



# Minutes

Item 3.

**A TELECONFERENCE MEETING of the COUNCIL TERM LIMITS TASK FORCE was held on Wednesday, October 12, 2016 at 9:00 a.m.**

Present: R. Willson, P.Eng., Chair  
N. Hill, P.Eng., Vice-Chair  
P. Ballantyne, P.Eng.  
L. King, P.Eng.  
M. Stauch, M. ED  
M. Wesa, P.Eng.

Staff: S. W. Clark, LL.B. Chief Administrative Officer  
R. Martin, Manager, Secretariat [part of meeting]  
D. Power

## CALL TO ORDER

Notice having been given and a quorum being present, the Chair called the meeting to order at 9:05 am.

## APPROVAL OF AGENDA

Moved by Mr. King, seconded by Mr. Wesa to approve the agenda as presented.

CARRIED

## APPROVAL OF SEPTEMBER 28, 2016 MINUTES

Moved by Mr. Wesa, seconded by Mr. Ballantyne to approve the September 28, 2016 minutes as presented.

CARRIED

## ITEMS ARISING FROM THE MINUTES

The Chair has explored adjusting the timelines of the TF workplan to accommodate delays in completing its report. This exercise arose from a discussion with the Vice-Chair after the previous meeting, when it became clear that the TF Report could not be issued for committee review on October 15. The revised work plan was subsequently reviewed and agreed to by the Vice Chair.

The projected draft report submission date to the HRC, CESC and LEC committees for peer review will shift to November 25, 2016. An additional meeting will be scheduled in late October and the preliminary draft report would need to be ready by October 31 for TF review. An additional meeting may be needed in November to review and edit the draft report before it is issued for peer review. The expectation is that feedback from peer review would be received by January 27, 2017. A meeting to review these comments would take place on February 2 with the final report submitted by February 23, 2017 for inclusion in the March Council agenda

package. The task force would present its report at the March Plenary session.

Staff advised that formal notice of this delay does not need to be provided to Council as long as the report is delivered before the 2017 AGM.

**Action: The Vice-Chair will send all task force members a copy of the revised detailed Work Plan.**

**COUNCIL TERM LIMITS TASK FORCE  
REPORT TO COUNCIL – TEAM B – DRAFT  
REPORT REVIEW**

The task force reviewed and discussed the Succession Planning document prepared by Mr. Wesa (Team B).

Points discussed:

- The importance of incorporating greater detail regarding leadership development into the report;
- If the size of Council is reduced after the ongoing Council Composition Task Force report, the need for high calibre candidates will increase. Concern was expressed that a smaller Council would result in even more volunteer hours required from each Councillor to serve on committees, etc. This would in turn create additional challenges in recruiting candidates to run for Council;
- Voter knowledge of PEO issues – there is a need to educate PEO volunteers (first) and then roll this knowledge out to the rest of the PEO membership;
- Need information on what makes a good Councillor, i.e. list of desirable qualities/attributes;
- Succession strategies also need to be developed within the committee and chapter structure (note: this may be beyond the scope of the CTL TF);
- Need research on best succession planning practices of PEO sister organizations, such as other regulators. Specifically, confirm if they have mentoring/buddy systems or pay per diems to board members;
- One of the articles submitted by Ms. Stauch discussed five basic criteria on succession planning, as follows:
  - Governance Committee
  - Board Assessment
  - Board Matrix
  - Board Orientation Manual
  - Board Training
- The Conclusion section should cover all consensus items in the CTLTF Preliminary Conclusions Matrix;
- Edit the first intro paragraph to emphasize the quality of Council members rather than turnover;

- Broaden Conclusions Item 7 to remove reference to barriers and gender. Clarify Conclusions Item 8 to confirm that significant financial investment means payments to companies who allow their employees to attend Council meetings, etc.
- Cross referencing to Appendices will be incorporated closer to completion of the document. All teams should include references to their Appendices in the body of the report so that the sections are similarly formatted.

**Action: Mr. Clark will look into an outreach survey regarding PEO's sister organizations regarding succession planning and per diems.**

During a discussion of the history of PEO's nominating committee over the years, it was noted that this was covered in the Introduction section. However, an overview could be included in the Succession Planning section as well. This could be fine-tuned during the editing process.

The Council Manual is available on PEO's website.

Team B will incorporate the changes discussed and forward to Team C for further editing.

The Chair thanked Mr. Wesa for his good work.

**COUNCIL TERM LIMITS TASK FORCE  
REPORT TO COUNCIL – TEAM C – DRAFT  
REPORT REVIEW**

Ms. Stauch has forwarded research documents regarding succession planning to task force members prior to the meeting, including an article by President Comrie that was published in Engineering Dimensions in 2009. President Comrie indicated that he was happy to have his article included in the final TF report. It was noted that some of the points made by President Comrie could be included within the body of the report. The Chair thanked Ms. Stauch for providing the articles.

**COUNCIL TERM LIMITS TASK FORCE  
REPORT TO COUNCIL – TEAM A – DRAFT  
REPORT REVIEW**

Team A has met to determine their work strategies. After this, Mr. Ballantyne prepared a discussion paper, which the task force reviewed. This included a summary table of Pros and Cons of Term Limits as well as a list of references. Each reference will include Internet links as well as being numbered. It was suggested that referenced articles and appendices be numbered according to team, i.e. A1, A2; B1, B2; C1, C2.

There are a number of articles supporting performance evaluations of Board members. Team A concludes that there is a need for a hybrid system of term limits and evaluations. Although an evaluation system is not in its scope, the task force should address in a general sense how this would work.

Mr. Ballantyne suggested the Summary Table of Pros and Cons be included in the appendix and that the body of the report include an abridged version. It was noted that while the pros of term limits seem quite diverse, the cons are all similar, i.e. concerns over loss of expertise and experience. There was some discussion regarding the hierarchy of contributions and how to take advantage of the expertise that has been developed. Exit interviews for retiring Councillors was suggested.

#### **Recommendations List**

The task force reviewed the list of recommendations submitted earlier by Team A but not reviewed due to a lack of time. It was suggested that items 1 to 5 could be regarded as conclusions and items 6 to 7 as recommendations. The Team responded that they wanted to reiterate these important points in both locations.

For item 6, it was noted that it is easiest to do a bylaw change, more difficult to do a regulation change, and most difficult to do an Act change. Item 6. was amended to read: “Amend the *Professional Engineers Act, Sections 7(1) and 8(1)* such that governance of elections are in the by-laws rather than the regulations and thereafter that the by-laws specifically include specific term limits for each position on Council.”

In addition, it was agreed that the first recommendation should address what can be done immediately, such as including recommended term limits in election materials. The next recommendations would deal with developing changes to the Regulations and Act to include term limits.

#### **NEXT STEPS**

The Chair requested that any revised documents be made available as soon as possible so that Team C can start work on formatting and editing.

A teleconference meeting was scheduled for October 25, 2016 from 1:30pm to 4:30pm.

#### **CONCLUSION**

There being no further business, the meeting concluded and was adjourned at 12:02 PM.

#### **NEXT MEETING DATES**

- October 25, 2016 – teleconference – 1:30pm to 4:30pm
- November 21, 2016 tentative date (aligned with the Chapter Leaders Conference and Ontario Professional Engineers Awards)  
– Face to face
- February 2, 2017 – Face to Face

These minutes consist of four pages.