuring outcomes, these would contribute to more effective governance and align with the mandate. However, the wording around risk is not clear: what “risk” is being referred to is ambiguous, rather than explicitly tying this to the mandate of protecting Ontario’s students; and these talk about managing risk rather than governing or overseeing risk. Also, some of the new strategic priorities still focus resources on advancing the profession and promoting self-regulation.

Each of these steps is defensible as democratic in one way, but the aggregate effect is neither democratic nor functional. A small minority of members, even their proxies at times, are selecting governors for three years from a small pool of candidates often selected based on connections and voting record, then the successful Council and Committee members are expected to be fully functional regardless of their experience, fit or training.

Even more fundamentally, the continued politicization of the College's corporate governance has led to a widely-held perception among the membership – shared by some Council members too – that the true purpose of the College is to protect and represent the teaching profession. Some Council members and their political supporters even ran on this platform. This fundamental flaw stands in the way of the College from being able to unashamedly and unrestrictedly focus on its real purpose, protecting Ontario's students.

## RECOMMENDATIONS

Here are our recommendations to enhance the effectiveness of the Ontario College of Teachers' governance, along with rationale for each. These are grouped in approximate priority order in terms of their expected impact. Many will require a change to Statute or Regulation to adopt, although several important recommendations may be implemented right away internally. The Appendices go into greater detail on the findings of each stream of research that contributed to these recommendations.

Recommendations	Rationale
<p>The first set of recommendations reform Council and Committee structure and composition. These move to a competencies-based approach, with a much larger number of qualified and interested members of the profession and the public serving in these roles, with more flexible terms. These reforms significantly strengthen corporate governance while preserving a self-regulatory model.</p>	
<p>1. Council will comprise 14 members, 7 from the profession and 7 from outside</p>	<p>With a 37 person governing body, it is practically challenging to solve complex problems or engage in constructive dialogue, so the substance of governance usually defaults to committees and to staff.</p> <p>Council's size is unwieldy and is essentially imposed by the need to populate 14 committees from its 37 members. This need is removed by populating Council and Committees with different pools of people.</p> <p>A Council of 14 is a reasonably sized governing body that is optimally positioned to provide effective strategic direction and oversight to the College's corporate and regulatory governance, and staff through its Registrar. While an optimal group size for problem-solving is 7, the average board size in Canada is 11. This recognizes the benefit of diversity and divergent thinking on governing bodies. In regulatory bodies, and not-for-profits in general, the average is slightly higher, recognizing the importance of hearing different voices directly around the governance table. A group of more than 15, however, becomes more difficult to manage and to function effectively, and larger boards almost inevitably spawn Executive sub-Committees which act on their behalf – not a good governance practice.</p> <p>The clear trend among other senior self-regulated professions is towards smaller governing boards/councils, balanced in make-up.</p> <p>An equal number of members from the profession and outside brings equity and balance to a self-regulatory body with the profession having a self-regulatory voice but not unduly dominating. It moves away from more of a representative model where protection of the profession can obscure protection of students, both in perception and in practice.</p>
<p>2. Council members will be selected from a pool of qualified applicants following a robust, transparent process</p>	<p>Both members of the profession and the public will be encouraged to apply for Council membership, selected by a Governance &amp; Nominating Committee (GNC) which will vet their competencies and attributes to an optimal profile for Council.</p>

Recommendations	Rationale
	<p>Other senior self-regulated professions are moving in the direction of competencies-based appointments in place of elections to choose their governors. This change is supported by the public.</p> <p>GNC will need to err on the side of ensuring a breadth of outreach (inclusion) and a robust, transparent process from beginning to end.</p> <p>Board and governance experience, leadership, strategy, risk and human resources expertise will be central criteria.</p> <p>Public members will be appointed by the Province, informed but not limited by the recommendations of GNC.</p> <p>Profession members will be appointed by Council on the recommendation of the GNC.</p> <p>This is a democratic process, just a different approach than elections by members; it is not undemocratic to seek relevant competencies.</p>
<p>3. Statutory (except Executive), Regulatory and Standards of Practice and Education Committee (regulatory governance) members will be selected from pools of qualified applicants following a robust, transparent process<sup>6</sup></p>	<p>Both members of the profession and the public will be encouraged to apply for Statutory and Regulatory Committee membership, selected by a Governance &amp; Nominating Committee (GNC) which will vet their competencies and attributes to optimal profiles for these.</p> <p>Both the public and members of the profession support composing these committees with different people than Council. Both groups, and other senior self-regulated professions, favour a competencies-based approach to committee selection.</p> <p>GNC will need to err on the side of ensuring a breadth of outreach (inclusion) and a robust, transparent process from beginning to end.</p> <p>Experience and familiarity with due process and quasi-judicial decision-making processes, as well as with ethical standards and the public interest, will be central criteria.</p> <p>Public members will be appointed by the Province, informed but not limited by the recommendations of the GNC.</p> <p>Profession members will be appointed by Council on the recommendation of the GNC.</p> <p>Currently at OCT, the Accreditation and Human Resources Committees reflect movement towards this competency-based approach.</p>
<p>4. Regions, linguistic, faith and other groups will be</p>	<p>Moving from a representative election model to a competency-based appointment model calls for the Governance &amp; Nominating Committee to put in place a mechanism to intentionally and</p>

<sup>6</sup> If there is an appetite to adopt these recommendations quickly, then current Council members could select whether to continue serving on a Statutory Committee or Council, and their fit would be assessed, so establishing initial Committees with members already trained and familiar.

Recommendations	Rationale
<p>consulted in the selection process</p>	<p>meaningfully reach out to regions, linguistic, faith and other groups to obtain their input, and to include this in their reporting to Council, members and the public.</p>
<p>5. The mix of profession and public members on committees will be driven by best outcomes</p>	<p>The “right” balance of profession and public members will vary by committee:</p> <ul style="list-style-type: none"> <li>• Investigation, Discipline and Fitness to Practise Committees and panels will have equal members of both, the number from the profession to include specific representation of peer groups where applicable (e.g. principals, supervisory officers, Francophone, Indigenous, etc.)</li> <li>• Accreditation, Accreditation Appeal, Registration Appeals and Standards of Practice and Education will have a majority (of one) of members from the profession</li> <li>• Executive Committee will be a Committee of the Whole of Council</li> <li>• Audit &amp; Finance, Governance &amp; Nominating and Human Resources sub-Committees will have a majority of Council members from outside the profession, consistent with best practices that each have a majority of independent members, with an ability to appoint non-Council members, but only if needed due to capacity gaps</li> <li>• Governance &amp; Nominating Committee in particular needs to have a majority of outside members, to avoid either the reality or perception that a small group of members of the profession, potentially highly politicized, controls the selection process, which is the current situation that must change if self-regulation is to be preserved at the College. The profession would be represented on GNC, by qualified and interested members of Council, and the majority of outside members need not be more than one, the precise mix would be driven by best fit.</li> </ul>
<p>6. Council and Committee members will serve two year staggered terms, renewable up to four times (eight years)</p>	<p>Three years (current term) is a very large time commitment to expect a teacher to give at once, and this presents challenges to the classroom, students and schools alike in managing.</p> <p>Non-staggered terms mean that half or more of profession members of Council leave at the same moment, replaced by completely new people with little or no preparation or training.</p> <p>Two year terms offer a reasonable time commitment for teachers, principals and others employed in occupations that call for long-term career commitment and continuity to give. The College also receives a reasonable time commitment to expect from each member.</p> <p>Staggered terms mean that half of Council and Committee members are up for re-appointment every year, but they can be renewed up to four times if both they and the College are satisfied with their</p>

Recommendations	Rationale
	<p>contributions, participation and time commitment. In practice, the College can expect an annual turnover of 15% (approx.) in this model, which is much easier to manage in terms of onboarding, training, succession and flow.</p> <p>Institutional memory is prolonged; dislocations and “fire hydrant” orientation every third year are mitigated.</p> <p>Council and Committee Chair succession can be planned.</p> <p>Most other senior self-regulated professions use staggered terms or an effective variant of these.</p>
<p>7. Chairs of Council and Committees will be selected from and by their members, informed by a review by Governance &amp; Nominating Committee, with one year renewable terms</p>	<p>Annually, the Governance &amp; Nominating Committee will review interested and qualified individuals and provide this review to Council and each Committee for them to select their Chairs.</p> <p>Chairs of Council and Committees need not be members of the profession; they will be selected based on best fit, and this may be a public member.</p> <p>One year terms are renewable up to four times (four years) on mutual agreement.</p>
<p>This set of recommendations address the gaps in strategic, performance and risk direction. By aligning strategic priorities, measures and resources explicitly with its mandate to protect students, governance effectiveness is significantly enhanced. All of these recommendations may be implemented right away, without external approval.</p>	
<p>8. Council will approve Strategic Priorities that explicitly align with and improve protecting students<sup>7</sup></p>	<p>The primary role of corporate governance is to set a clear strategic direction, with strategic priorities (objectives and strategies) that will clearly achieve the College’s mandate, objects, mission, vision and values.</p> <p>The College – Council and senior staff – need to agree and articulate a crisp, clear purpose and then strategic priorities to achieve this.</p> <p>The protection of students is the end, the protection of the profession is a means towards that end, to the extent this can be plausibly demonstrated.</p>
<p>9. The College will directly measure harm reduction among Ontario’s students and/or adopt an explicit logic chain model to link strategic priority</p>	<p>The diagnostics showed a widespread lack of understanding and misunderstanding of the College’s mandate, strategic priorities, initiatives and outcomes, not only among the public, members and external stakeholders, but even among incoming Council members (“black box” and “big brother” comments.)</p>

<sup>7</sup> Council approved a new set of Strategic Priorities in November 2018 – see our observations in a footnote in the Executive Summary.

Recommendations	Rationale
<p>activities to this desired outcome, and report publicly on these outcomes</p>	<p>The only way that the College can make informed resource allocations, and effectively govern its risk, people and policy levels of governance, is to measure the outcomes of its strategies.</p> <p>The best way is a direct measure of risk reduction in the field.</p> <p>The second best way is an explicit logic chain linkage from upstream steps (including accreditation, standard setting, additional qualifications, member education and engagement) through downstream steps (including access and education about breaches and reporting these; investigations, discipline, fitness to practice due process, hearings and decisions; and communicating these decisions widely) to reduced student risk outcomes.<sup>8</sup></p> <p>These results then need to be communicated in a broad and sustained way to all the College’s stakeholders.</p>
<p>10. The College will continue and hone its initiatives to engage the public and members through web-site, newsletter, focus group, poll and other means, measure and report on the improvement in understanding of the College’s purpose</p>	<p>Efforts to engage the public and members are a strength of the College and these efforts need to be sustained and continually honed. Accessibility, transparency and education are three pillars of accountability.</p> <p>Explicit measures and monitoring of the outcomes of these initiatives (a greater understanding and better application) will improve efficiency and effectiveness.</p> <p>The College is a leader in public disclosure including of panel decisions, and it should not waver from this commitment to transparency and accountability.</p>
<p>This set of recommendations deal with culture and functioning. Governance is a tool that can transform organizational culture, and all of the other structural and process recommendations (from #1 to #37) are designed to transform the College’s culture – as long as its leadership actually seeks this change. Enhanced, mandatory governance education will go a long way to addressing one of the two underlying obstacles to effective governance: a shared and clear understanding of what governance is, the “why” and “how” of effective governance (the other obstacle, extensive politicization, is addressed in the first set of recommendations.) Most of these important recommendations may be implemented right away, without external approval called for.</p>	
<p>11. Council’s governance culture will be more healthy, respectful and professional</p>	<p>The diagnostics demonstrated, among a significant number of Council members and members of the profession, both a lack of respect for staff, and a “them vs. us” in terms of teachers vs. public members. These are symptoms of an unhealthy governance culture which must change. This was clear both from our interviews and our own direct observation of meetings.</p> <p>Council needs to reframe its thinking in this regard. Council members should respect the role and professionalism of staff, and then build</p>

<sup>8</sup> Logic or value chains are outlined more in the Executive Summary.



Recommendations	Rationale
	<p>on their work, including through constructive engagement, but not resent or distrust this work. Public members should be respected and treated as equals in each step in governance. And of course members of the profession should also be respected and held in high regard.</p>
<p>12. The College will be renamed “The Ontario Teachers Regulatory Authority”</p>	<p>“College of Teachers” implies a representative (“of teachers”) role and contributes to the sense that its priority is to protect and advance the profession instead of students.</p> <p>“College” emphasizes its accreditation role over its core investigation, discipline and fitness to practise roles. While other regulated profession governing bodies in Ontario have traditionally been called “College”, this is even more problematic for the teaching profession, whose members also still refer to an “Ontario Teachers College” that is truly a pedagogical institution.</p> <p>The new name reflects the statutory authority and duty from the province and people of Ontario to regulate teachers.</p> <p>A new name is a central element in transforming governance culture.</p>
<p>13. The College will adopt a structured, mandatory governance education program for Council, senior staff and Committee members, as well as a separate program for all Chairs</p>	<p>The diagnostics reveal a huge gap in understanding what governance is, why it exists and how it is done. There is considerable ambiguity in roles and responsibilities, leading to Council often micro-managing, and staff filling a governance vacuum left by Council.</p> <p>All need to have a common understanding of corporate and regulatory governance and role clarity. Council members need to understand why and how to govern. Senior staff needs to understand how to report to a governing Council, and how not to bring Council into the “kitchen” of operations.</p> <p>Council member professional development (PD) is self-directed vs. being driven by a competencies profile to build capacity and fill gaps in identified areas, which would be much more effective.</p> <p>The budgeted amount for Council member PD (\$2,520/three years) is low for an organization with this level of public responsibility.</p>
<p>14. Formal annual evaluations of the effectiveness of Council, Committees and Chairs will be conducted based on pre-agreed criteria</p>	<p>Best practice in governance calls for a robust evaluation process, driven by expectations agreed to at the beginning of each year.</p> <p>Council, Committees’ and Chairs’ evaluations will be facilitated by the Governance &amp; Nominating Committee. Findings are shared with the Executive Committee and a summary of actions with full Council, with a forward-looking view to enhancing effectiveness.</p> <p>Engaging external professionals with direct contact with evaluated and evaluator is best practice, to mitigate internal circularity and subjectivity (bias in either direction).</p>



Recommendations	Rationale
<p>15. Formal annual evaluations of the effectiveness of the Registrar will continue to be conducted, driven more explicitly by strategic priorities aligned to achieving the mandate</p>	<p>Best practice in governance calls for a robust evaluation process, driven by expectations agreed to at the beginning of each year: Registrar performance objectives reflecting approved strategic priorities once these are better aligned with the College’s mandate.</p> <p>The Registrar’s performance evaluation will be facilitated by the Human Resources Committee. Findings are shared with the Executive Committee and a summary of actions with full Council, with a forward-looking view to enhancing effectiveness.</p> <p>Engaging external professionals with direct contact with evaluated and evaluator is best practice, to mitigate internal circularity and subjectivity (bias in either direction).</p>
<p>16. The Executive Committee will be a Committee of the Whole with a changed mandate; public, closed and executive sessions will be redelineated</p>	<p>Council striking the right rhythm, balance and consistency in meeting functioning will be important to effectiveness; these are not working well currently. A “culture of fear”, division and speechifying is virtually an inevitable result of asking governors to express their dissent, dialogue and constructively engage with one another and with staff, in public meetings attended by parties with special advocacy interests.</p> <p>Public meetings of Council will continue to be held, to receive, ask questions on and make decisions regarding regulatory governance Reg, Bylaw and Policy changes, Committees’ reports, Registrar’s reports and highlights of corporate governance.</p> <p>The Executive Committee will meet in Committee of the Whole, in closed session, to promote an open dialogue and constructive engagement with one another and with staff on corporate governance matters (strategy, risk, people, policy and resources), including discussing the work of the Audit &amp; Finance, Governance &amp; Nominating, and Human Resources Committees.</p> <p>Executive sessions of Council or Executive Committee will be limited to matters dealing with the Registrar’s employment management. Otherwise, the Registrar will not be excluded from closed sessions. In Camera sessions are being abused – e.g. June 2018 Council meeting, Governance Committee meeting same month, also numerous interviewees – to facilitate closed door caucuses without staff present.</p> <p>Other senior self-regulated professions are either disbanding or reframing their Executive Committees.</p> <p>The College’s <i>In Camera</i> Policy will be revised (and renamed) to reflect these changes in meeting practice.</p>
<p>17. The Council Chair will not be full-time, and will</p>	<p>The choice of making the Council Chair position full-time reflects governance practice in completely different types of organizations,</p>

