



Minutes

The 527TH MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held at the Toronto Hilton Hotel, Toronto, Ontario on Saturday, May 4, 2019 at 3:00 p.m.

- Present:
- N. Hill, P.Eng., President and Council Chair
 - D. Brown, P.Eng., Past President and Council Chair
 - M. Sterling, P.Eng., President-elect
 - C. Bellini, P.Eng., Vice-President (Elected)
 - M. Chan, P.Eng., Vice-President (Appointed)
 - S. Ausma, P.Eng., Councillor at Large
 - G. Boone, P.Eng., Eastern Regional Councillor
 - L. Cutler, P.Eng., Councillor at Large
 - Q. C. Jackson, Barrister & Solicitor, Lieutenant Governor-In-Council Appointee
 - W. Kershaw, P.Eng., Western Regional Councillor
 - 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
 - L. Notash, P.Eng., Councillor at Large
 - T. Olukiyesi, P.Eng., Lieutenant Governor-In-Council Appointee
 - S. Robert, P.Eng., Northern Regional Councillor
 - N. Rush, C.E.T., Lieutenant Governor-In-Council Appointee
 - A. Sinclair, P.Eng., East Central 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
 - R. Walker, P.Eng., Eastern Regional Councillor
 - G. P. Wowchuk, P.Eng., Councillor at Large
- Regrets:
- G. Houghton, P.Eng., Western Regional Councillor
- Staff:
- J. Zuccon, P.Eng., Registrar
 - C. Mehta, Director, Finance
 - L. Latham, Deputy Registrar, Regulatory Compliance
 - D. Smith, Director, Communications
 - M. Wehrle, Director, Information Technology
 - B. Ennis, P.Eng., Director, Policy and Professional Affairs
 - R. Martin, Manager, Secretariat
 - D. Power, Secretariat Administrator
 - E. Chor, Research Analyst

CALL TO ORDER

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

**12115
APPROVAL OF AGENDA**

Moved by Councillor Olukiyesi, seconded by Councillor Boone:

That:

- a) the agenda, as presented to the meeting at C-527-1.1, Appendix A be approved; and**
- b) The Chair be authorized to suspend the regular order of business.**

CARRIED

**12116
SPECIAL RULES OF ORDER**

Section 25(1) of By-Law No. 1 requires that all meetings of the association are to be governed by *Wainberg's Rules of Order*. These rules may be amended by passing *Special Rules of Order*, which supersede *Wainberg's*, and which remain in effect only until the close of business at the next Annual General Meeting.

Adopting *Special Rules* provides guidance on how to deal with certain situations that arise in meetings where PEO convention varies from the rules contained in its parliamentary authority, *Wainberg's Rules of Order*, or on which *Wainberg's* is silent.

Adopting *Special Rules* also provides consistency on how such matters may be handled at all meetings of the association.

Section 25(3) of By-Law No. 1 requires that, at the first meeting of Council following the Annual General Meeting, all *Special Rules*, which were in force immediately before the close of business at the Annual General Meeting, are to be presented to Council for adoption and/or amendment, if it so wishes.

Moved by Councillor Subramanian, seconded by Councillor Kershaw:

That the Special Rules of Order, as presented to the meeting at C-526-2, Appendix A, be approved effective immediately and to remain in effect until the close of business at the 2020 Annual General Meeting.

Councillor Wowchuk referred to page 83 of *Wainberg's Society Meetings* under Rule 13.5 Adding to the Agenda wherein the third paragraph reads "If the item proposed to be added is, in the opinion of the Chair, neither minor nor routine, or if the constitution required prior notice for such a motion, the Chair should *not* add the item to the agenda, unless all members (present and absent) waive notice, or unless the statute or constitution provides that any matter relevant to the society may be raised at the meeting. *For examples of items that are neither minor nor routine, see the Introduction*

section of Chapter 12, Notice of General Meetings, page 73” and suggested that this paragraph be replaced with “Advance notice of motion for major, time critical issues is not required as decided by the majority of Council members present.”

Moved by Councillor Wowchuk, seconded by Councillor Torabi:

That the main motion be amended to read:

That the Special Rules of Order, as presented to the meeting at C-526-2, Appendix A, be approved effective immediately and to remain in effect until the close of business at the 2020 Annual General Meeting as amended by adding “Advance notice of motion for major, time critical issues is not required as decided by the majority of Council members present.”

DEFEATED

Moved by President Hill, seconded by Councillor Turnbull:

That the Special Rules of Order, as presented to the meeting at C-526-2, Appendix A, be approved effective immediately and to remain in effect until the close of business at the 2020 Annual General Meeting.

CARRIED

[Secretariat Note: The above motion required a two-thirds majority of votes cast to carry].

It was noted that Council may amend the Special Rules at any time.

**12117
APPOINTMENT OF COUNCIL MEETING
CHAIR**

The Chair stated that, at its February 2011 meeting, Council approved a process for selecting a Council Meeting Chair that requires Council to annually appoint its Meeting Chair at the first Council meeting following the Annual General Meeting.

