



# Minutes

A MEETING of the COUNCIL TERM LIMITS TASK FORCE was held on Friday, May 13, 2016 at 8:45 a.m.

- Present: R. Willson, P.Eng., Chair  
N. Hill, P.Eng., Vice-Chair  
P. Ballantyne, P.Eng.  
L. King, P.Eng. [via teleconference to 4:00 p.m.]  
M. Stauch, M.ED  
M. Wesa, P.Eng.
- Guests: J. Garthson [9:00 a.m. to 10:30 a.m. only]  
P. Vinette [via teleconference – 11:00 a.m. to 12:30 p.m. only]
- Staff: S.W. Clark, LL.B. Chief Administrative Officer  
and General Secretary  
R. Martin, Manager, Secretariat  
D. Power, staff support

## CALL TO ORDER

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

## APPROVAL OF AGENDA

Moved by Mr. Ballantyne, seconded by Ms. Stauch to approve the agenda as presented.

CARRIED

## APPROVAL OF APRIL 14, 2016 MINUTES

Moved by Mr. King, seconded by Ms. Stauch to approve the April 14, 2016 minutes as presented.

CARRIED

## DISCUSSIONS WITH GOVERNANCE CONSULTANTS

The Chair welcomed Jane Garthson, who has considerable experience with non-profit Boards, to the meeting. Ms. Garthson provided some further detail regarding her background.

### Succession Planning

Ms. Garthson shared her thoughts regarding succession planning, highlighted as follows:

- Is a year round organized effort
- Should identify good replacements for Officer positions rather than last minute Board replacements
- Preparation is a major component
- Many organizations have a Governing Committee for year round issues rather than a Nominating Committee with only one role . It was noted that PEO has a Board Committee

(Central Elections and Search Committee) that deals with procedural issues as well. It was further noted that PEO elections are independent of the Annual General meeting

- Potential candidates could be asked to share their vision of PEO and how their skills would contribute to that vision

Ms. Garthson distributed a document entitled “Board Succession Planning & Recruitment” at the meeting which is attached and form part of these minutes.

Following the meeting Ms. Garthson provided the task force with the following documents:

- Succession Planning links
- Four Reasons to Throw Away Your Old Board Recruitment Matrix
- Backgrounder for Board Recruitment 2013 – Ethics Practitioners Association of Canada

Challenges identified included:

- Some candidate platforms seem disconnected from the profession
- The need to develop a “skill set” matrix

There was some discussion regarding LGA appointments. Mr. Clark advised that the Human Resources Committee has been working with the Attorney General’s office regarding criteria such as diversity, disciplines, gender, etc.

#### Term Limits

Ms. Garthson reviewed some reasons that term limits are desirable:

- Fresh ideas, energy and new skill sets
- Long term members become tired
- New members bring different questions to the table and challenge assumptions
- Provides the opportunity for younger members to be elected
- New members provide an increased network of people who may want to volunteer
- Long time members tend to have the loudest voices which can be intimidating to some and could discourage dialogue

Ms. Garthson noted that ideally Council would vote on the President position rather than the membership as a whole because Council is more in tune with the issues. It was noted that this has been raised in the past but was viewed as un-democratic.

Ms. Garthson touched briefly on Board evaluations which should

include the following questions:

1. How does the Board function as a group?
2. How do you function as an individual?
3. How do other Board members feel you function as an individual?

The Chair thanked Ms. Garthson for her participation and guidance.

The Chair welcomed Paulette Vinette who was participating via teleconference. Ms. Vinette reviewed her slide presentation. It was noted on slide 1 that the numbers that were provided regarding term limits (CSAE Association census 2016) did not add up to 100. Ms. Vinette advised that she would clarify this. The cost of this census is approximately \$260.00 which may be helpful to the task force. Ms. Vinette advised that she would provide Mr. Martin with sample Terms of Reference to be shared with the task force.

When asked how to go about creating a skills matrix for Council Ms. Vinette replied that the involvement of the Human Resources Department would be a key component. She noted the importance of finance, legal, etc. expertise on Council. In order to ensure strong leadership the right skills must be present, this is due diligence from a risk management perspective. The Nominating Committee would use the skills matrix as a guideline. When asked about transitioning from the current make up (self-selected) to a more skills based selection Ms. Vinette recommended that the concept be introduced over a three year period. It was noted that this would be difficult with some positions, for example the Regional Councillor positions are voted on by region.