Recommendations	Rationale
focus on ensuring an effective Council	<p>and has led to efforts to find activities for a full-time Chair to engage in.</p> <p>Instead of being an external spokesperson and ambassador, the Chair will focus on being an effective manager of Council, resource to Council members, liaison with the Registrar, and coordinator of issues among committees.</p> <p>The College’s Communications Protocol will be tweaked to reflect that the Registrar is the spokesperson for the College, and the Chair for Council.</p>
18. The Steering Committee will be disbanded, and Presiding Officer no longer used, with their responsibilities assumed by the Chair of Council	Managing Council meetings is the responsibility of a Chair, both before (currently a Steering Committee deals with agendas and motions) and during (currently a Presiding Officer deals with chairing meetings) meetings.
19. Strict parliamentary procedure at Council meetings will give way to a less formal process to promote dialogue, constructive challenge and dissent	<p>A smaller Council, unencumbered by a Presiding Officer, and well led by a capable Chair, embraces best practices in board effectiveness by promoting open dialogue, constructive engagement, challenge and dissent, all in the spirit of curiosity, enquiry and fiduciary duty to focus on how we might best protect Ontario’s students.</p> <p>A strict parliamentary procedure and enforcement of Robert’s Rules of Order quash these essential ingredients in board effectiveness; these were never designed for boardrooms but for members’ and shareholders’ meetings.</p>
This set of recommendations builds on the initial structural reforms by outlining enhancements to the effectiveness of specific Committees.	
20. The Discipline process will be streamlined	<p>Despite a published target of 90 days to resolution – 120 days in exceptional cases – many cases are taking upwards of a year to resolve.</p> <p>Part of this will be addressed by committee composition changes recommended above, to ensure sufficient numbers of qualified individuals are available to strike panels, hear and adjudicate cases.</p> <p>The College will need to work on further improvements in downstream uptake processes (the steps from a breach or potential breach occurring until it is ready to be adjudicated) to reduce the time needed to deal with each complaint, and smooth the review process. For example, the College should continue its efforts to equip parties who file complaints, e.g. with a user-friendly template, toolkit and access to coaching.</p>

Recommendations	Rationale
<p>21. Rosters will be maintained to provide a pool of qualified panelists to supplement Committee members, selected from pools of qualified applicants following a robust, transparent process</p>	<p>While Statutory and Regulatory Committees will be populated with sufficient numbers of members to facilitate the convening of most required panels, there will be occasions when it is useful to call upon rosters of qualified individuals to supplement the panels. An example is when principals, supervisory officers, Francophone or Indigenous members are facing a potential breach.</p> <p>The process of selecting roster members will be integrated into the open, robust, transparent process of competencies-based selection for the Committees, led by the Governance &amp; Nominating Committee.</p>
<p>22. Roster members will have voice and vote equal to Committee members on panels</p>	<p>In many cases, roster members may be even more specifically suited to serve on panels than Committee members, at least equally, so deserve authority equivalent to their responsibility and commitment.</p>
<p>23. The College will continue and hone its orientation programs for new Statutory and Regulatory Committees in regulatory governance</p>	<p>The diagnostics demonstrated that the College, its staff and outside advisors design, conduct and deliver robust and effective orientation programs in regulatory governance.</p> <p>The use of outside experts and case scenarios are particularly helpful to some new Committee members (although not all.)</p>
<p>24. Audit &amp; Finance, Governance &amp; Nominating, and Human Resources Committee (corporate governance) members will be selected from Council members</p>	<p>These three committees currently do and should function as true sub-committees of Council, to assist it in effectively governing the College.</p>
<p>25. The Finance Committee will be renamed Audit &amp; Finance Committee and its charter revised accordingly</p>	<p>The main function of this committee is actually Audit – reviewing financial statements and working with the auditor – and not Finance – budgets and treasury – so a name change and realignment of its charter will refocus its emphasis on this value add, not on budgets (fees) and treasury (cash) management.</p>
<p>26. The Governance Committee will be renamed Governance &amp; Nominating Committee and its charter revised accordingly</p>	<p>The main function of this committee will be finding qualified members for Council and Committees, including conducting the processes to identify and fill needed competencies and attributes for each.</p> <p>In addition to these nominating responsibilities, the Governance &amp; Nominating Committee will retain responsibility for governance: Council and Committee charters’ review, evaluation, orientation, education and effective governance practices.</p>

Recommendations	Rationale
	Its current responsibilities for strategy and risk belong to Council as a whole, not to a sub-committee.
27. The Human Resources Committee’s charter will be tweaked to clarify its roles	<p>HR oversight at the corporate governance level appropriately consists of (1) assisting Council in effectively managing the Registrar’s employment relationship and (2) overseeing strategic (high level, substantive) human resources matters such as diversity, policy and equity.</p> <p>The HR Committee’s charter and work plan will reflect these, not other deeper responsibilities at the College (e.g. “salary administration” and the Deputy Registrar.)</p>
28. The Quality Assurance Committee will be a working group of the College, not Council, with a Scorecard to Council	<p>To the extent that the College and staff benefit from a Quality Assurance Committee, it should be an organ of the College, struck by, composed by and accountable to the Registrar. This is undertaking staff advisory work, so it is not appropriate for it to be an organ of Council. It may or may not include Council members as deemed best.</p> <p>The Registrar will periodically prepare a Scorecard on Quality Assurance to give Council the confidence it needs in this area.</p>
29. The Editorial Board will be a working group of the College, not Council	To the extent that the College and staff benefit from an Editorial Board, it should be an organ of the College, struck by, composed by and accountable to the Registrar. This is undertaking staff advisory work, so it is not appropriate for it to be an organ of Council. It may or may not include Council members as deemed best.
The final set of recommendations identifies other opportunities for the College to improve its governance effectiveness. Some of these may take some time to complete.	
30. The Vice-Chair office will be disbanded	A Vice-Chair Office is not needed, nor does it add to efficiency in College governance. The Chair can effectively fulfill Council leadership roles, and a designate (the Governance & Nominating Committee Chair for example) can step forward in unplanned absences.
31. The College will track, monitor and report on the effectiveness of the complaint resolution processes	These fairly recent changes in downstream process have met largely with positive feedback, but some fear a lack of fairness or transparency; by tracking and reporting on these outcomes, the College will be able objectively to evaluate these initiatives and inform others to gain their confidence.
32. The College’s Bylaws will be revised to be more enabling than prescriptive, to focus on	The College’s Bylaws are highly prescriptive rather than enabling in terms of approach. They delve into the <i>minutae</i> of process, from what business may be brought to Council and how, examples include a preference for vote tabulation software, balloting procedures for the Chair & Vice, notice provision details (“rebuttable presumptions”

Recommendations	Rationale
substance more than process	and “bank holidays”), and securities in safety deposit boxes not custodial services.  Delegation of approval and signing authorities belong in Policy level, not Bylaws.
33. All Board-level Policies of the College will be systematically monitored and reviewed	Board level Policies would benefit from a refresh and alignment with one another – some are aged, some are Carver <sup>9</sup> , in many cases it is not clear who and when reviewed or approved the Policy and when it is next due for review. This review would extend to responsibility for monitoring compliance with each.
34. Council and each Committee will adopt and use an annual work plan	Work plans map standing responsibilities and new priorities to regular meetings each year, ensuring a smooth flow of information and pre-reading materials in a timely manner, then tracking, monitoring and reporting on progress through the year.  The Quality Assurance and Public Interest Committees <sup>10</sup> currently use work plans.
35. The College will adopt, monitor and report on a Diversity Strategy for the Council and Staff	Moving to a competencies-based selection process will not preclude, in fact it will facilitate, a strategy of achieving diversity around the Council and Committee tables, contrasted with an election process.  Further, best practice in governance is for the Diversity Strategy to extend to senior staff, to the top three levels of management.
36. The College will tidy up its membership records	Over 81,000 members are suspended due to non-payment of fees: if these are inactive members who are never going to reengage, it makes sense to remove them from the membership roll so that numbers are not skewed nor misunderstood; also, for budget and fee setting purposes.
37. Public members of Council, Committees and roster panelists will be remunerated in a fair exchange for their expertise and time	The differential between – and low amount of – public members’ remuneration to that for elected members is a source of frustration in regulated professions: equivalent pay would send a signal in terms of equivalent value and responsibilities [ <i>this is an OIC level authority, outside the College’s control</i> ].

<sup>9</sup> Carver’s Policy Governance is a governance model dating to the 1970’s, still fairly popular in the “MUSH” sector (municipalities, universities and colleges, school boards and hospitals/health care). It emphasizes boards (Council) governing through policies, and staying out of operations. Reform governance, articulated by authorities such as Cadbury (UK, 1992), Dey (Canada, 1994), Sarbanes and Oxley (US, 2002), emphasizes boards (Council) governing through strategic and risk direction, which then drive people, policies and resources (see Appendix 4.)

<sup>10</sup> The College’s Public Interest Committee was dormant during our Governance Review period due to a lack of appointments of members. Once the recommendations in this report are adopted, there should not be a need for this committee.

## **GOVERNANCE WORKING GROUP PHASE 1 - UPDATE**

**Purpose:** To provide Council with an update on the Governance Working Group Phase 1 in light of the 2019 Budget approved by Council

**No motion required**

**Prepared by:** Ralph Martin, Manager, Secretariat

### **1. Status Update**

At the November 2018 meeting, Council approved the 2019 PEO Operating budget. The budget included a number of cost saving initiatives including withholding funds for the operation of the Governance Working Group Phase 1 (GWGP1) for 2019.

With the GWGP1 unable to continue their work due to a lack of funding, the Working Group will be unable to deliver a report to Council prior to the 2019 Annual General Meeting as was set out in the Terms of Reference approved by Council when the GWGP1 was established in March, 2018.

### **2. Background**

At the March, 2018 meeting, Council approved Terms of Reference for the GWGP1 that directed the GWGP1 “To deliver a report for Council approval prior to the 2019 AGM to confirm if a governance review is warranted.

Council also approved a budget of \$40,000 for the Working Group.

The GWGP1 has to date incurred \$462.46 in expenses related to one in-person meeting and one teleconference.

## **Consulting Engineer Designation Committee (CEDC) Request for Temporary Exemption from “term limits”**

**Purpose:** To approve the Consulting Engineer Designation Committee (CEDC) request for a one-year temporary exemption from the “term limits” provision for the Chair, Vice Chair and committee members.

**Motion(s) to consider: (requires a simple majority of votes cast to carry)**

**That Council approve the CEDC request for a one-year temporary exemption from the “term limits” provision for the Chair, Vice Chair and committee members.**

**Prepared by:** Margaret Braun MEd, CHRE - (Acting) Director, People and Development

**Moved by:** LGA Councillor Chan, P.Eng.

### **1. Need for PEO Action**

At its September 2017 meeting, Council approved amendments to the Committees Terms of Reference Template as contained in the *Committees and Task Forces Policy – Reference Guide* establishing term limits for committees.

As part of the template, Council granted exemption to certain committees (Academic Requirements Committee (ARC), Complaints Committee (COC), Discipline Committee (DIC), Experience Requirements Committee (ERC), Fees Mediation Committee (FMC) and Registration Committee (REC) as they have statutory mandates.

The following note was also approved by Council, as part of the revised template:

- *Under exceptional circumstances, the committee may request the Advisory Committee on Volunteers (ACV) to consider a temporary exemption of the term limits provision. If deemed appropriate, the ACV may make a recommendation to Council on behalf of the committee for temporary relief from this provision. Such relief to be not more than one (1) term in duration.*

In November 2017, the then-CEDC Chair submitted a request to the Advisory Committee on Volunteers (ACV) for exemption of the CEDC members from the “term limits” provision ‘similar to other committees, like ARC, COC, DIC, ERC and REC’. (Refer to *Appendix A*)

The ACV reviewed and discussed at its December 2017 meeting the request and responded to the then-Chair, recommending that the request for exemption of the CEDC members from the ‘term limits’ provision be submitted by CEDC directly to Council for review and consideration (Refer to *Appendix B*)

In November 2018, the CEDC Chair submitted a second request to the ACV for a one-year temporary exemption of the CEDC members from the “term limits” provision (Refer to *Appendix C*).

The ACV reviewed the second request at its December 6, 2018 meeting and passed the following motion:

*Moved by Vic Pakalnis, seconded by Nick Colucci:*

***That the ACV accept the reasoning for the CEDC’s request to Council regarding a one-year temporary exemption from the ‘term limits’ requirement. MOTION CARRIED.***

*In addition, the ACV made the following recommendations to the CEDC Chair:*

1. To include in the Briefing Note to Council a Succession Plan, outlining steps for recruitment of new members, moving subcommittee members to the main committee, and retirement of members with 10+ years of service.
2. To keep members retired from the main committee on subcommittees to allow for a smooth transition.

On January 14, 2019, the CEDC Chair submitted the proposed Succession Plan as presented to the meeting in *Appendix D*.

## 2. Proposed Action / Recommendation

The ACV is recommending that Council approve the CEDC request for a one-year temporary exemption from the “term limits” provision for the Chair, Vice Chair and committee members provided that the committee implements its proposed Succession Plan and considers the ACV’s recommendations above.

## 3. Next Steps (if motion approved)

- The CEDC will be informed of the Council’s decision.
- If the request is approved, the CEDC will implement its Succession Plan and consider the ACV’s recommendations.
- The CEDC will report on the Succession Plan implementation to the ACV at its October 3, 2019 meeting.

## 4. Policy or Program contribution to the Strategic Plan

The motion regarding CEDC request for temporary exemption from “term limits” is related to Objective 9 in the 2018-2020 Strategic Plan.

## 5. Financial Impact on PEO Budgets (for five years)

Not applicable

## 6. Peer Review & Process Followed

<b>Process Followed</b>	Committees and Task Forces Policy – <i>Reference Guide</i> , Appendix A - Templates <ul style="list-style-type: none"> <li>• <i>Terms of Reference Template</i> approved by Council in September 2017</li> </ul>
<b>Council Identified Review</b>	Not applicable
<b>Actual Motion Review</b>	Not applicable

## 7. Appendices

- Appendix A: Email from the then-CEDC Chair dated November 6, 2017 (request for exemption)
- Appendix B: Memorandum from the ACV Chair dated December 18, 2017 (response)
- Appendix C: Memorandum from the CEDC Chair sent on November 22, 2018 (second request for temporary exemption)
- Appendix D: Proposed *CEDC Succession Plan* and current Membership



Show original message

On Monday, November 6, 2017 12:18 PM, wrote:

Hi Chris

The CEDC (Consulting Engineer Designation Committee) is requesting that there should be no Term Limit for Committee Members, similar to ARC, COC, DIC, ERC and REC, since the CEDC is also a statutorily established committee. The CEDC is established under Section 61 of the Regulations and relies on the experience and expertise of its members to carry out its legislated mandate under Sections 56 to 71 of the Regulations for the designation and re-designation of members as Consulting Engineers and the granting of permission to use the title of Consulting Engineers by holders of Certificates of Authorization.

I hope that this request will receive the approval of ACV in your next meeting of the committee and that it will be recommended to the Council for its final approval.

