



Minutes

A MEETING of the GOVERNANCE WORKING GROUP PHASE 1 was held on Tuesday, May 29, 2018 at 1:00 p.m.

Present: G. Comrie, P.Eng.
K. Crewe, P.Eng.
R. Fraser, P.Eng.
J. Grey, P.Eng.
G. Julien, P.Eng.
L. Lederman, Q.C.
M. Spink, P.Eng.

Staff: R. Martin, Manager, Secretariat
D. Power, staff support

CALL TO ORDER

Notice having been given and a quorum being present, R. Martin, acting as Chair, called the meeting to order. This was followed by a round of self-introductions.

APPROVAL OF AGENDA

Moved by L. Lederman, seconded by G. Comrie to approve the agenda as presented.

CARRIED

REVIEW OF GWGP1 TERMS OF REFERENCE

The Terms of Reference included in the agenda package were approved by Council at its March 2018 meeting.

It was note noted that the Terms of Reference could be revised and brought back to Council if that were the decision of the working group.

Action: D. Power will upload the original Council motion to the GWGP1 Sharepoint site.

- The second bullet under item 1 states “evaluating the risk of PEO losing its self-regulatory status and remaining relevant as a licensed profession” – is PEO being used as a shortform to describe the profession? It is actually the profession that has the self-regulatory status. Comment – PEO is a statutory body and there is a distinction between PEO and its members
- Risk of the permanent civil service creating a super tribunal to deal with discipline procedures
- The concepts are very broad and should be narrowed down so that the focus is on things that might make a difference within a reasonable time frame
- Need to identify what the problems are

- Need to look at the bigger picture of where PEO is going
- If PEO were to conduct a governance review, how would this be done?
- The mandate of the working group appears to be an Internal focus on governance that would affect PEO's self-regulatory status which is more of an external government decision – understanding what the environment is currently in Ontario, the government's views of regulated professionals, where they see the challenges and where things may be going
- The governance review should include the number of people on the board, how it is comprised, the committee and chapter structures, etc.
- The McRuer Report says that the role of publicly appointed is to make sure it does not run itself in its own interest rather than the public interest
- Identifying what problems we see in governance that we think can be solved. Do this first and if outside help is required than ask Council for the resources to do that
- What are the shortcomings of PEO's current governance?
- What should Council be doing that it is not?
- Make a list of Issues (internal and external) – at a high level sort, organize, prioritize and address

SELECTION OF CHAIR

M. Spink indicated her interest in serving as Chair. L. Lederman nominated R. Fraser who was not yet present. Following R. Fraser's arrival he initially accepted but then declined the nomination due to lack of time.

Moved by G. Comrie, seconded by G. Julien to appoint M. Spink as Chair and R. Fraser as Vice-Chair of the Governance Working Group Task Force Phase 1.

CARRIED

M. Spink assumed the position of Chair.

WORK PLAN

Prior to discussion on the Work Plan, working group members were invited to provide definitions of governance, noted below.

What does Governance mean?

- Process that you adhere to to ensure better decision making
- How decisions are made, who has the authority to make those decisions and how do those who don't get heard
- A roadmap by which any association functions
- *From the Business Dictionary definition of Governance -* Establishment of policies, and continuous monitoring of their proper implementation, by the members of the governing body of an organization. It includes the

mechanisms required to balance the powers of the members (with the associated accountability), and their primary duty of enhancing the prosperity and viability of the organization. See also corporate governance

The task force then reviewed the 2018-2019 Work Plan, making revisions to Section A of the Task/Activities section, under Tasks, Outcomes and Success Measures.

It was agreed that the timelines for completing the key duties in the 2018-19 Work Plan noted below would be set for September 2018:

- 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
- Completing a jurisdictional scan of governance reviews for other self-regulated professions, including nurses, teachers, health professional, lawyers, accountants and other jurisdictions that self-regulate engineers
- 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

The three questions that will be asked of Council will be:

1. What do you see as Governance problems?
2. How did the Council meeting function?
3. What was missing from the meeting?

R. Fraser offered to take the lead on this.

Action: R. Fraser will distribute and collect the three questions noted above at a future Council meeting.

Action: D. Power will add to the GWGPI SharePoint site to be created a list of items that R. Fraser prepared and distributed at the April 2018 Council meeting regarding non-governance issues that he identified as needing attention such as relevancy, value-added, communication, etc.

Action: PEO staff will conduct 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.

The Chair suggested that applicants who were not selected for the GWGP1 could be part of an Advisory group to share their knowledge. G. Julien suggested that alternatively these people

could be engaged to provide assistance via interviews, etc. rather than through an Advisory group.

Task force members were asked to share their articles, etc. These articles can be sent to dpower@peo.on.ca for posting on the GWGP1 SharePoint site.

DATE OF NEXT MEETING

R. Martin will send out a doodle poll to determine the date of the next meeting which will be scheduled following the June 22, 2018 Council meeting.

There being no further business, the meeting concluded.

These minutes consist of four pages.

M. Spink, P.Eng., Chair

R. Martin, Manager, Secretariat