There was some discussion regarding methods used by PEO during elections to reach out to its members which includes candidate debates which are available for viewing online as well as eBlasts (email). Mr. Clark advised that analytics are available to indicate whether an email has been opened and if the recipient has gone a step further by clicking on any of the links that were provided. Mr. Willson advised that he would like to see this report.

Ms. Vinette stated that the creation of a policy that limits the number of times a member can run for office must be supported by good rationale.

Ms. Vinette offered to provide a one page summary of the discussion which was accepted by the Chair.

The Chair thanked Ms. Vinette for her presentation and input.

## **VOLUNTEER LEADERSHIP CONFERENCE**

Mr. King reviewed the slides regarding the Volunteer Leadership

## **REVIEW**

Conference discussion on Succession Planning, Term Limits and Continuity. He commended staff on the excellent job in transcribing the information from the flipcharts to the PowerPoint presentation that was included in the meeting package.

It was noted that much of the discussion focussed on Chapters and Committees rather than on Council; however, there was general support for term limits which should be implemented across the board. Some Chapters are building leadership within their group. There was some disagreement as to what the term limits should be.

Leadership training is typically restricted to Chapter and Committee Chairs and Vice Chairs. If such training was offered to other members this could raise their confidence to challenge the status quo. Mr. Clark advised that President Comrie has made this one of his key issues as President. This is also in the Strategic Plan. Two leadership modules will be produced this year with others to follow with the goal to aiding interested Chapter and Committee members to progress through to Council.

## **ISSUES LIST**

Documents provided prior to the meeting included the Cause and Effect of Setting Board Term Limits and a Review of Submission and Feedback at AGM's related to Volunteering on Council.

A Succession Planning document was distributed at the meeting.

Mr. Ballantyne reviewed the pros and cons of Board term limits as well as barriers, issues and opportunities. It was noted that Human Resources Plans regarding succession planning for committees have been in place for quite some time but that this is not well known. A business plan going forward was suggested. The statistical data that was provided regarding all Councillors who have served between the years 1995 to 2016 shows there are a very few who have served for extreme lengths of time with the exception of some LGA's and some Presidents and Vice Presidents. Regional Councillors tend to be self limiting due to workload. It was suggested there be a break in service after four to six years. A robust succession plan should be developed. PEO would have more credibility with Government with a matrix in place for elected Council positions that could also be applied to LGA positions. Mr. Clark advised that until about ten years ago a letter was sent to the Attorney General's office from the Secretariat outlining what skills were needed; however, this practice was halted at the direction of Council.

## **PROBLEM STATEMENT**

The task force reviewed the Problem Statement document that was distributed at the meeting and narrowed down the concerns to the top five as follows:

- Voter apathy....staggering number of members who do not

vote

- Identifying potential candidates for all Council positions well in advance of elections, operating in concert with term limits for all Council positions
- Same old faces at the Council table
- ...some of the biggest employers of engineers are not supporting their employees to come to govern the profession/....managers who understand the importance of engineering and professional development should encourage their staff to [participate]
- [Term Limits will make] the association more dynamic, more active and to bring in new ideas

### **BUDGET REQUEST**

A request will be made to Council to increase the task force budget by \$2,500.00 due to the use of consultants which proved to be very beneficial. Mr. Martin will work with the Chair and Vice Chair to prepare a Briefing Note.

### **JORDAN MAX PRESENTATION – ACT, REGULATION AND BYLAW CHANGE PROCESS**

Mr. Max reviewed his presentation on the Act, Regulation and Bylaw change process.

Based on the presentation it was the conclusion of the task force that recommendations regarding the justification for term limits will have to be made. Broader research is required. Mr. Max stated that good consultative research should include face to face interviews with potential candidates as well as current and past Councillors. Mr. Max advised that he was available as an in-house consultant. The Chair stated that in light of this the task force will not be in a position to make a presentation at the June plenary session. The Chair and Vice-Chair will discuss this further.

A copy of the Ipsos Reid membership survey will be posted to the Council Term Limits Task Force SharePoint site.

### **NEXT MEETING DATES**

- June 14, 2016 – 9:00 a.m. to noon followed by lunch
- July 14, August 18, September 15, 2016
- November 21, 2016 tentative date (aligned with the Chapters Leader Conference)
- January 10, 2017

There being no further business, the meeting concluded.

These minutes consist of five pages.