Regards,

Eric Nejat, Ph.D., P.Eng.  
Chair, CEDC



C-524-2.3  
Appendix B

# Memorandum

**To:** Chair of Consulting Engineer Designation Committee (CEDC)  
**From:** Chris Kan, P.Eng. – Chair of Advisory Committee on Volunteers (ACV)  
**Date:** December 18, 2017  
**Subject:** Response to Request for Exemption from the 'Term Limit' Requirement  
**Cc:** Sean McCann, P.Eng. – ACV Vice Chair  
Douglas Barker, P.Eng. – CEDC Vice Chair

Dear Eric,

This is to notify you that the ACV reviewed and discussed at its December 2017 meeting the request from the Consulting Engineers Designation Committee (CEDC) regarding exemption of the CEDC members from the 'term limit' requirement similar to other committees, like ARC, COC, DIC, ERC and REC.

The ACV members agreed that the role of ACV under the approved Terms of Reference Template is to review exceptional circumstances and '*consider a temporary exemption of the term limits provision*' only. Please see excerpt from the Template below:

**Note:** *Under exceptional circumstances, the committee may request the Advisory Committee on Volunteers (ACV) to consider a temporary exemption of the term limits provision. If deemed appropriate, the ACV may make a recommendation to Council on behalf of the committee for temporary relief from this provision. Such relief to be not more than one (1) term in duration.*

Based on the ACV's limited reviewing role for one term exceptions as outlined above, the ACV recommends that the request for exemption of the CEDC members from the 'term limit' requirement be submitted by CEDC directly to Council for review and consideration.

Sincerely,

Chris Kan, P.Eng.  
Chair, ACV

# MEMORANDUM

**TO:** Sean McCann, P.Eng.  
Chair – Advisory Committee on Volunteers

**FROM:** Douglas R. Barker, P.Eng., OSM, FEIC  
Consulting Engineer  
Chair – Consulting Engineers Designation Committee

**RE:** Term Limits  
Consulting Engineers Designation Committee

Chairman McCann:

This submission is made on behalf of the Consulting Engineers Designation Committee (CEDC) to request the Advisory Committee on Volunteers (ACV) to support CEDC's request to Council for a temporary exemption relating to committee term limits. A temporary exemption is necessary to allow CEDC to transition to the term limit directive as established by council. In support of this request, please note the following:

1. CEDC is a statutory committee established under Section 61 of the Regulations and relies on the experience and expertise of its members to carry out its legislated mandate under Sections 56 to 71 of the Regulations for the designation and re-designation of members as Consulting Engineers and the granting of permission to use the title of Consulting Engineers by holders of Certificates of Authorization.

CEDC consists of a main committee and five sub-committees having a current membership of 22 people.

2. CEDC made a request in 2017 for exemption of CEDC from term limits similar to ARC, COC, DIC, ERC and REC. Unfortunately, that request appears to have gotten lost and was not concluded.

This has put CEDC in the current position where the following have been directed to retire from the committee at the end of 2018:

- Chair – Doug Barker, P.Eng.
- Vice-Chair – Rick Patterson, P.Eng.
- Past-Chair – Eric Nejat, P.Eng.

Obviously this is not practical and is not in the best interests of CEDC and PEO.

3. The attached chart, "Members – Consulting Engineers Designation Committee" outlines the proposed 2019 and 2020 Committee membership. This moves CEDC towards council's directive by:
  - Reducing each of the current Chair, Vice-Chair and Past-Chair's terms to 2 rather than 3 years for the transition period.
  - Retiring at the end of 2019, two members from the main committee who have 18 and 23 years of experience respectively.
  
4. CEDC is currently served and needs to continue to be served by dedicated volunteers with many years of experience in a variety of disciplines. All committee members are in the level "E" and "F" category of designation. Mature experience in their respective disciplines is a necessary qualification and asset for membership in CEDC.

Council's directive will require an aggressive recruiting campaign by HRC to maintain CEDC membership. CEDC is not a committee that can use engineers with limited experience; as previously noted acceptable level for membership is Level "E" and "F" Engineers. Suitable mature candidates will have to be recruited from a range of disciplines, across the province, i.e. Toronto Region, Southern, Western, Eastern and Northern Ontario. We will liaise directly with HRC in this regard.

CEDC hopes this submission is clear and will assist ACV to support this request.

We would be pleased to have a representative attend at ACV's December 6<sup>th</sup> meeting to address this matter and respond to any questions that may arise.

Yours very truly,

Douglas R. Barker, P. Eng., OSM, FEIC  
Chair – Consulting Engineer Designation Committee

**MEMBERS  
CONSULTING ENGINEER DESIGNATION COMMITTEE**

<b>NAME</b>	<b>YEARS OF SERVICE</b>	<b>DISCIPLINE/ AREA OF EXPERTISE</b>	<b>2019</b>	<b>2020</b>
D. Barker	24	Civil – Land Development	Chair	Past-Chair
R. Patterson	23	Civil – Forensic and Coastal Engineering	Vice-Chair	Chair
E. Nejat	23	Electrical – Mechanical Electrical and Industrial Engineering	Past-Chair	--
D. Dixon	18	Mechanical – Building Services	Chair Toronto Sub-Committee	--
S. Gibbons	12	Civil – Water Resource Engineer	Chair – Western Sub-Committee	Vice-Chair
S. Van der Woerd	3	Civil – Residential, Commercial and Industrial Development	Chair – Southern Sub-Committee	Chair – Southern Sub-Committee
C. Redmond	17		Chair – Northern Sub-Committee	Chair – Northern Sub-Committee

## SUCCESSION PLAN

### CONSULTING ENGINEERS DESIGNATION COMMITTEE

1. Maintain member status quo for 2019; see attachment.
2. CEDC is participating in PEO's January 2019 E-blast calling for volunteers.
3. By May 01, 2019 evaluate results of E-blast; appoint new members to sub-committees.
4. By September 01, 2019 identify committee members for 2020. Proposed membership for 2020 is outlined on the attached. In reviewing this note that:
  - Term of the current Chair, Vice-Chair and Past-Chair is reduced from 3 years to 2 years.
  - Retires from the main committee, 2 long term members at the end of this year.
  - In 3 rotations, the 6 longest servicing members will be retired as per Council's directive.

Douglas R Barker, P.Eng.  
Consulting Engineer  
Chair – Consulting Engineer Designation Committee

January 14, 2019  
DRB/sb/cedctl21a

**MEMBERS  
CONSULTING ENGINEER DESIGNATION COMMITTEE**

<b>NAME</b>	<b>YEARS OF SERVICE</b>	<b>DISCIPLINE/ AREA OF EXPERTISE</b>	<b>2019</b>	<b>2020</b>
D. Barker	24	Civil – Land Development	Chair	Past-Chair
R. Patterson	23	Civil – Forensic and Coastal Engineering	Vice-Chair	Chair
E. Nejat	23	Electrical – Mechanical Electrical and Industrial Engineering	Past-Chair	Retired
D. Dixon	18	Mechanical – Building Services	Chair Toronto Sub-Committee	Retired
S. Gibbons	12	Civil – Water Resource Engineer	Chair – Western Sub-Committee	Vice-Chair
S. Van der Woerd	3	Civil – Residential, Commercial and Industrial Development	Chair – Southern Sub-Committee	Chair – Southern Sub-Committee
C. Redmond	17	Civil - Transportation	Chair – Northern Sub-Committee	Chair – Northern Sub-Committee

# Briefing Note – Decision

C-524-2.4

## COMMITTEE / TASK FORCE ANNUAL WORK AND HUMAN RESOURCES PLANS

**Purpose:** To approve committee and task force work plans and human resources plans.

**Motion(s) to consider: (requires a simple majority of votes cast to carry)**

**That Council approve the committee / task force work plans and human resources plans as presented to the meeting at C-524-2.4, Appendices A to F.**

**Prepared by:** Margaret Braun MEd, CHRE - (Acting) Director, People and Development

**Moved by:** LGA Councillor Chan, P.Eng.

### 1. Need for PEO Action

Under the Committees and Task Forces Policy (Committees/Task Forces Operations, Item 3), each committee/ task force is to prepare an annual work plan and human resources plan for the following year by September 30 each year.

One of the roles of Council, as identified in the *Committees and Task Forces Policy* (Role of Council, Item 3), is to approve committee/task force mandates, Terms of Reference, annual work plans, and annual human resources plans. Below is the *2019 Work and HR Plans Submission Log*:

Other Committees Reporting to Council	Work Plan	HR plan
Academic Requirements Committee (ARC)	No changes	No changes
Advisory Committee on Volunteers (ACV)	Approved	Approved
Awards Committee (AWC)	Approved	Approved
Central Election and Search Committee (CESC)	Submitted	Submitted
Complaints Committee (COC)	Approved	In progress
Complaints Review Councillor (CRC)	No changes	No changes
Consulting Engineer Designation Committee (CEDC)	Approved	Approved
Discipline Committee (DIC)	Approved	Approved
Education Committee (EDU)	Approved	Approved
Enforcement Committee (ENF)	Approved	Approved
Equity and Diversity Committee (EDC)	Approved	No changes
Experience Requirements Committee (ERC)	Approved	No changes
Fees Mediation Committee (FMC)	Approved	Approved
Government Liaison Committee (GLC)	Approved	Approved
Human Resources Committee (HRC)	Submitted	No info
Licensing Committee (LIC)	Submitted	Submitted
Professional Standards Committee (PSC)	Approved	Approved
Registration Committee (REC)	Approved	Approved
Volunteer Leadership Conference Planning Committee (VLCPC)	Submitted	Submitted

Task Forces	Work Plan
30 by 30 Task Force (30x30 TF)	Approved
Governance Working Group Phase 1 (GWGP1)	Submitted
Succession Planning Task Force (SPTF)	Submitted



## 2. Proposed Action / Recommendation

That Council approve the submitted human resources plan and work plans for the respective committees, as highlighted in the table above.

## 3. Next Steps (if motion approved)

The approved documents will be posted on the PEO website and the committees will implement their plans.

## 4. Policy or Program contribution to the Strategic Plan

The motion regarding Committee / Task Force Annual Work and Human Resources Plans is related to Objective 9 in the 2018-2020 Strategic Plan.

## 5. Financial Impact on PEO Budgets (for five years)

Not applicable

## 6. Peer Review & Process Followed

<b>Process Followed</b>	Committees and Task Forces Policy – <i>Reference Guide</i> , Section 3 - Committee and Task Force Operations <ul style="list-style-type: none"><li>Item 3.3 - By September 30 each year, each committee/task force shall prepare an annual Work and Human Resources Plan for the following year.</li></ul>
<b>Council Identified Review</b>	Not applicable
<b>Actual Motion Review</b>	Not applicable

## 7. Appendices

- Appendix A – Central Election and Search Committee (CESC)
  - i) 2019 Human Resources Plan
  - ii) 2019 Work Plan
- Appendix B – Human Resources Committee (HRC)
  - i) 2018-2019 Work Plan
  - ii) 2017-2018 Work Plan (presented for information only)
- Appendix C – Licensing Committee (LIC)
  - i) 2019 Human Resources Plan
  - ii) 2019 Work Plan
- Appendix D – Volunteer Leadership Conference Planning Committee (VLCPC)
  - i) 2019 Human Resources Plan
  - ii) 2019 Work Plan
- Appendix E – Governance Working Group Phase 1 (GWGP1)
  - i) 2019 Work Plan
- Appendix F – Succession Planning Task Force (SPTF)
  - i) 2019 Work Plan

**Human Resources (HR) Plan for 2018-2019  
Central Election and Search Committee**

C-524-2.4  
Appendix A(i)

<b>Committee:</b> Central Election and Search Committee	<b>Date Developed:</b> October 2018
<b>Committee Review Date:</b> October 2019	<b>Date Council Approved:</b>

	<b>Target / Ideal</b> (To meet the need of the Committee)	<b>Currently in Place</b>	<b>Gap</b> [ST = Short-term Goal] [LT = Long-term Goal]
<b>Core Competencies</b> <ul style="list-style-type: none"> <li>• Skills</li> <li>• Abilities</li> <li>• Expertise</li> <li>• Knowledge</li> </ul>	<ul style="list-style-type: none"> <li>• Good understanding of the function of a policy governance board of directors</li> <li>• Inspirational</li> <li>• Highly regarded</li> <li>• Vast networks of fellow engineers</li> </ul>	<ul style="list-style-type: none"> <li>• Understanding of competencies to serve on Council and/or president-elect, including                             <ul style="list-style-type: none"> <li>– Demonstrate decision-making skills</li> <li>– Conflict resolution skills</li> <li>– Change management skills</li> <li>– Committee members with backgrounds in major issues affecting PEO</li> <li>– Experience chairing a meeting an asset</li> </ul> </li> <li>• Understanding of a self-regulatory authority (i.e. self-governing a profession in the public interest)</li> <li>• Good understanding of the function of a policy governance board of directors</li> <li>• Inspirational</li> <li>• Highly regarded</li> <li>• Vast and diverse networks of fellow engineers</li> <li>• Association governance experience an asset</li> </ul>	<ul style="list-style-type: none"> <li>•</li> </ul>
	<b>Target / Ideal</b> (To meet the need of the Committee)	<b>Currently in Place</b>	<b>Gap</b> [ST = Short-term Goal] [LT = Long-term Goal]

**Human Resources (HR) Plan for 2018-2019  
Central Election and Search Committee**

<b>Committee Membership</b>	<ul style="list-style-type: none"> <li>mandated by s.12(1) of Regulation 941;</li> <li>Two or more additional well recognized members to be selected from the membership at large</li> </ul>	<ul style="list-style-type: none"> <li>mandated by s.12(1) of Regulation 941;</li> <li>Two or more additional members drawn from the membership at large</li> </ul>	<ul style="list-style-type: none"> <li>broader membership</li> </ul>
<b>Broad Engagement</b> Career Stage	<ul style="list-style-type: none"> <li>not applicable, appointments made in accordance with Council's policy direction</li> </ul>	<ul style="list-style-type: none"> <li>determined by members holding the offices for mandated positions;</li> <li>two or more additional members drawn from the membership at large, career stages to be considered</li> </ul>	<ul style="list-style-type: none"> <li>not applicable; mandated by s.12(1) of Regulation 941</li> </ul>
Disciplines	<ul style="list-style-type: none"> <li>Not applicable</li> </ul>	<ul style="list-style-type: none"> <li>not applicable</li> </ul>	<ul style="list-style-type: none"> <li>not applicable</li> </ul>
Experience Level	<ul style="list-style-type: none"> <li>determined by members holding the offices for mandated positions;</li> <li>two or more additional members, senior level</li> </ul>	<ul style="list-style-type: none"> <li>determined by members holding the offices for mandated positions;</li> <li>two or more senior level members</li> </ul>	<ul style="list-style-type: none"> <li>not applicable; mandated by s.12(1) of Regulation 941</li> </ul>
Gender/Diversity	<ul style="list-style-type: none"> <li>determined by members holding the offices for mandated positions;</li> <li>two or more additional members to represent all members of society</li> </ul>	<ul style="list-style-type: none"> <li>determined by members holding the office for mandated positions;</li> <li>one male and two female members selected from the membership at large</li> </ul>	<ul style="list-style-type: none"> <li>not applicable</li> </ul>
Geographic Representation	<ul style="list-style-type: none"> <li>members who understand issues facing the organization in the immediate future</li> </ul>	<ul style="list-style-type: none"> <li>1 – West Central Region</li> <li>1 – Western Region</li> <li>2 - East Central Region</li> <li>1 – Eastern Region</li> </ul>	<ul style="list-style-type: none"> <li>1 – Northern Region</li> </ul>
CEAB Grads/ Foreign-trained	<ul style="list-style-type: none"> <li>Not applicable</li> </ul>	<ul style="list-style-type: none"> <li>not applicable</li> </ul>	<ul style="list-style-type: none"> <li>not applicable</li> </ul>
Licensed –vs– Non-licensed	<ul style="list-style-type: none"> <li>mandated by S. 12(1) of Regulation 941</li> </ul>	<ul style="list-style-type: none"> <li>mandated by S. 12(1) of Regulation 941</li> </ul>	<ul style="list-style-type: none"> <li>mandated by S. 12(1) of Regulation 941</li> </ul>
<b>Volunteer Development Plans</b>	<ul style="list-style-type: none"> <li>mandated by S. 12(1) of Regulation 941</li> </ul>	<ul style="list-style-type: none"> <li>mandated by S. 12(1) of Regulation 941</li> </ul>	<ul style="list-style-type: none"> <li>mandated by S. 12(1) of Regulation 941</li> </ul>