Councillor Notash withdrew her name as a candidate for the position of Council Meeting Chair. Past President Brown advised that President Hill had indicated her willingness to serve as Council Meeting Chair and asked for further nominations. None being received, he declared nominations closed.

Moved by Councillor Boone, seconded by Councillor Notash:

That Council approve the acclaimed appointment of President Nancy Hill, P.Eng. as Council Meeting Chair for the 2019-2020 Council year or until her successor is appointed.

CARRIED

Past President Brown turned the gavel over to President Hill as newly elected Council Meeting Chair.

**12118
APPOINTMENT OF REGIONAL
COUNCILLORS COMMITTEE CHAIR**

The Chair stated that Council was being asked to approve the Chair of the Regional Councillors Committee (RCC) for the ensuing Council year in accordance with the Committees and Task Forces Policy.

Moved by Councillor Turnbull, seconded by Councillor Subramanian:

That Councillor Serge Robert, P.Eng., be appointed as Chair of the Regional Councillors Committee, effective immediately and to hold office until the close of business at the 2020 Annual General meeting.

CARRIED

**12119
APPOINTMENT OF VICE PRESIDENT**

The Chair stated that Section 3(1)2 of Regulation 941 under the *Professional Engineers Act* requires that Council appoint a Vice President from among its Councillors who are members of the Association at a meeting to be held after the close of business and on the day of the Annual Meeting of members or within thirty days thereafter. Non-member Lieutenant Governor-in-Council appointees are ineligible from serving as Vice President under this Regulation.

The Chair announced the names of Councillors who had indicated their willingness to serve as Vice President (Appointed). Councillor Kershaw asked that his name be withdrawn. The Chair asked for further nominations following which Councillor Olukiyesi submitted her name. When the final list of nominations had been determined, the Chair declared the nominations closed. The remaining candidates then addressed the meeting.

In keeping with the procedures for appointing Councillors to board positions, the Chair advised that voting would be by electronic vote in accordance with Special Rule #4.

An electronic vote was then conducted to select the Vice President.

Moved by Councillor Boone, seconded by Councillor Wowchuk:

That Council accept the result of the electronic vote for the Vice-President and approve the appointment of Councillor Michael Chan, P.Eng., as Vice President (appointed) for the 2019-2020 Council year.

CARRIED

**12120
APPOINTMENT OF COUNCILLORS TO**

Section 28.(1)(e) of Regulation 941 under the Professional Engineers Act requires that Council appoint one or more other members of

EXECUTIVE COMMITTEE

Council, in addition to the president, president-elect, immediate past president and the two vice presidents, to serve on the Executive Committee.

Section 28.(1.1) of Regulation 941 requires that at least one member appointed by the Lieutenant Governor be appointed to the Executive Committee.

Appointments are to be made in accordance with the process approved by Council at its September 2016 meeting for Board Committee appointments and the Special Rules. The Human Resources Committee met on April 23, 2019 and did not make recommendations for positions on the Executive Committee in order to provide Council the opportunity to make a full decision.

The Chair announced the names of Councillors who had indicated their willingness to serve on the Executive Committee and asked for further nominations. Since Councillor Chan was appointed as Vice-President and would be a member of the Executive Committee in that capacity he withdrew his name. When the final list of nominations had been determined, the Chair declared the nominations closed. The remaining candidates consented to serving. Councillor Ausma was invited to address the meeting since she had not previously spoken.

In keeping with the procedures for appointing Councillors to Board positions, the Chair advised that voting would be by electronic vote in accordance with Special Rule #4.

An electronic vote was then conducted to select the LGA Councillor of the Executive Committee.

Moved by Councillor Spink, seconded by Councillor Boone:

That Council appoint LGA Councillor Lew Lederman, P.Eng., to the Executive Committee for the 2019-2020 Council year.

CARRIED

Moved by Past President Brown, seconded by Councillor Jackson:

That Council appoint three other Councillors to the Executive Committee for the 2019-2020 Council year.

CARRIED

An electronic vote was then conducted to select the three other Councillors of the Executive Committee.

Moved by Councillor Kershaw, seconded by Councillor Robert:

That three additional Council members, Councillors Sandra Ausma, P.Eng., Leila Notash, P.Eng., and Warren Turnbull, P.Eng., be appointed as members of the Executive Committee for the 2019-2020 Council year.

CARRIED

President Hill advised that she would like to discuss and set up a workplan at the next Executive Committee meeting for presentation to Council.

**12121
APPOINTMENT TO HUMAN RESOURCES
COMMITTEE**

The Chair announced the names of Councillors who had indicated their willingness to serve on the Human Resources Committee and asked for further nominations. Councillors Turnbull and Bellini as well as Vice-President Chan asked to have their name withdrawn. When the final list of nominations had been determined, she declared the nominations closed.

In keeping with the procedures for appointing Councillors to the Human Resources Committee, the Chair advised that voting would be by electronic vote in accordance with Special Rule #4.

The remaining candidates consented to serving and were invited to address the meeting.

An electronic vote was then conducted to select the two members of the Human Resources Committee for the 2019-2020 Council year.