**Human Resources (HR) Plan for 2018-2019  
Central Election and Search Committee**

<p><b>Succession Planning</b></p> <ul style="list-style-type: none"> <li>• Time on Committee</li> </ul>	<ul style="list-style-type: none"> <li>• mandated by S. 12(1) of Regulation 941 by position</li> </ul>	<ul style="list-style-type: none"> <li>• mandated by S. 12(1) of Regulation 941 by position</li> </ul>	<ul style="list-style-type: none"> <li>• mandated by S. 12(1) of Regulation 941 by position</li> </ul>
<ul style="list-style-type: none"> <li>• for those not mandated by S. 12(1) of Regulation 941 by position, succession planning is dictated by recruitment process and staggered departure from committee to ensure some continuity and new membership.</li> </ul>			
<p><b>Terms of Office:</b></p> <ul style="list-style-type: none"> <li>• Chair/Vice Chair</li> <li>• Committee members</li> </ul>	<ul style="list-style-type: none"> <li>• Chair and committee members mandated by S. 12(1) of Regulation 941 by position <ul style="list-style-type: none"> <li>• <i>Chair</i>: One year per section 12, Regulation 941.</li> <li>• Committee member: <ul style="list-style-type: none"> <li>○ Immediate Past President - One year per section 12, Regulation 941.</li> <li>○ President - One year per section 12, Regulation 941.</li> <li>○ Two or more other Members – maximum 3 consecutive one year terms subject to approval by Council.</li> </ul> </li> </ul> </li> </ul>		

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**Work Plan for 2018-2019  
Central Election and Search Committee (CESC)**

<b>Approved by Committee:</b> October 2018	<b>Review Date:</b> October 2019		
<b>Approved by Council:</b>	<b>Approved Budget:</b> \$6650		
<b>Mandate – As prescribed in Regulation 941</b>	<p>12. (1) The Council shall appoint a Central Election and Search Committee each year composed of,</p> <ul style="list-style-type: none"> <li>(a) the penultimate past-president;</li> <li>(b) the immediate past-president;</li> <li>(c) the president; and</li> <li>(d) two other Members. R.R.O. 1990, Reg. 941, s. 12 (1); O. Reg. 157/07, s. 3 (1).</li> </ul>		
<b>Terms of Reference – As prescribed in Regulation 941</b>	<p>12. (3) The Central Election and Search Committee shall,</p> <ul style="list-style-type: none"> <li>(a) encourage Members to seek nomination for election to the Council as president-elect, vice-president or a councillor-at-large;</li> <li>(b) assist the Chief Elections Officer as may be required by him or her; and</li> <li>(c) receive and respond to complaints regarding the procedures for nominating, electing and voting for members to the Council in accordance with this Regulation. O. Reg. 157/07, s. 3 (3).</li> </ul>		
<b>Tasks, Outcomes and Success Measures:</b>	<b>Task/Activities:</b>	<b>Outcomes Success measures</b>	<b>Due date:</b>
	Encourage Members to seek nomination for election to the Council as president-elect, vice-president or a councillor-at-large	More than two candidates have agreed to run for each of the at-large positions	Closing date for receipt of nominations as determined by Council
	Receive and respond to complaints regarding the procedures for nominating, electing and voting for members to the Council	Complaints/issues resolved	As required
	Annually review the types of issues received during the election and incorporate, where appropriate, into the voting and publicity procedures and engagement for next year's election	Voting and publicity procedures are approved by Council Issues Report recommendations approved by Council Active Communications and co-ordination with the Regional Election and Search Committees (RESCs)	June 2019
	Develop a broader election communication plan	Increase in voter participation	

**Work Plan for 2018-2019  
Central Election and Search Committee (CESC)**

	Review the Ipsos Reid survey to determine why members are not engaged in the election process.(Eg. Why members don't put their names forward in the election)	Greater understanding of why members are not engaged in the election process.	
<b>Council Liaison</b>	TBD		
<b>Committee Advisor:</b>	Manager, Secretariat		
<b>Inter-committee collaboration:</b>	none		
<b>Stakeholders:</b>	members at large		

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**Human Resources Committee (HRC)  
WORK PLAN FOR 2018-19**

C-524-2.4  
Appendix B(i)

<b>Approved by Committee:</b>		<b>Review Date:</b>	
<b>Approved by Council:</b>		<b>Approved Budget:</b>	
<b>Mandate [as approved by Council]</b>	<ul style="list-style-type: none"> <li>To conduct the recruitment process for the position of Registrar.</li> <li>To review the performance and compensation of the Registrar and make recommendations to Council.</li> <li>To establish annual measurable goals and objectives for the position of Registrar for Council's review and approval.</li> <li>Act as reviewer on significant volunteer human resources issues.</li> <li>To work with the government appointments secretariat regarding LGA appointments.</li> </ul>		
<b>Tasks, Outcomes and Success Measures:</b>	<b>Task/Activities:</b>	<b>Outcomes Success measures</b>	<b>Due date:</b>
	Identify for appointment a member of HRC to the Investment Subcommittee	HRC member appointed to Subcommittee	Completed
	External consultant to review and update HRC Terms of Reference (ToR) and advise on best practices.	Revised ToR and Work Plan presented to Council	March 2019
	Develop performance evaluation and compensation process for Registrar	Recommendations to Council	March 2019
	Conduct performance evaluation for Registrar	Recommendations to Council	
	Conduct annual Council assessment survey*	Results presented to Council	February 2019
	Conduct Engineers Canada Director evaluation survey*	Results presented to Council	
	Establish PEO's Registrar and the Senior Management Team (SMT) compensation philosophy	Council approves compensation philosophy	March 2019
	Review process and decision matrix related to the evaluation of recommendations for Board Committee membership*	Process reviewed and confirmed/ revised in February 2019	March 2019
	360-degree Peer Review RFQ for Registrar in 2020	Identify a vendor	Q1 2020
	Conduct 360-degree review of Registrar	Report presented to HRC	Q2, 2020
	Registrar and/ or CEO title*	Recommendations to Council	March 2019
	Registrar exit planned or unplanned strategy		Q2 2019
	Provide assistance to the Attorney General with respect to their decision for government appointments to PEO Council*	To help address the E&D requirements and skills are met.	Ongoing
<b>Meeting Frequency:</b>	The HRC has targeted monthly meetings as determined by the committee.		
<b>Inter-committee collaboration:</b>	<i>The HRC consults and/or collaborates with the following PEO committees/task forces:</i> <ul style="list-style-type: none"> <li>Council</li> <li>Advisory Committee on Volunteers</li> <li>Executive Committee</li> <li>Finance Committee</li> </ul>		
<b>Stakeholders:</b>	<i>The HRC communicates with the following:</i> <ul style="list-style-type: none"> <li>Attorney General's office</li> <li>Other regulatory and professional organizations</li> </ul>		

\* Governance item

**Human Resources Committee (HRC)  
WORK PLAN FOR 2017-18**

C-524-2.4  
Appendix B(ii)

<b>Approved by Committee:</b> <i>August 15, 2017</i>		<b>Review Date:</b> <i>June 2018</i>	
<b>Approved by Council:</b> <i>TBD</i>		<b>Approved Budget:</b> <i>\$26,250 [2017]</i>	
<b>Mandate</b> [as approved by Council]	<ul style="list-style-type: none"> <li>To conduct the recruitment process for the position of Registrar.</li> <li>To review the performance and compensation of the Registrar and make recommendations to Council.</li> <li>To establish annual measurable goals and objectives for the position of Registrar for Council's review and approval.</li> <li>Act as reviewer on significant human resources issues.</li> <li>To work with the government appointments secretariat regarding LGA appointments.</li> </ul>		
<b>Tasks, Outcomes and Success Measures:</b>	<b>Task/Activities:</b>	<b>Outcomes</b> <b>Success measures</b>	<b>Due date:</b>
	Identify for appointment a member of HRC to the Investment Subcommittee	HRC member appointed to Subcommittee	August 2017
	Review and update HRC Terms of Reference (ToFR) and annual Work Plan	Revised ToFR and Work Plan presented to Council	September 2017
	Review performance evaluation and compensation process for Registrar	Recommendations to Council	October 2017
	Develop volunteer leadership development modules #3 and 4	Two modules completed in 2017	December 2017
	Develop 2018 goals/objectives for Registrar position for presentation to Council in February 2018	Goals presented to Council	December 2017
	Conduct annual Council assessment survey	Results presented to Council	January 2018
	Conduct Engineers Canada Director evaluation survey	Results presented to Council	January 2018
	Carry out final assessment of Registrar's annual performance and recommend compensation to Council in February 2018	Conduct final assessment and provide Council with recommendations	January 2018
	Determine volunteer leadership development modules topics for completion in 2018	Two – three webinar topics are identified	February 2018
	360-degree Peer Review RFQ for Registrar in 2018	Vendor identified	May 2018
	Conduct 360-degree review of Registrar	Report presented to HRC in January 2019	December 2018
	Provide assistance to the Attorney General's office with respect to government appointments to PEO Council	To ensure a smooth transition of LGAs	Ongoing
<b>Meeting Frequency:</b>	The HRC has a scheduled standing monthly meeting as determined by the committee.		
<b>Inter-committee collaboration:</b>	<i>The HRC consults and/or collaborates with the following PEO committees/task forces:</i> <ul style="list-style-type: none"> <li>Council</li> <li>Advisory Committee on Volunteers</li> <li>Executive Committee</li> <li>Finance Committee</li> </ul>		
<b>Stakeholders:</b>	<i>The HRC regularly engages in dialogue with the following external associations, government departments, organizations or individuals:</i> <ul style="list-style-type: none"> <li>Attorney General's office</li> <li>Other regulatory and professional organizations</li> </ul>		



# HUMAN RESOURCES PLAN – 2019 LICENSING COMMITTEE (LIC)

C-524-2.4  
Appendix C(i)

Committee: <b>Licensing Committee</b>	Date Developed: November 20, 2018
Committee Review Date: <b>November 22, 2018</b>	Date Council Approved:

Categories	Currently in Place	Required in 12 months (Identified "Gap" for each Core Competency)	Required in 2 to 5 years
<p><b>Core Competencies</b></p> <ul style="list-style-type: none"> <li>• Skills</li> <li>• Abilities</li> <li>• Expertise</li> <li>• Knowledge</li> </ul>	<ul style="list-style-type: none"> <li>• Professional engineers with extensive knowledge of the <i>Professional Engineers Act</i> and Regulation 941.</li> <li>• Knowledge of PEO's mandate, core values, governance and committee structure.</li> <li>• Knowledge of licensing criteria and processes acquired through collaboration and volunteering on the ARC, ERC, LEC, and REC.</li> <li>• Familiarity with the ARC Licensing and Registration Policies and Guidelines.</li> <li>• Understanding of PEO's association with the Canadian Engineering Accreditation Board (CEAB) and its role on behalf of the provincial and territorial engineering regulatory bodies.</li> <li>• Understanding of PEO's association with the Canadian Engineering Qualifications Board and how it relates to the development of national guidelines that provide  advice on regulatory practices.</li> </ul>	<p>All members have these core competencies to successfully carry out the Committee's mandate as per its Terms of Reference.</p>	<p>None</p>

## HUMAN RESOURCES PLAN – 2019 LICENSING COMMITTEE (LIC)

	<ul style="list-style-type: none"> <li>Because of the importance of retaining a solid base of domain knowledge with respect to licensure, Committee members are expected to have in-depth knowledge of licensure.</li> <li>Professional engineers who have rendered conspicuous service to the engineering profession.</li> <li>Professional engineers who have a solid understanding of PEO's relationship with various stakeholders: Engineers Canada (EC) and its other Constituent Associations; Ontario Association of Certified Engineering Technicians and Technologists (OACETT); Council of Ontario Deans of Engineering (CODE); Office of Ontario Fairness Commissioner (OFC).</li> </ul>		
<b>Volunteer Development Plans</b>	N/A	N/A	N/A
<b>Committee Membership</b>	9 Members	None	None
<b>Broad Engagement</b>			
<b>Succession Planning</b> <ul style="list-style-type: none"> <li>List of members below</li> </ul>	List of member service to Committee: Terms below	Search/appoint new members as needed	Search/appoint new members as needed
<b>LIC Members (Appointed to Role)</b>			<b>Contributing From/To</b>
<b>Chair-designate</b>	<b>Barna Szabados</b> (ARC, 3-year term) (2018, re-elected for 2019)		2014 – Dec 2020
<b>Vice-Chair-designate</b>	<b>Santosh Gupta</b> (ERC, 3-year term) (2018, re-elected for 2019)		2014 – Dec 2020



# WORK PLAN - 2019

## LICENSING COMMITTEE (LIC)

C-524-2.4  
Appendix C(ii)

<b>Approved by Committee:</b> November 22, 2018	<b>Review Date:</b> November 22, 2018
<b>Approved by Council:</b>	<b>Approved Budget:</b> \$16,750 (Pending Council Approval)
<b>Mandate [as approved by Council]</b>	<p>To coordinate and integrate the ongoing development of PEO's licensing requirements and processes, including the inputs of other PEO committees and external stakeholders involved in the licensing process.</p> <p>(Established by Council Resolution: September 26, 2014)</p>
<b>Terms of Reference [Key Duties]</b>	<ol style="list-style-type: none"> <li>1. Identify the need for, and prioritize, enhancements to PEO's licensing policies, criteria, and processes.</li> <li>2. Propose to Council the creation of subcommittees / task groups to develop licensing policy in specific policy areas, including their population and terms of reference.</li> <li>3. Coordinate the development of proposals for Council approval to enhance PEO's licensing criteria and processes, including appropriate peer review.</li> <li>4. Ensure the involvement of PEO's legislated committees involved in licensure (ARC, ERC, LEC, REC) in peer review of proposed changes to PEO's licensing criteria and processes.</li> <li>5. Assess threats from external sources to the integrity of PEO licensing criteria and processes and propose proactive strategies and tactics to address them for Council approval.</li> <li>6. Review and advise Council with respect to proposals from internal and external stakeholders for changes to PEO's licensing criteria and processes.</li> <li>7. Maintain, on behalf of Council, a prioritized high-level plan for development and implementation of changes to PEO's licensing criteria and processes.</li> <li>8. Track and document developments and practices in other self-regulating professions with respect to licensure.</li> <li>9. Maintain dialogue with Engineers Canada and its Constituent Associations and boards (CEAB and CEQB) on issues related to licensure.</li> <li>10. Review and comment on elements of the National Framework for Licensure that are relevant to PEO's licensing criteria and processes.</li> <li>11. Communicate regularly with Council and important stakeholders to keep them up to date on issues and developments related to licensure.</li> </ol>
<b>Equity and Diversity Awareness</b>	<ol style="list-style-type: none"> <li>1. <i>Was the E &amp; D module reviewed in order to have tasks and activities align with the E&amp;D Policies? NO</i></li> <li>2. <i>Is each task/activity being done in an equitable manner and engaging diverse groups? YES</i></li> <li>3. <i>Are there any barriers to information dissemination, human resources, physical space, and cultural differences? NO</i></li> </ol>

**WORK PLAN - 2019**  
**LICENSING COMMITTEE (LIC)**

<b>Tasks, Outcomes and Success Measures</b>	<b>Task/Activities</b>	<b>Outcomes and Success Measures</b>	<b>Due Date</b>
	1. Coordinate with legislated licensing-related committees (ARC, ERC, REC) on licensing policy matters.	Provide support to the other committees and coordinate their input and peer review.	As required
	2. Coordinate with Legislation Committee (LEC) resolution of proposed Act and Regulation changes previously proposed and approved by Council.	<ul style="list-style-type: none"> <li>• Clarification of policy intent</li> <li>• Council approval of required policy changes</li> </ul>	TBD
	3. Monitor licensing of individuals practicing in emerging disciplines / scopes of practice and assist with process issues arising.	<ul style="list-style-type: none"> <li>• Critical mass of licensees in emerging disciplines / scopes of practice;</li> <li>• Applicants in emerging disciplines / scopes of practice well-handled by licensing processes</li> </ul>	TBD
	4. Consider new licensing policy items including, but not limited to: <ul style="list-style-type: none"> <li>• Certifications in emerging scopes of practice</li> <li>• Appeal process for determinations with respect to academics and experience</li> <li>• Powers of the Registration Committee</li> <li>• Competency-based assessment of experience</li> <li>• The Provisional Licence</li> <li>• The Temporary Licence</li> <li>• Structured Internships</li> <li>• Review of Fee Remission Policy Framework</li> <li>• Assessment of Good Character / Suitability to Practice.</li> </ul>	<ul style="list-style-type: none"> <li>• Policy documents issued for peer review</li> <li>• Potential Act and Regulation changes for review by LEC</li> <li>• Briefing Notes with resolutions for Council approval</li> </ul>	TBD
	5. Financial Credit Program	Review of the effectiveness of the program	Ongoing
	6. EIT Academic Requirements	Review consistency of inter-provincial EIT requirements	Ongoing

**WORK PLAN - 2019**  
**LICENSING COMMITTEE (LIC)**

	7. Internal Independent Review of Academic Assessments	Develop Review Process and seek Council approval	Ongoing
	8. Monitor's Statement	Revise PEO's Experience Guide	Ongoing
<b>Inter-Committee Collaboration</b>	Academic Requirements Committee (ARC), Experience Requirements Committee (ERC), Legislation Committee (LEC), Registration Committee (REC), Canadian Engineering Accreditation Board (CEAB), Canadian Engineering Qualifications Board (CEQB)		
<b>Stakeholders</b>	Engineers Canada and its other Constituent Associations Ontario Association of Certified Engineering Technicians and Technologists (OACETT) Council of Ontario Deans of Engineering (CODE) Office of Ontario Fairness Commissioner		

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## HUMAN RESOURCES PLAN - 2019

### Volunteer Leadership Conference Planning Committee (VLCPC)

<b>Committee:</b> <i>Volunteer Leadership Conference Planning Committee (VLCPC)</i>	<b>Plan Year:</b> 2019
<b>Committee Review Date:</b> <i>January 2019</i>	<b>Date Council Approved:</b> TBD

Categories	Target / Ideal (To meet the needs of the Committee)	Current in Place	Gap [ST = Short-term Goal LT = Long-term Goal]
<b>Core Competencies</b> <i>[See Appendix A]</i> <ul style="list-style-type: none"> <li>Skills</li> <li>Abilities</li> <li>Expertise</li> <li>Knowledge</li> </ul>	<ul style="list-style-type: none"> <li>Key objectives and core competencies are listed in Appendix A</li> </ul>	<ul style="list-style-type: none"> <li>See Appendix A</li> </ul>	No gaps
<b>Committee Membership</b>	5 Members, each a representative according to the VLCPC Terms of Reference (1 EXE rep; 2 ACV reps and 2 RCC reps)	5 Members	No gap
<b>Broad Engagement</b> Career Stage	N/a	3 mid-level/late, 2 retired	Not applicable
Disciplines	Preferably diverse disciplines	Electrical/Mechanical/ Civil/ /Environmental	No gap
Experience Level	Preferably C or D level or greater	All D-Level or greater	No gap
Gender / Diversity	At least 1 female member	3 males and 2 females	No gap
Geographic Representation	Preferably diverse geographic representation	2 out of 5 regions represented	Not applicable
CEAB Graduates –vs– IEG	Not applicable as members are representatives of other committees.	5 CEAB grads	Not applicable
Licensed –vs– Non-licensed	All P.Engs.	All P.Engs.	No gap
<b>Volunteer Development Plans</b> <ul style="list-style-type: none"> <li>List potential development opportunities</li> </ul>	<ul style="list-style-type: none"> <li>Advancement to Chair/Vice Chair.</li> <li>Lateral moves to another committee/task force.</li> </ul>	<ul style="list-style-type: none"> <li>Member self-identified future plans.</li> </ul>	N/a
<b>Succession Planning</b> <ul style="list-style-type: none"> <li>Time on Committee</li> </ul>	Not applicable as members are representatives of other committees.	<ul style="list-style-type: none"> <li>0 to 5 years = 5 members</li> </ul>	Not applicable
<b>Terms of Office:</b> <ul style="list-style-type: none"> <li>Chair/Vice Chair</li> <li>Committee members</li> </ul>	<ul style="list-style-type: none"> <li><b>Chair / Vice Chair:</b> Maximum of 3 consecutive years, subject to annual renewal.</li> <li><b>Members:</b> Committee members are appointed for a one-year term, from June to May. Committee members may be re-appointed but shall retire from the committee for at least six (6) years after four (4) years of cumulative committee service.</li> </ul>		

# HUMAN RESOURCES PLAN - 2019

## Volunteer Leadership Conference Planning Committee (VLCPC)

### APPENDIX A

#### Key objectives and core competencies (as per the Work Plan)

<u>List top 3–5 Committee Work Plan Outcomes:</u>	<u>List core competencies for each Work Plan outcome:</u>
1. Identify and select conference themes and topics consistent with the mandate.	<ul style="list-style-type: none"> <li>- Good knowledge and understanding of PEO policy, governance issues, regulatory process and leadership development with regulatory focus.</li> <li>- Prior PEO Committee / Chapter experience preferred.</li> <li>- Ability to Initiate recommendations for change preferred.</li> </ul>
2. Develop the conference program by contributing expertise as well as chapter and committee perspectives.	<ul style="list-style-type: none"> <li>- Conduct volunteer needs assessment, understand training and development concepts.</li> <li>- be familiar with training resources and methodologies.</li> <li>- Project management skills and ability to implement training plans preferred.</li> </ul>
3. Source and solicit speakers / facilitators and approve proposals.	<ul style="list-style-type: none"> <li>- Conduct research and communicate the volunteer training needs and conference objectives to potential speakers / facilitators.</li> <li>- Review and approved proposals from potential speakers / facilitators.</li> </ul>
4. Coordinate development of conference-related activities and, if applicable, recruit and organize volunteers to assist with the implementation of such activities; and	<ul style="list-style-type: none"> <li>- Work collaboratively with the speaker / facilitator and make recommendations on the conference activities and their outcomes.</li> </ul>
5. Develop a follow-up survey to the participants and a Summary Report.	<ul style="list-style-type: none"> <li>- Conduct analysis, summarize results and follow up with recommendations.</li> </ul>

#### Comments



# WORK PLAN - 2019

C-524-2.4 Appendix D(ii)
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## Volunteer Leadership Conference Planning Committee (VLCPC)

Approved by Committee: <i>January 2019</i>		Review Date: <i>September 2019</i>		
Approved by Council: <i>TBD</i>		Approved Budget [2019]: <i>TBD</i>		
<b>Mandate [as approved by Council]:</b>	The Volunteer Leadership Conference Planning Committee (VLCPC) is responsible for organizing an annual conference, to be held in conjunction with PEO's Annual General Meeting, that would involve both chapter and committee volunteer leaders and include topics related to PEO policy, governance issues, regulatory process and leadership development with a regulatory focus.			
<b>Equity and Diversity Awareness</b>	<ol style="list-style-type: none"> <li>1. Was the E &amp; D module reviewed in order to have tasks and activities align with the E&amp;D Policies? <b>YES</b></li> <li>2. Is each task/activity being done in an equitable manner and engaging diverse groups? <b>YES, the multi-cultural calendar was considered when scheduling the conference date.</b></li> <li>3. Are there any barriers to information dissemination, human resources, physical space, and cultural differences? <b>NO, persons with disabilities and food allergies were appropriately accommodated.</b></li> </ol>			
<b>Tasks, Outcomes and Success Measures:</b>	<b>Part 1: Activities – VLCPC Terms of Reference</b>		<b>Current status (Date):</b>	<b>Due date:</b>
	1. Identify and select conference themes and topics consistent with the mandate. <i>[Refer to Responsibility 1]</i>		Completed	December 2018
	2. Develop the conference program by contributing expertise as well as chapter and committee perspectives <i>[Refer to Responsibility 2]</i>		In progress	January 2019
	3. Source and solicit speakers / facilitators and approve proposals. <i>[Refer to Responsibility 3]</i>		In progress	February 2019
	4. Coordinate development of conference-related activities and, if applicable, recruit and organize volunteers to assist with the implementation of such activities; and <i>[Refer to Responsibility 4]</i>		Ongoing	Ongoing
	5. Contribute to the development of a conference evaluation survey. <i>[Refer to Responsibility 5]</i>		Ongoing	As requested
	6. Develop a follow-up survey to the participants and a Summary Report.		In progress	July - August 2019
<b>Tasks, Outcomes and</b>	<b>Part 2: Activities – General Operations</b>		<b>Current status (Date):</b>	<b>Due date:</b>

## WORK PLAN - 2019

### Volunteer Leadership Conference Planning Committee (VLCPC)

<b>Success Measures:</b>	1. <i>Prepare an Annual Report for 2018 to be presented at 2019 PEO AGM.</i>	<i>In progress</i>	<i>Feb-March 2019</i>
	2. <i>Monitor and ensure VLCPC webpage is up-to-date.</i>	<i>Ongoing</i>	<i>As requested</i>
	3. <i>Elect Chair and Vice-Chair for 2020.</i>	<i>In progress</i>	<i>August 2019</i>
	4. <i>Prepare, approve and submit for approval to Council for approval an VLCPC Roster for 2020.</i>	<i>In progress</i>	<i>September 2019</i>
	5. <i>Prepare, approve and submit for approval to Council an VLCPC Work &amp; HR Plan for 2020.</i>	<i>In progress</i>	<i>Sept-Dec 2019</i>
<b>Inter-committee collaboration:</b>	Advisory Committee on Volunteers (ACV) Regional Councillors Committee (RCC) Other committees and task forces reporting to Council		
<b>Stakeholders:</b>	PEO Council / Committees and Task Forces / Chapters Other agencies and organizations		

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**GOVERNANCE WORKING GROUP PHASE 1  
WORK PLAN FOR 2018 2019**

<b>Approved by Committee:</b> May 2018		<b>Review Date:</b> NA	
<b>Approved by Council:</b> NA		<b>Approved Budget:</b> \$40,000	
<b>Mandate [as approved by Council]:</b>	<p>To deliver a report for Council approval prior to the 2020 AGM to confirm if a governance review is warranted.</p> <p><b>[APPROVED BY COUNCIL – March 23, 2018]</b></p>		
<b>Terms of Reference [Key duties]:</b>	<ol style="list-style-type: none"> <li>1. Proactively evaluate and understand if there are any risks or problems with the current governance model of PEO. This includes the following: <ul style="list-style-type: none"> <li>• defining a clear and common understanding of the mandate of PEO;</li> <li>• evaluating the risk of PEO losing its self-regulatory status and remaining relevant as a licensed profession;</li> <li>• examining how PEO’s mandate currently manifests itself, where priorities lie and what the mandate might or should look like in the future;</li> <li>• consideration of modern regulator principles;</li> <li>• consideration of the findings of recent governance related task forces, including Council Term Limits Task Force, Succession Planning Task Force and Council Composition Task Force;</li> <li>• completing a jurisdictional scan of governance reviews for other self-regulated professions, including nurses, teachers, health professionals, lawyers, accountants and other jurisdictions that self-regulate engineers;</li> <li>• determining an interview list and conducting interviews which may include current and former council members, council candidates, committee members, current and former chapter executive members, other regulatory bodies, and employers of engineers; and</li> <li>• evaluating if the current governance structure serves the public interest at the level that it needs to.</li> </ul> </li> <li>2. Develop an RFP, with staff support, including input on the desired qualifications and bid evaluation criteria, to engage a Regulatory Governance Subject Matter Expert(s) (SME), and other SME’s as appropriate, to assist with the evaluation and understanding of the risks of the current governance model, and to provide introductory governance education to Council.</li> <li>3. Provide a Progress Report to Council prior to the 2019 AGM, or shortly thereafter, that includes timing and a work plan for delivery of the Final Report to Council.</li> <li>4. Communicate findings and results to Council for feedback and direction once the above is complete.</li> </ol>		
<b>Tasks, Outcomes and Success Measures:</b>	<b>Task/Activities:</b>	<b>Outcomes Success measures</b>	<b>Due date:</b>
	<ol style="list-style-type: none"> <li>A. Evaluate and understand the risks and problems with the current governance model. <ol style="list-style-type: none"> <li>a. Collect data. <ol style="list-style-type: none"> <li>i. Jurisdictional scan.</li> <li>ii. Collect/review existing reports.</li> </ol> </li> </ol> </li> </ol>		

**GOVERNANCE WORKING GROUP PHASE 1  
WORK PLAN FOR 2018 2019**

	<ul style="list-style-type: none"><li>iii. Survey/interviews/focus groups<ul style="list-style-type: none"><li>• continual Council feedback</li></ul></li><li>iv. Data repository</li><li>v. Reflective feedback surveys</li></ul> <p>b. Evaluate the risks.</p> <ul style="list-style-type: none"><li>• Review the data and information collected and determine if additional lines of inquiry need to be followed up.</li><li>• Formally as a group, evaluate risk against our objective.</li><li>• Prioritize the risks</li></ul> <p>c. Provide recommendations</p> <ul style="list-style-type: none"><li>• Problems solutions and risk mitigation strategies.</li></ul> <p>B. Develop an RFP to engage a Regulatory Governance Expert to assist in the evaluation of the current PEO governance model.</p> <p>a. <b>Expert Engagement</b></p> <ul style="list-style-type: none"><li>i. Determine scope requirements.</li><li>ii. Develop and issue RFP.</li><li>iii. Review RFP Proposals.</li><li>iv. Conduct interview with potential consultants.</li><li>v. Draft contract and engage consultant.</li></ul>		
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**GOVERNANCE WORKING GROUP PHASE 1  
WORK PLAN FOR 2018 2019**

	2. Provide a progress report to Council no later than at its March 2019 meeting,	<i>Progress report is presented to Council</i>	March 2019 Council meeting
	3. Provide a report to Council no later than at its March 2020 meeting,	<i>The task force's draft report is presented to Council</i>	March 2020 Council meeting

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**SUCCESSION PLANNING TASK FORCE**  
**WORK PLAN FOR 2018/2019**

C-524-2.4  
Appendix F(i)

<b>Approved by Committee:</b> December 2018		<b>Review Date:</b> NA	
<b>Approved by Council:</b> NA		<b>Approved Budget:</b> \$54,000	
<b>Mandate [as approved by Council]:</b>	To develop Terms of Reference and a comprehensive implementation plan for the Succession Planning Committee, based on succession planning recommendations approved by Council at its June 23, 2017 meeting.		
<b>Terms of Reference [Key duties]:</b>	<ol style="list-style-type: none"> <li>1. Develop an Implementation Plan for succession planning, based on Council approved succession planning recommendations 1 to 13.</li> <li>2. Prepare Terms of Reference for the Succession Planning Committee that will implement succession planning as per Council approved recommendation 16.</li> <li>3. Task Force deliverables include the above Terms of Reference and Implementation Plan for the proposed Succession Planning Committee. The Implementation Plan shall include key recommendations, a schedule, a maintenance &amp; oversight process and potential operating expenses.</li> <li>4. Engage key stakeholders through meetings and the peer review process in the development of the plan. Stakeholders shall include, at a minimum, the Central Election and Search Committee (CESC), the Human Resources Committee (HRC), the Advisory Committee on Volunteers (ACV) and the Equity and Diversity Committee (EDC).</li> </ol> <p>Utilize the services of a governance consultant to assist the task force in determining best practice for succession planning at PEO. The consultant will also support the TF in drafting its report and in providing expert opinion to Council during presentation of the report.</p>		
<b>Tasks, Outcomes and Success Measures:</b>	<b>Task/Activities:</b>	<b>Outcomes Success measures</b>	<b>Due date:</b>
	Develop RFP for a Consultant and a list of potential bidders.	Issue RFP for proposals	February 28, 2019
	Work with PEO procurement officer.		
	Work with Consultant to determine best practise for succession planning for PEO Council.		
	Test implementation of applicatble recommendations from the CTLTF.		
	In consultation, develop an implementation plan for succession planning.		
	Prepare the Terms of Reference for the Succession Planning Committee.		
	Peer review of implementation plan and terms of reference.		
Report to Council.			