Moved by Councillor Notash, seconded by Councillor Turnbull:

That Councillors Qadira Jackson, LL.B. and Marilyn Spink, P.Eng., be appointed as members to the Human Resources Committee for the 2019-2020 Council year.

CARRIED

**12122
APPOINTMENT TO BOARD
COMMITTEES**

Annually, Council appoints the requisite number of Councillors to Board Committees and representatives to the OSPE-PEO Joint Relations Committee.

Appointments are to be made in accordance with the process approved by Council at its September 2016 meeting for Board Committee appointments and the Special Rules. The Human Resources Committee met on April 23, 2019 and made its recommendations which were provided to Council. In determining its recommendations, the Human Resources Committee (HRC) reviewed the submitted board committee preferences of Councillors, their respective backgrounds, the need to balance committee continuity with succession planning, Councillor

workloads, Councillor involvement with other committees and external appointments as well as committee terms of reference.

Moved by Councillor MacCumber, seconded by Councillor Jackson:

That, as recommended by the Human Resources Committee, the Audit Committee be composed of four Council members and that Councillors Guy Boone, P.Eng., Lew Lederman, P.Eng., Leila Notash, P.Eng., and Marilyn Spink, P.Eng., be appointed as members to the Audit Committee for the 2019-2020 Council year.

That, as recommended by the Human Resources Committee, Councillors Sandra Ausma, P.Eng., Lorne Cutler, P.Eng., Tim Kirkby, P.Eng., and Randy Walker, P.Eng., be appointed as members to the Finance Committee for the 2019-2020 Council year.

That, as recommended by the Human Resources Committee, Councillors Sandra Ausma, P.Eng., Gary Houghton, P.Eng., Lisa MacCumber, P.Eng., Leila Notash, P.Eng., and Arthur Sinclair, P.Eng., be appointed as members to the Legislation Committee for the 2019-2020 Council year.

That, as recommended by the Human Resources Committee, Councillor Wayne Kershaw, P.Eng., and Arthur Sinclair, P.Eng., be appointed as members to the OSPE-PEO Joint Relations Committee for the 2019-2020 Council year.

CARRIED

**12123
CHANGES TO ENGINEERS CANADA
BYLAWS**

Council was provided with recommended modifications to the Engineers Canada bylaws to the members related to Governance, Officers of Engineers Canada, Auditor and Minister of Industry. Councillor Bellini provided highlights of these recommendations.

Moved by Councillor Bellini, seconded by Councillor Turnbull:

That PEO Council direct its member representative to support the recommended modifications to the Engineers Canada bylaws at the Engineers Canada meeting of the members.

CARRIED

President Hill, using this direction from Council, will attend the Engineers Canada Annual meeting on May 25, 2019 and vote on the bylaw change issue. The President will then report back to Council on the bylaw changes.

**12124
PEO REPRESENTATIVE ON THE ONTARIO
ASSOCIATION OF CERTIFIED**

The governance structure of the Ontario Association of Certified Engineering Technicians and Technologists (OACETT) provides one position for a professional engineer on its Council.

ENGINEERING TECHNICIANS AND TECHNOLOGISTS (OACETT)

At C-512 in April 2017, Council approved the HRC recommendation that David Brown, C.E.T., P.Eng. be appointed as a PEO representative on the Council of the Ontario Association of Certified Engineering Technicians and Technologists for a two-year term, from the OACETT June 2017 AGM to the OACETT June 2019 AGM.

In February 2019, PEO received a request from the OACETT to extend the term of appointment of David Brown, C.E.T., P.Eng. as a PEO representative on the OACETT Council for one year, until the OACETT June 2020 AGM.

At the March Council meeting, the motion to extend Dave Brown's term for one year as PEO representative on the Council of the Ontario Association of Certified Engineering Technicians and Technologists (OACETT) was withdrawn and People Development was tasked to seek candidate(s) for appointment to the above position.

A call for nominations was sent out to all P.Eng. Councillors with the submission deadline of April 15, 2019. The expression of interest submitted by Tim Kirkby, P.Eng., was reviewed by the Human Resources Committee (HRC) at its April 23, 2019 meeting. The HRC subsequently passed a motion that "The HRC supported Tim Kirkby's nomination for appointment of a PEO representative to the OACETT Council."

Moved by Councillor Rush, seconded by Councillor Lederman:

That Council approve the HRC recommendation that Tim Kirkby, P.Eng., be appointed as a PEO representative on the Council of the Ontario Association of Certified Engineering Technicians and Technologists, from the OACETT June 2019 AGM to the OACETT June 2021 AGM.

CARRIED

**12125
COUNCILLOR ITEMS**

a) Member Submissions

President Hill advised that the 2019 Member Submissions would be discussed at the September 2019 Council meeting.

b) June Council Meeting

President Hill asked that Council members set aside the entire day on June 20th to discuss the external review.

c) Council Retreat

The Council Retreat will be held at the Deerhurst Resort in Huntsville May 30 to June 1 to discuss governance with the assistance of a facilitator.

There being no further business, the meeting concluded.

These minutes consist of nine pages and minutes 12115 to 12125 inclusive.

N. Hill, P.Eng., Chair

R. Martin, Manager, Secretariat