## CONSENT AGENDA

**Purpose:** To approve the items contained in the consent agenda

**Motion(s) to consider:** (requires a simple majority of votes cast to carry)

***That the consent agenda be approved.***

**Prepared by:** Dale Power, Secretariat Administrator

Routine agenda items that may be approved without debate are included in a consent agenda and may be moved in a single motion. However, the minutes of the meeting will reflect each item as if it was dealt with separately. Including routine items on a consent agenda expedites the meeting.

Items included on the consent agenda may be removed and dealt with separately if they contain issues or matters that require review.

Please review the minutes ahead of time for errors or omissions and advise Dale Power (416-224-1100, extension 1130 or [dpower@peo.on.ca](mailto:dpower@peo.on.ca)) if there are any required revisions prior to the meeting so that the minutes, when presented, may be considered within the consent agenda.

The following items are contained in the consent agenda:

- 3.1 Minutes – 521<sup>st</sup> Council Meeting – November 16, 2018
- 3.2 Minutes – 522<sup>nd</sup> Council Meeting – December 18, 2018
- 3.3 Changes to the 2019 PEO Committees and Task Forces Membership Roster

## **OPEN SESSION MINUTES – 521<sup>ST</sup> Council Meeting – November 16, 2018**

**Purpose:** To record that the minutes of the open session of the 521<sup>st</sup> meeting of Council accurately reflect the business transacted at that meeting.

**Motion to consider: (requires a simple majority of votes cast to carry)**

***That the minutes of the 521<sup>st</sup> meeting of Council, held November 16, 2018, as presented to the meeting at C-524-3.1, Appendix A, accurately reflect the business transacted at that meeting.***

Prepared by: Dale Power, Secretariat Administrator

### **1. Need for PEO Action**

In accordance with best business practices, Council should record that minutes of an open session of a meeting of Council accurately reflect the business transacted at a meeting.

### **2. Current Policy**

Section 25(1) of By-Law No. 1 states that meetings of PEO are to be governed by *Wainberg's Society Meetings*. Rule 27.5 of *Wainberg's* states that "There is no legal requirement to have minutes verified, but it is considered good practice. The motion does not by itself ratify or adopt the business transacted; it merely verifies the minutes as being correct [a correct record of the discussions held and decisions made at the meeting]."

### **3. Appendices**

- Appendix A - Minutes – 521<sup>st</sup> Council open session meeting – November 16, 2018





# Minutes

C-524-3.1  
Appendix A

The 521<sup>st</sup> MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held at PEO Offices, 40 Sheppard Avenue West, Toronto, Ontario on Friday, November 16, 2018 at 9:00 a.m.

Present: D. Brown, P.Eng., President and Council Chair  
B. Dony, P.Eng., Past President  
N. Hill, P.Eng., President-Elect  
M. Sterling, P.Eng., Vice-President (Elected)  
K. Reid, P.Eng., Vice-President (Appointed)  
I. Bhatia, P.Eng., Eastern Regional Councillor  
G. Boone, P.Eng., Eastern Regional Councillor  
M. Chan, P.Eng., Lieutenant Governor-In-Council Appointee  
T. Chong, P.Eng., East Central Regional Councillor  
L. Cutler, P.Eng., Lieutenant Governor-In-Council Appointee  
R.A. Fraser, P.Eng., Councillor at Large  
L. Hidalgo, P.Eng., Western Regional Councillor [via teleconference]  
G. Houghton, P.Eng., Western Regional Councillor  
Q. C. Jackson, Barrister & Solicitor, Lieutenant Governor-In-Council Appointee  
T. Kirkby, P.Eng., Lieutenant Governor-In-Council Appointee  
L. Lederman, Q.C., Lieutenant Governor-In-Council Appointee  
L. MacCumber, P.Eng., West Central Regional Councillor  
N. Rush, C.E.T., Lieutenant Governor-In-Council Appointee  
T. Olukiyesi, P.Eng., Lieutenant Governor-In-Council Appointee  
S. Robert, P.Eng., Northern Regional Councillor  
M. Spink, P.Eng., Lieutenant Governor-In-Council Appointee  
R. Subramanian, P.Eng., Northern Regional Councillor  
K. Torabi, P.Eng., East Central Regional Councillor  
W. Turnbull, P.Eng., Western Regional Councillor  
G. P. Wowchuk, P.Eng., Councillor at Large

Staff: J. Zuccon, P.Eng., Interim Registrar  
S. Clark, LL.B., Chief Administrative Officer and Corporate Secretary  
L. Latham, P.Eng., Deputy Registrar, Regulatory Compliance  
C. Mehta, Director, Finance [minutes 12045 to 12050 only]  
M. Price, P.Eng., Deputy Registrar, Licensing and Registration  
D. Smith, Director, Communications  
M. Wehrle, Director, Information Technology [via teleconference]  
R. Martin, Manager, Secretariat  
D. Power, Secretariat Administrator  
N. Axworthy, Editor, Engineering Dimensions  
C. Knox, P.Eng., Manager, Enforcement  
J. Max, Manager, Policy  
E. Chor, Research Analyst

- Guests:
- A. English, P.Eng., Engineers and Geoscientists BC (EGBC), CEO & Registrar [minutes 12045 to 12046 only]
  - A. Bergeron, P.Eng., PEO Director, Engineers Canada [minutes 12045 to 12067 only]
  - C. Bellini, P.Eng., PEO Director, Engineers Canada [minutes 12045 to 12067 only]
  - H. Brown, Brown & Cohen [minutes 12045 to 12067 only]
  - D. Chui, P.Eng., PEO Director, Engineers Canada [minutes 12045 to 12067 only]
  - J. Obaid, P.Eng., PEO AGM Member motion [minutes 12045 to 12050 only]
  - S. Perruzza, P.Eng., CEO, Ontario Society of Professional Engineers (OSPE) [minutes 12045 to 12046 only]
  - R. Shreewastav, P.Eng., PEO Director, Engineers Canada [minutes 12045 to 12067 only]
  - M. Wesa, P.Eng., Awards Committee (AWC) Member [minutes 12045 to 12050 only]
  - D. Williams, External Consultant [minutes 12045 to 12067 only]

On Thursday evening, Council held a plenary session receiving an update from Engineers and Geoscientists BC; a presentation regarding the Engineers Canada TD Meloche Monnex Affinity Program. This was followed by a presentation and recommendations from Western Management Consultants (WMC) regarding the Registrar/CEO appointment for which all staff were recused.

Council convened at 9:00 a.m. Friday, November 16, 2018.

#### **CALL TO ORDER**

Notice having been given and a quorum being present, the Chair called the meeting to order.

#### **12045 APPROVAL OF AGENDA**

Moved by Councillor Kirkby, seconded by Councillor Boone:

**That:**

- a. the agenda, as presented to the meeting at C-521-1.1, Appendix A be approved as amended; and**
- b. the Chair be authorized to suspend the regular order of business.**

**CARRIED**

#### **12046 2019 OPERATING BUDGET**

The Finance Committee completed its second review of the draft 2019 operating and capital budgets ("2019 budgets") on October 16, 2018.

Despite the best efforts by management to reduce and control costs wherever possible, the 2019 operating budget is expected to have a deficit of \$2.5m before Council discretionary spend items and deficit of \$5.1m after Council discretionary expenses. These deficits will be funded from the operating reserve which is expected to fall to \$3.3m in 2019.

Some of the main reasons for the deficit in 2019 are:

- a) There have been no membership fee increases since 2008 and revenues from the growth in the number of licence holders, applications, examinations, etc., have not been adequate to keep pace with operating expenditures, which have increased over 17% since 2009 due to inflation.

b) The modest increase in membership revenue over the past several years has not kept pace with costs for operations.

c) In addition to the effects of inflation, there has been an increase in the scope and breadth of PEO's operations. Several new initiatives have become part of regular operations over the course of the past several years, such as the Practice Evaluation and Knowledge (PEAK) program, which was introduced in 2017 but became part of regular operations in 2018. Further, a higher spend is expected on several significant initiatives (if approved), such as the Public Information Campaign and activities related to the 2018-2020 Strategic Plan.

To address this shortfall in 2019, areas for potential cost savings were identified by management after seeking input from the Finance Committee. These cost savings were provided to Council in the agenda package. Council was provided with key highlights of the 2019 draft operating budget, compared to the 2018 forecast.

Council discussed the suggested cost savings which included the suspension or elimination of some events and committees and increasing revenue by raising some fees and introducing a convenience fee for all transactions paid by credit card. The remaining items identified by the Finance Committee will be subject to a ten percent budget reduction. This resulted in a 2019 operating budget consisting of \$26,759,409 in revenues, \$27,616,013 in operating expenses with zero Council discretionary expenses for a net income of (\$856,604) and operating reserve of \$7,060,402.

Council will receive an implementation plan regarding non-membership fees that were agreed on.

Given the budget impact of a number of initiatives, discussion included the final report of the Public Information Campaign Task Force, the Leadership Development Program and the 2018 – 2020 Strategic Plan.

Moved by Councillor Chan, seconded by Vice-President Reid:

**That Council approve the draft 2019 operating budget after incorporating the revenue generating and cost saving measures reviewed by the Finance Committee which were presented to the meeting and amended at C-521-2.3 Appendices A and B.**

**CARRIED**

Councillor Fraser advised that he was against having the annual Council workshop in a location other than PEO headquarters.

Councillor Hidalgo advised that she was against a ten percent cut to the

**12047**  
**2018 AGM SUBMISSION – LEADERSHIP**  
**DEVELOPMENT PROGRAM**

30 by 30 Task Force budget.

A Member Submission was passed (82% Yes - 18% No) at the 2018 PEO Annual General Meeting with the following motion;

*THEREFORE BE IT SUBMITTED THAT: PEO Council form a task force to develop a comprehensive Leadership Development Program (LDP) to support the Succession Planning and Term Limits provisions adopted by Council, and make this program available for all practitioners with a focus on PEO's current and future volunteers. The LDP should be designed to effectively build high performance leadership capacity as volunteers advance in their volunteer careers with PEO.*

J. Obaid, the proponent of the motion brought forward at the 2018 Annual General Meeting, was invited to speak to her motion.

Juwairia Obaid, P.Eng., noted that for the future of the self-regulated profession, it is essential that PEO's volunteers be given the opportunities and the tools to develop and train to become visionary, progressive leaders to be able to get PEO moving into the future. This is especially important in the face of term limits.

Moved by Councillor Olukiyesi, seconded by Councillor Boone:

- 1. That Council directs the Interim Registrar to develop terms of reference for the Leadership Development Program Task Force (LDPTF)**
- 2. That Council directs the Interim Registrar to issue a call for volunteers for appointment to a 5 member Leadership Development Program Task Force (LDPTF) for Council approval at a future date, comprised of the following:**
  - 3 current Councillors with at least one lay LGA, plus 2 additional members at large**
- 3. That Council directs the LDPTF to provide a progress report to Council prior to the 2019 AGM.**
- 4. That Council approves a budget of \$60,000 for the LDPTF to complete their work and deliver a report to Council before the 2020 AGM, if not earlier.**

Moved by Councillor Spink, seconded by Vice-President Reid:

**That the 2018 Annual General Meeting submission – Leadership Development Program be referred to the June 2019 Council meeting.**

**CARRIED**

**12048  
FINAL REPORT OF THE PUBLIC  
INFORMATION CAMPAIGN TASK FORCE**

At the Council Retreat in June 2016, Council discussed the possibility of initiating a public information campaign based on the value proposition of professional engineering. Such an initiative would support the fourth additional object under the *Professional Engineers Act*, “To promote public awareness of the role of the Association.”

In September 2016, Council approved a motion to establish a task force “to examine a potential public information campaign based on a value proposition of professional engineering that promotes public awareness of the role of PEO.”

The Public Information Campaign Task Force was subsequently formed in February 2017 with a budget of \$100,000 to engage an agency to assist with messaging and plan development. The output of this work formed the basis of the recommendations of the task force and its subsequent report to Council.

Moved by Councillor Kirkby, seconded by Vice-President Sterling:

**That Council receive the final report of the Public Information Campaign Task Force as presented to the meeting at C521-2.1, Appendix B and approve the recommendations therein to initiate an information campaign based on a value proposition of professional engineering that promotes public awareness of the role of PEO.**

Moved by Councillor MacCumber, seconded by Vice-President Reid:

**That the final report of the Public Information Campaign Task Force be referred to the November 2019 Council meeting.**

**DEFEATED**

Moved by Councillor Boone, seconded by President-elect Hill:

**That the final report of the Public Information Campaign Task Force be referred to the June 2019 Council meeting.**

**CARRIED**

**12049  
2018 – 2020 STRATEGIC PLAN – 2019  
STRATEGY SELECTION**

In July, the Senior Management Team (SMT) reviewed the 61 proposals submitted by committees by June 30th against pre-determined criteria. The top-scoring strategies, one for each of the nine Strategic Objectives, were provided to Council as well as the complete list of all unique submitted proposals and how they were scored against the criteria.

Budget implications were prepared for these and provided to the Finance Committee as a separate line item in the 2019 Draft Operating Budget. The total projected cost in 2019 for the nine projects is \$1.7 Million.

The nine proposed projects were selected by SMT based on objective, pre-determined criteria as the most direct, effective ways to achieve the Strategic Objectives approved by Council last November. Committees were all given the opportunity to submit proposals for as many Strategic Objectives as they wished.

The projected costs in 2019 include 2,470 additional hours of staff time, as well as external consultants. No Council-appointed task forces are required. The vast majority of the projected costs (\$1.16 M) are from the Public Information Campaign initiative.

Moved by Past President Dony, seconded by Councillor Fraser:

**That Council receive the 2019 Strategy proposals to implement the 2018-2020 Strategic Plan, at a cost of \$1.7 million, as presented to the meeting at C-521-2.7, Appendix A.**

**CARRIED**

**12050  
2019 CAPITAL BUDGET**

The Finance Committee completed its review of the draft 2019 operating and capital budgets ("2019 budgets") on October 16, 2018.

The key highlights of the draft 2019 capital budget were provided to Council as part of the agenda package.

The key highlights of the 2019 draft capital budget are summarized below. The total capital budget for 2019 is \$1.68m (vs \$2.52m in 2018) and is comprised of the following parts:

- i. Capital improvements to 40 Sheppard - \$1.52m (vs \$2.13m in 2018)
- ii. Information Technology - \$45k (vs \$342k in 2018); and
- iii. Facilities - \$116k (vs \$45k in 2018)

Moved by Councillor Chan, seconded by Councillor Bhatia:

**That Council approve the draft 2019 capital budget reviewed by the Finance Committee and presented to the meeting at C-521-2.4 Appendix A.**

**CARRIED**

**12051  
BY-LAW CHANGE PROTOCOL**

The Legislation Committee, whose mandate includes the oversight of changes to By-Laws, felt that a protocol was necessary to improve governance by guiding Council and proponents of By-Law changes for consistency and due diligence, identifying the rationale, legal authority, and implementation of the proposed changes, as well as member and committee consultation prior to Council presentation. A proposed By-Law Protocol laying out the process and quality requirements for all future by-law changes, complementing the Council-approved Act Change

Protocol (November 2015) and Regulatory Policy Protocol (September 2012) was presented to Council.

Moved by Councillor Houghton, seconded by Councillor MacCumber:

**That Council approves the By-Law Change Protocol as presented to the meeting at C-521-2.10, Appendix A.**

**CARRIED**

**12052  
BORROWING RESOLUTION**

PEO's By-Law #1 – Section 47 states that:

“Council may from time to time borrow money upon the credit of the Association by obtaining loans or advances or by way of overdraft or otherwise.”

PEO's Internal Control Banking Policy requires that “the borrowing resolution shall be reviewed and approved by Council on an annual basis”.

To help manage the working capital and provide convenience to senior volunteers and staff, Scotiabank provides PEO two credit facilities:

- a. an operating overdraft up to an amount not to exceed CAD \$250,000 at Prime rate; and
- b. use of corporate credit cards with an aggregate limit not to exceed CAD \$120,000.

These credit facilities expire on January 31, 2018, so this agenda item is being considered now. In order to renew the existing credit arrangement with the bank for another year, Council was asked to approve the borrowing resolution.

PEO has adequate cash flow to meet its business requirement on regular basis. The overdraft facility is only for contingency purposes. Corporate credit cards provide convenience to senior volunteers and senior staff for PEO business expenditures. The credit card balances are paid off every month.

Moved by Councillor Chan, seconded by Councillor Chong:

**That Council:**

**a) approve the borrowing of money upon the credit of the association by way of:**

- i. an operating overdraft up to an amount not to exceed CAD\$250,000; and**
- ii. use of corporate credit cards with an aggregate limit not to exceed CAD\$120,000.**

**b) in compliance with PEO's Internal Control Banking Policy, hereby confirms that this Borrowing Resolution is to expire on January 31, 2020.**

**CARRIED**

**12053  
NON-BUDGETED SUBSTANTIVE  
EXPENDITURES**

PEO for the first time in many years is operating with a budget deficit. The new/additional non-budgeted expenditure items that are being submitted to Council for approval need to be paid out from the remaining cash reserve which is not sustainable over the long term.

To ensure significant expenditures are implemented in best possible manner (i.e., ensuring value for money) it is imperative that Council feedback be incorporated on these items. According to the Government of Canada Not for Profit Corporations website the Board of "Directors and officers are required to exercise at least the level of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances."

This is an opportunity for PEO Council to add fiducial prudence in approval of these costs. Logically more weight should be provided for substantial expenditures versus small ones.

President Brown confirmed that the proposal would become policy if passed. He further confirmed that adjusting an existing budget by more than \$300,000 would require a super majority.

Moved by Vice-President Reid, seconded by Councillor Hidalgo:

**That Council revise PEO's Finance Policy to indicate that "A two-thirds majority vote is required to pass an item that either i) exceeds \$300,000 beyond the approved capital and operating budget for that fiscal year; or ii) causes an item previously approved outside of the approved capital and operating budget in that fiscal year to exceed \$300,000."**

**CARRIED**

**12054  
APPROVAL OF 2019 PEO ANNUAL  
COMMITTEES AND TASK FORCES  
MEMBERSHIP ROSTER**

It is the role of Council to approve annual rosters of committee members under the Committees and Task Forces Policy (Role of Council, Item 4) and authorize the membership of those volunteers who formally participate on its behalf through membership on committees and task forces. Furthermore, Council is asked to approve volunteer members of committees and task forces in accordance with PEO's insurance policy requirements.

Additional information regarding new appointments, election of Chairs/Vice Chairs and others as well as committees and task force retirements was distributed at the meeting.



Vice-President Reid suggested that individuals nearing the end of their term be highlighted in yellow and for those who are over their term limit highlighted in red.

Moved by Councillor Chan, seconded by Councillor Chong:

**That Council approve the 2019 PEO Committees and Task Forces Membership Roster as presented to the meeting at C-521-2.8, Appendix A, including addendum distributed at the meeting.**

**CARRIED**

**12055  
COMMITTEES AND TASK FORCES HUMAN  
RESOURCES AND WORK PLANS**

Moved by Councillor Chan, seconded by Councillor Cutler:

**That Council approve the committee/task force work plans and human resources plans as presented to the meeting at C-521-2.9, Appendices A to N.**

**CARRIED**

**12056  
ADVERTISING POLICY FOR CHAPTER  
PROVIDED CONTINUING KNOWLEDGE  
ACTIVITIES**

The following motion was made at the Regional Councillors Committee (RCC) meeting on Saturday, April 7, 2018:

*MOTION 8*

*To direct Staff to develop a policy detailing the proper usage of the word PEAK for chapter event advertising. Moved by I. Bhatia.*

*Seconded by L. Hildalgo.*

*Motion CARRIED.*

Chapters often hold events that provide the type of technical information and training that would qualify as continuing knowledge activities suitable for reporting under the PEAK program.

Chapters should not be discouraged from providing these events. However, for various reasons PEO has decided not to endorse or otherwise identify any continuing knowledge activities as suitable for reporting under the PEAK program. Decisions about suitability of a program need to be made by individual practitioners based on criteria described in the reporting module.

First, a basic principle of the PEAK program is the idea that each practitioner is allowed to decide what continuing knowledge activity is relevant to keeping themselves current. Identifying certain activities as PEAK applicable would indicate that those activities not so identified are not applicable. Second, if PEO did allow providers to identify their offerings as PEAK applicable, this would appear to be an endorsement by PEO, an endorsement that PEO can't really guarantee without checking

out each of the offerings. The work involved in seeing whether these courses were actually applicable would be tremendous.

Since PEO will not endorse any continuing knowledge activities, chapters, being arms of PEO, should not endorse or identify any activities as PEAK applicable.

The proposed policy was reviewed at the Regional Councillors Committee (RCC) meeting on Saturday, July 28, 2018 where the following motion was approved:

**Motion 15:** To approve the revised policy on chapter advertising for PEAK related events and to send back to Council for final approval. Moved by L. Hidalgo. Seconded by R. Subramanian. Motion **CARRIED**.

Moved by Councillor Turnbull, seconded by Councillor Chong:

**That Council approve the Advertising Policy for Chapters as presented to the meeting at C-521-2.11, Appendix A.**

**CARRIED**

Moved by Councillor Turnbull, seconded by President-elect Hill:

**That the Consent Agenda be approved as presented.**

**CARRIED**

Included on the consent agenda:

- 3.1 Minutes – 520<sup>th</sup> Council meeting – September 21, 2018
- 3.2 Approval of Consulting Engineer Designation (CEDC) Applications
- 3.3 Request from the Canadian Engineering Accreditation Board (CEAB) Nominating Committee
- 3.4 Changes to the 2018 PEO Committees and Task Forces Membership Roster
- 3.5 Committees and Task Forces Terms of Reference for the Volunteers Leadership Conference Planning Committee (VLCPC)

[Note: minutes 12058 to 12062 reflect the motions provided in the briefing notes presented to the meeting.]

**12057  
CONSENT AGENDA**

**12058  
MINUTES – 520<sup>th</sup> COUNCIL MEETING –  
SEPTEMBER 21, 2018**

**That the minutes of the 520th meeting of Council, held September 21, 2018, as presented to the meeting at C-521-3.1, Appendix A, accurately reflect the business transacted at that meeting.**

**CARRIED**

**12059  
APPROVAL OF CEDC APPLICATIONS**

**1. That Council approve the exemption from examinations and the applications for designation as Consulting Engineer as presented to the meeting at C-521-3.2, Appendix A, Section 1.**

**2. That Council approve the applications for re-designation as Consulting Engineer as presented to the meeting at C-521-3.2,**

**Appendix A, Section 2.**

**3. That Council grant permission to use the title “Consulting Engineers” (or variations thereof) to the firms as presented to the meeting at C-521-3.2, Appendix A, Section 3.**

**CARRIED**

**12060  
REQUEST FROM THE CANADIAN  
ENGINEERING ACCREDITATION BOARD  
(CEAB) NOMINATING COMMITTEE**

At C-518 in April, 2018, Council confirmed that Dr. Robert Dony, P.Eng. was a member in good standing with the Association and that PEO had no objections to Engineers Canada recommending that Dr. Robert Dony, P.Eng. be offered to stand for nomination as Vice Chair of the Canadian Accreditation Board (CEAB) for one year in accordance with the CEAB Terms of Reference, Section 5.10:

*The Board, based on recommendations from the AB Nominating Committee, appoints the chair and the vice-chair, both for a period of one year. The chair automatically becomes past-chair following the completion of their term. The terms of office may be extended to a maximum of two years. Appointments are effective July 1 of the year of appointment. The vice-chair is normally appointed chair following his or her term as vice-chair.*

Under Engineers Canada’s current process, the CEAB Vice Chair position is renewable once for a one-year term.

The CEAB Nominations Committee has recommended seeking an extension of the Vice-Chair’s term to end of June 30, 2020.

Past President Dony recused himself during discussion on this item.

**That Council indicate to Engineers Canada that it has no objection to extending Dr. Robert Dony’s term as CEAB Vice-Chair until June 30, 2020.**

**CARRIED**

**12061  
CHANGES TO THE 2018 PEO COMMITTEES  
AND TASK FORCES MEMBERSHIP ROSTER**

**That Council approve changes to the 2018 PEO Committees and Task Forces Membership Roster as presented to the meeting at C-521-3.4, Appendix A.**

**CARRIED**

**12062  
COMMITTEES AND TASK FORCES TERMS  
OF REFERENCE FOR THE VOLUNTEERS  
LEADERSHIP CONFERENCE PLANNING  
COMMITTEE (VLCPC)**

**That Council approve the revised Terms of Reference for the Volunteer Leadership Conference Planning Committee (VLCPC), as presented to the meeting at C-521-3.5, Appendix A.**

**CARRIED**

**12063  
INSURANCE INDEMNIFICATION**

A request for information on the indemnification coverage for Councillors was made by Councillor Spink in June 2018. Subsequently,

staff reached out to PEO's broker Marsh Canada Limited for additional information in this area.

A detailed overview of PEO's Directors and Officers and Errors and Omissions policies and coverage was provided in the agenda package.

Councillor MacCumber suggested that a representative from Marsh Canada Limited be invited to attend a future plenary session to provide further information and the opportunity to ask questions. President Brown suggested that alternatively, a letter be prepared by Councillor MacCumber with questions to President Brown and Interim Registrar Zucco that can be forwarded to Marsh for response.

Councillor Spink suggested that the orientation session for new Councillors include a section on insurance indemnification and that this session be open to all Councillors. President Brown replied that this would be taken under advisement.

At the June 2018 Council meeting, Council passed the following motion:

*That the matter regarding risk items referring to compliance of PEO staff and volunteers to the requirements under the Accessibility for Ontarians with Disabilities Act, and associated regulations, the Occupational Health and Safety Act, and associated regulations and the PEO Anti-Workplace Violence and Harassment policy be referred to the Interim Registrar to verify training requirements with a report back to Council at its September 2018 meeting.*

CARRIED

The Government of Ontario, and in particular the Ministry of Labour, mandates that employees and volunteers receive training on certain topics. These topics can broadly be divided into three main areas: labour standards, occupational health and safety, and accessibility. This means that PEO staff/volunteers must complete several training courses.

The intention of the training is to educate staff/volunteers on their rights and responsibilities as well as their duties when working, so that they may perform their work safely and in compliance with the law.

A review of training requirements indicated that staff were already undertaking annual training to be compliant with requirements under the Accessibility for Ontarians with Disabilities Act (AODA), the Occupational Health and Safety Act and Anti-Workplace Violence and Harassment legislation. However, no volunteer training in these areas had been undertaken. People Development has arranged for volunteer training in these areas and is initiating training for all 1000 committee and chapter volunteers in Q4 2018.

**12064**  
**STAFF AND VOLUNTEER TRAINING**

PEO's compliance training vendor "HRdownloads" will provide the online training for volunteers. The three courses for volunteers include: AODA Customer Service Training (40 minutes); Workplace Violence and Harassment Training for Employees (47 minutes); and Occupational Health and Safety Awareness Training for Workers (36 minutes).

A log will be maintained noting all volunteers who have completed the training.

**12065  
COUNCIL ACTION LOG**

In June, 2018 Council tasked staff with developing a Council Action Log. The log is designed to capture action items as well as identify the lead responsibility and the status.

A Council Action Log was prepared in October and was reviewed by PEO's senior management team on October 16, 2018. The Council Action Log was provided in the Council agenda package.

**12066  
REGULATORY RISK REGISTER**

The Regulatory Risk Register was provided in the Council agenda package.

**12067  
COUNCILLOR ITEMS**

a. **Renewal Process for Term Limits for Regulatory Committees**  
President-elect Hill suggested that the Advisory Committee on Volunteers (ACV) create a process for the regulatory committees acknowledging the need for institutional memory but in line with PEO's term limits for committees to align with. She will bring forward a briefing note with this request.

b. **Council Orientation**  
It was suggested that the budgeting process be explained to new Councillors, including the super majority requirement to adjust an existing budget item by more than \$300,000 and an overview of Wainberg's Rules of Order to provide Councillors with a basic understanding of how meetings are conducted.

Moved by President-elect Hill, seconded by Councillor Chong:

**That Council move in-camera.**

**CARRIED**

**12068  
IN-CAMERA SESSION**

While in-camera, Council:

- a) verified the in-camera minutes from the 520<sup>th</sup> meeting of Council held September 21, 2018 as presented;
- b) approved the 2019 Order of Honour Awardees
- c) approved the 2019 Gordon M. Sterling Award
- d) received decisions and reasons of the Discipline Committee
- e) received a legal update on legal actions in which PEO is involved
- f) noted there were no issues reported regarding PEO's Anti-Workplace and Violence Policy
- g) received a presentation and recommendation from Western

Management Consultants (WMC) regarding the Registrar/CEO appointment (staff were recused from this portion of the in-camera meeting)

These minutes consist of fourteen pages and minutes 12045 to 12068 inclusive.

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D. Brown, P.Eng., Chair

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S. Clark, LL.B., Chief Administrative Officer and Corporate Secretary

DRAFT

## **OPEN SESSION MINUTES – 522<sup>nd</sup> Council Meeting – December 18, 2018**

**Purpose:** To record that the minutes of the open session of the 522<sup>nd</sup> meeting of Council accurately reflect the business transacted at that meeting.

**Motion to consider: (requires a simple majority of votes cast to carry)**

***That the minutes of the 522<sup>nd</sup> meeting of Council, held December 18, 2018, as presented to the meeting at C-524-3.2, Appendix A, accurately reflect the business transacted at that meeting.***

Prepared by: Dale Power, Secretariat Administrator

### **1. Need for PEO Action**

In accordance with best business practices, Council should record that minutes of an open session of a meeting of Council accurately reflect the business transacted at a meeting.

### **2. Current Policy**

Section 25(1) of By-Law No. 1 states that meetings of PEO are to be governed by *Wainberg's Society Meetings*. Rule 27.5 of *Wainberg's* states that "There is no legal requirement to have minutes verified, but it is considered good practice. The motion does not by itself ratify or adopt the business transacted; it merely verifies the minutes as being correct [a correct record of the discussions held and decisions made at the meeting]."

### **3. Appendices**

- Appendix A - Minutes – 522<sup>nd</sup> Council open session meeting – December 18, 2018



# Minutes

C-524-3.2  
Appendix A

The 522<sup>nd</sup> MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via teleconference on Tuesday, December 18, 2018 at 9:00 a.m.

- Present: D. Brown, P.Eng., President and Council Chair  
B. Dony, P.Eng., Past President  
N. Hill, P.Eng., President-Elect  
M. Sterling, P.Eng., Vice-President (Elected)  
K. Reid, P.Eng., Vice-President (Appointed)  
I. Bhatia, P.Eng., Eastern Regional Councillor  
G. Boone, P.Eng., Eastern Regional Councillor  
M. Chan, P.Eng., Lieutenant Governor-In-Council Appointee  
T. Chong, P.Eng., East Central Regional Councillor  
L. Cutler, P.Eng., Lieutenant Governor-In-Council Appointee  
R.A. Fraser, P.Eng., Councillor at Large  
T. Kirkby, P.Eng., Lieutenant Governor-In-Council Appointee  
L. Lederman, Q.C., Lieutenant Governor-In-Council Appointee  
L. MacCumber, P.Eng., West Central Regional Councillor  
N. Rush, C.E.T., Lieutenant Governor-In-Council Appointee  
T. Olukiyesi, P.Eng., Lieutenant Governor-In-Council Appointee  
S. Robert, P.Eng., Northern Regional Councillor  
R. Subramanian, P.Eng., Northern Regional Councillor  
K. Torabi, P.Eng., East Central Regional Councillor  
W. Turnbull, P.Eng., Western Regional Councillor  
G. P. Wowchuk, P.Eng., Councillor at Large
- Regrets: L. Hidalgo, P.Eng., Western Regional Councillor  
G. Houghton, P.Eng., Western Regional Councillor  
Q. C. Jackson, Barrister & Solicitor, Lieutenant Governor-In-Council Appointee  
M. Spink, P.Eng., Lieutenant Governor-In-Council Appointee
- Staff: J. Zuccon, P.Eng., Interim Registrar  
S. Clark, LL.B., Chief Administrative Officer and Corporate Secretary  
L. Latham, P.Eng., Deputy Registrar, Regulatory Compliance  
C. Mehta, Director, Finance [minutes 12045 to 12050 only]  
M. Price, P.Eng., Deputy Registrar, Licensing and Registration  
D. Smith, Director, Communications  
M. Wehrle, Director, Information Technology [via teleconference]  
B. Ennis, P.Eng., Director, Policy and Professional Affairs  
R. Martin, Manager, Secretariat  
D. Power, Secretariat Administrator  
E. Chor, Research Analyst
- Guests: R. Steinecke, PEO Legal Counsel [minutes 12070 only]



**CALL TO ORDER**

Notice having been given and a quorum being present, the Chair called the meeting to order.

**12069  
APPROVAL OF AGENDA**

Moved by Councillor Chong, seconded by Councillor Bhatia:

**That:**

- a. the agenda, as presented to the meeting at C-522-1.1, Appendix A be approved as presented; and**
- b. the Chair be authorized to suspend the regular order of business.**

**CARRIED**

**12070  
REQUEST FROM ENGINEERS AND  
GEOSCIENTISTS BC**

On November 15, 2018, President Brown, P.Eng., received a request from Dr. Kathy Tarnai-Lokhorst, P.Eng., President, Engineers and Geoscientists BC (EGBC) regarding the introduction of Bill 49, The Professional Governance ACT. While there are some good features in this ACT such as mandatory CPD, Corporate Regulation and council bylaw authority, there are others of grave concern, especially granting practice rights to technologists and the requirement for all members to make declaration of competency and conflict of interest for all projects prior to starting work. Furthermore, the unlimited power and lack of accountability of the superintendent of this office is potentially a serious concern.

A member of the Engineers and Geoscientists BC, Dr. Ralph Sultan, P.Eng., is an MLA and he too is very concerned about this Bill and is asking to receive letters of concern that can be read out in the house to support Engineers and Geoscientists BC. Engineers Canada has provided such a letter as has EGBC director to Engineers Canada, Russ Kinghorn, P.Eng., FEC, FGC (Hon.).

Council was asked to consider providing a letter of support to Engineers and Geoscientists BC.

Moved by Vice-President Reid, seconded by Councillor Bhatia.

**That Council approves the letter of support to Engineers and Geoscientists BC as presented to the meeting at C-522-2,1, Appendix A.**

**CARRIED  
Recorded Vote**

<b>For</b>	<b>Against</b>	<b>Abstain</b>
I. Bhatia	L. Lederman	K. Torabi
G. Boone		
M. Chan		
T. Chong		
L. Cutler		

B. Dony		
R. Fraser		
N. Hill		
T. Kirkby		
L. MacCumber		
T. Olukiyesi		
K. Reid		
S. Robert		
N. Rush		
M. Sterling		
R. Subramanian		
W. Turnbull		
G. Wowchuk		

It was suggested that Ontario’s attorney general be apprised of this letter.

In the spirit of transparency, President Brown advised that he would share with the President and CEO of the Ontario Association of Certified Engineering Technicians and Technologists (OACETT), the letter of support to Engineers and Geoscientists BC that is being sent to the Honourable George Heyman, M.L.A., Minister of Environment and Climate Change Strategy, Victoria, B.C.

Richard Steinecke, PEO Legal Counsel, joined the teleconference call. He provided an explanation regarding conflict of interest in the matter of the Engineers Canada TD Meloche Monnex Affinity Program. Councillors who declared a conflict of interest were asked to recuse themselves from the in-camera portion of the meeting dealing with the Affinity Program. Councillor Cutler recused himself at this time.

Moved by Councillor Boone, seconded by Councillor Chong:

**That Council move in-camera.**

**CARRIED**

**12071  
IN-CAMERA SESSION**

While in-camera, Council:

- a) discussed the Engineers Canada TD Meloche Monnex Affinity Program
- b) received notice of a briefing note regarding membership fees for the February Council meeting
- c) received an HRC update (staff were recused for this item)

The following motion was moved to open session.

Moved by Councillor Bhatia, seconded by Councillor Olukiyesi:

**That the President request that Engineers Canada put the 2018 funds from the Engineers Canada TD Meloche Monnex Affinity Program in abeyance and to assign the Executive Committee to provide recommendations/next steps regarding the program and to include**

**engagement with CEO and OSPE.**

**CARRIED**

These minutes consist of four pages and minutes 12069 to 12071 inclusive.

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D. Brown, P.Eng., Chair

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S. Clark, LL.B., Chief Administrative Officer and  
Corporate Secretary

DRAFT

# Briefing Note – Decision

## CHANGES TO THE 2019 COMMITTEES AND TASK FORCES MEMBERSHIP ROSTER

**Purpose:** To approve changes to Section 2 (Other Committees Reporting to Council) of the *2019 PEO Committees and Task Forces Membership Roster*.

**Motion(s) to consider: (requires a simple majority of votes cast to carry)**

**That Council approve changes to the *2019 PEO Committees and Task Forces Membership Roster* as presented to the meeting at C-524-3.3, Appendix A.**

**Prepared by:** Margaret Braun MEd, CHRE - (Acting) Director, People and Development  
**Moved by:** LGA Councillor Chan, P.Eng.

### 1. Need for PEO Action

It is the role of Council to approve annual rosters of committee members under the Committees and Task Forces Policy (Role of Council, Item 4) and authorize the membership of those volunteers who formally participate on its behalf through membership on committees and task forces. Furthermore, Council is asked to approve volunteer members of committees and task forces in accordance with PEO's insurance policy requirements.

Council approved the *2019 PEO Committees and Task Forces Membership Roster* at the November 16, 2018 meeting. *Appendix A* sets out changes to the Section 2 (Other Committees Reporting to Council) of the approved Roster that require Council approval at this time.

### 2. Proposed Action / Recommendation

Approve the changes to Section 2 (Other Committees Reporting to Council) of the *2019 PEO Committees and Task Forces Membership Roster*.

### 3. Next Steps (if motion approved)

- The newly appointed and re-appointed members will be notified accordingly.
- The updated *2019 PEO Committee and Task Force Membership Roster* will be posted on PEO's website.

### 4. Policy or Program contribution to the Strategic Plan

The motion regarding Changes to the *2019 PEO Committees and Task Forces Membership Roster* is related to Objective 9 in the 2018-2020 Strategic Plan.

### 5. Financial Impact on PEO Budgets (for five years)

Not applicable

### 6. Peer Review & Process Followed

<b>Process Followed</b>	Committees and Task Forces Policy – Role of Council Item 4: Approve the annual roster of committee members.
<b>Actual Motion Review</b>	The HRC will review the changes to the <i>2019 PEO Committees and Task Forces Membership Roster</i> at its meeting on February 8, 2019.

### 7. Appendix

- Appendix A – Changes to Section 2 (Other Committees Reporting to Council) of the *2019 PEO Committees and Task Forces Membership Roster*.

**Changes to the 2018 PEO Committees and  
Task Forces Membership Roster**

C-524-3.3  
Appendix A

**524<sup>th</sup> Council Meeting**

**New appointments:**

First/Last Name	Term / Compliance [per Terms of Reference]	Committee / Task Force
Sola Abolade, P.Eng.	December 12, 2018 – December 31, 2019	Advisory Committee on Volunteers (ACV)
Jim Chisholm, P.Eng.	February 8, 2019 – December 31, 2019	Experience Requirements Committee (ERC)
Mohamed Mushantat, P.Eng.	February 8, 2019 – December 31, 2019	Experience Requirements Committee (ERC)
Greg Wowchuk, P.Eng.	February 8, 2019 – December 31, 2019	Licensing Committee (LIC) – LEC rep, 1-year term

**Changes to the Roster – election of Chairs/Vice Chairs and other:**

First/Last Name	Term / Compliance [per Terms of Reference]	Committee / Task Force
John Severino, P.Eng.	1-year term [3 <sup>rd</sup> term / full compliance]	Awards Committee (AWC) – Chair (re-elected), GAC subcommittee Chair
Kiran Hirpara, P.Eng.	1-year term [1 <sup>st</sup> term / full compliance]	Awards Committee (AWC) – Sterling Award subcommittee Chair
Michael Wesa, P.Eng.	February 8, 2019 – December 31, 2019	Awards Committee (AWC) – GAC subcommittee member
Rejeanne Aimey, P.Eng.	December 7, 2018 – TBD	Awards Committee (AWC) and GAC subcommittee member (OSPE rep)
Manraj Pannu, P.Eng.	December 7, 2018 – TBD	Awards Committee (AWC) and GAC subcommittee member (OSPE rep)
Warren Turnbull, P.Eng.	1-year term [2 <sup>nd</sup> term / full compliance]	Government Liaison Committee (GLC) – Chair (acclaimed)
Fanny Wong, P.Eng.	1-year term [2 <sup>nd</sup> term / full compliance]	Professional Standards Committee (PSC) – Chair (re-elected)
Neil Kennedy, P.Eng.	1-year term [2 <sup>nd</sup> term / full compliance]	Professional Standards Committee (PSC) – Vice Chair (re-elected)

**Committee and Task Force Resignations/Retirements:**

First/Last Name	Service Dates	Committee / Task Force
Hugo Maureira, P.Eng.	2016 – Dec 2018	Experience Requirements Committee (ERC)

## In Camera Session

In-camera sessions are closed to the public

## **COUNCIL ACTION LOG**

**Purpose:** To provide Council with the Council Action Log.

**No motion required**

**Prepared by:** Ralph Martin, Manager, Secretariat

### **1. Status Update**

In June, 2018 Council tasked staff with developing a Council Action Log. The log is designed to capture Action Items as well as identify the Lead Responsibility and the Status.

The purpose of the Action Log is to capture action items from Council meetings and provide Council with updates on steps taken on each issue.

### **2. Appendices**

Council Action Log not included due to In-Camera material.

## **RISK REGISTER**

**Purpose:** To provide Council with a regulatory risk register.

**No motion required**

**Prepared by:** Scott W. Clark, LL.B., Chief Administrative Officer

### **1. Status Update**

A risk register is a record of identified risks that an organization may face and encompasses not only the identified risk and its description, but also includes an assessment of the likelihood and impact of such a risk occurring, when action may be required to address the risk, who or what aspects of the organization are accountable as well as the response and/or mitigation strategy to address the risk

The purpose of a risk register is to provide Council with a structured approach to managing risks. It provides an approach to addressing risks rather than an ad hoc or reactionary response framework. A risk register strengthens organizational governance through the identification and assignment of risk management accountability. Finally, it enhances the communication of risk across an organization and thus broadens the understanding throughout the organization of current and emerging risks.

Staff have been tasked to develop operational and regulatory risk registers based on the risk register presented to Council in 2017. Starting with the September 2018 Council meeting, Council will receive the updated regulatory risk register through a standing item on the Council agenda.

### **Appendices**

- Appendix A – Regulatory Risk Register



Professional Engineers Ontario  
Regulatory Risk Register

C-524-5.2  
Appendix A

Risk #	Risk Factor/Description of Risk	Likelihood (1 - 5)	Impact (1 - 5)	Overall Risk Score (1 - 25)	Risk Category	When Action Required	Accountable	Risk Response/Mitigation Strategy
1	Loss of Regulatory Status  A lack of confidence in PEO to regulate the practice of professional engineering resulting in legislation removing the ability of Council to determine standards of practice, licensing requirements and regulatory compliance/discipline procedures.	3	5	15	Strategic	6 - 12 months	Council	Undertake external third party review of regulatory activities, then follow up with comprehensive external third party review of entire organization.
2	Vision or Strategy  A lack of vision, strategy or direction could result in the public interest not being protected, diminished public confidence and diminished engagement with licence holders.	1	4	4	Strategic	action not required	Council	Strategic plan in place. Strategic plan progress reviewed by Council quarterly.
3	Succession planning for Registrar and senior management  A lack of succession planning for the positions of Registrar and SMT could result in delays in decision-making and loss of knowledge.	3	3	9	Strategic	6 - 12 months	Council	Succession planning in place for Registrar and SMT. Job descriptions kept up-to-date.
4	Backlog in complaints investigations  Influx of files prevents timely processing.	1	3	3	Regulatory	annually	Council	Trend analysis. Reserve fund available for contingencies.
5	Backlog in academic requirement assessments.  Influx of files prevents timely processing.	1	4	4	Regulatory	annually	Council	Trend analysis. Reserve fund available for contingencies.
6	Backlog in experience requirements assessments.  Influx of files prevents timely processing.	1	4	4	Regulatory	immediately	Council	Trend analysis; Reserve fund available for contingencies; Additional staff hired.

Professional Engineers Ontario  
Regulatory Risk Register

Updated as of September 5, 2018

Risk #	Risk Factor/Description of Risk	Likelihood (1 - 5)	Impact (1 - 5)	Overall Risk Score (1 - 25)	Risk Category	When Action Required	Accountable	Risk Response/Mitigation Strategy
7	Backlog of enforcement investigations Influx of files prevents timely processing.	1	3	3	Regulatory	annually	Council	Trend analysis. Reserve fund available for contingencies.
8	Registration Committee untimely decisions Loss of public confidence. Risk to public.	2	3	6	Regulatory	annually	Council	Training provided to REC members and Council meeting updates.
9	Discipline Committee untimely decisions Loss of public confidence. Risk to public.	2	3	6	Regulatory	annually	Council	Training provided to DIC members; Council meeting updates; Executive Leadership intervention
10	Extraordinary Unbudgeted Expenditures Impact on cash flow, reserve fund and/or regulatory functions as a result of extraordinary and significant items that were unbudgeted or exceeded expected budget.	4	2	8	Regulatory	annually	Council	Financial and operational controls/policies in place. External auditor reviews financial controls annually. Monthly financial reports reviewed. FIC/AUC quarterly and annual review. Council informed of any extraordinary and significant unbudgeted expenditures.

## **COUNCILLORS ITEMS**

- a) **Notices of Future Agenda Items**
- b) **Councillors' Questions**

**Purpose:** To provide Councillors with an opportunity to provide notice of items for inclusion on the next Council meeting agenda, and to ask questions.

**No motion required**

**Prepared by:** Dale Power, Secretariat Administrator