

MINUTES OF THE 98TH ANNUAL BUSINESS MEETING

SATURDAY, MAY 30, 2020

PRESIDENT AND CHAIR: NANCY HILL, P.ENG., LLB, FEC, FCAE

The 98th Annual General Meeting of Professional Engineers Ontario was held via videoconference on Saturday, May 30, 2020. President Nancy Hill advised that PEO was conducting the annual general meeting virtually due to coronavirus restrictions. Question submission processes and electronic voting instructions were reviewed. President Hill announced that the 534th meeting of PEO Council would be held following the annual general meeting at 2 p.m. on Saturday, May 30, 2020.

CALL TO ORDER

President Hill advised that, since proper notice for the meeting had been published in *Engineering Dimensions*, as provided for under section 20(i) of By-Law No. 1, and a quorum was present, the meeting was officially called to order.

INTRODUCTION OF COUNCIL

President Hill introduced the members of the 2019–2020 PEO Council: Nancy Hill, B.A.Sc., P.Eng., LLB, FEC, FCAE, president; Marisa Sterling, P.Eng., FEC, president-elect; David Brown, P.Eng., BDS, C.E.T., FEC, past president; Christian Bellini, P.Eng., FEC, vice president (elected); Iretomiwa Olukiyesi, P.Eng., vice president (appointed), lieutenant governor-in-council appointee; Sandra Ausma, PhD, P.Eng., councillor-at-large; Leila Notash, PhD, P.Eng., FEC, councillor-at-large; Gregory Wowchuk, P.Eng., councillor-at-large; Guy Boone, P.Eng., FEC, Eastern Region councillor; Randy Walker, P.Eng., FEC, Eastern Region councillor; Keivan Torabi, PhD, P.Eng., East Central Region councillor; Arthur Sinclair, P.Eng., East Central Region councillor; Serge Robert, P.Eng., FEC, Northern Region councillor; Ramesh Subramanian, PhD, P.Eng., FEC, Northern Region councillor; Gary Houghton, P.Eng., FEC, Western Region councillor; Wayne Kershaw, P.Eng., FEC, Western Region councillor; Warren Turnbull, P.Eng., FEC, West Central Region councillor; Lisa MacCumber, P.Eng., FEC, West Central Region councillor; Arjan Arenja, MBA, P.Eng., lieutenant governor-in-council appointee; Robert Brunet, P.Eng., lieutenant governor-in-council appointee; Todd Bruyere, P.Eng., lieutenant governor-in-council appointee; Lorne Cutler, MBA, P.Eng., lieutenant governor-in-council appointee; Andy Dryland, C.E.T., lieutenant governor-in-council appointee; Qadira C. Jackson Kouakou, BA, BSW, LLB, lieutenant governor-in-council appointee; and Sherlock Sung, lieutenant governor-in-council appointee.

President Hill also acknowledged the following members of the 2019–2020 Council, who transitioned from Council prior to the conclusion of the term: Vajahat Bandy, P.Eng., Tim Kirkby, P.Eng., C.E.T., FEC, Lew Lederman, QC, Nadine Rush, C.E.T., and Marilyn Spink, P.Eng. President Hill thanked PEO's directors to Engineers Canada for 2019–2020: Annette Bergeron, P.Eng., FEC, Christian Bellini, Danny Chui, P.Eng., FEC, Kelly Reid, P.Eng., IACCM CCMP, and Changiz Sadr, P.Eng., FEC.

IN MEMORIAM

President Hill asked that all present observe a moment of silence in remembrance of those PEO members who passed away in 2019.

ORDER OF BUSINESS

President Hill reviewed the order of business. A test of the voting system was conducted.

ADOPTION OF MINUTES

President Hill referred members to the minutes of the 2019 AGM. It was moved by Arthur Sinclair, seconded by Wayne Kershaw, that the minutes of the 2019 AGM, as published in the November/December 2019 issue of *Engineering Dimensions* and as distributed at the meeting, be adopted as presented.

Motion carried

BUSINESS ARISING FROM THE MINUTES

President Hill reviewed the actions taken by Council on submissions discussed at the 2019 AGM. Members made seven submissions to the meeting, four of which were passed.

The first submission requested that PEO Council form a task force to assess and report on barriers for licensure in emerging/non-traditional disciplines and develop an equitable and sustainable process for EITs and international engineering graduates to satisfy the Canadian work experience requirement.

The second submission requested that PEO Council create a task force to explore the implications of the accelerating pace of technological change and new scientific discoveries on the regulation, licensing and governing of engineers and applied scientists in Ontario. Council voted to refer both submissions to the registrar for consideration when addressing the recommendations from the external regulatory performance review. Work on these items was ongoing.

The third submission requested that PEO allow EITs to vote in PEO Council elections beginning in the calendar year 2019 or in the calendar year as soon thereafter as can be implemented, and in all subsequent Council elections. Council had a fulsome discussion on this motion but found the wording, as submitted, to be challenging. Attempts to modify the motion were defeated. Ultimately, the original motion was withdrawn with the expectation that it would be updated and brought back to a future meeting, which had yet to occur.

The fourth submission requested that Council approve a change of the 36 generic chapter email addresses that were an “alias” address to a PEO webmail account and provide the password to the relevant chapter chairs. After some deliberation, this submission was voted on and defeated.

FINANCIAL REPORT

The president referred members to the auditor’s report and financial statements, which were published on the PEO website prior to the meeting and published in the May/June 2020 issue of *Engineering Dimensions*. President Hill advised that an abbreviated version of the statements appeared in the 2019 annual review. President Hill also highlighted the questions and answers available within the PEO operations booklet and on the PEO website, which address common questions on PEO operations.

Councillor Guy Boone, chair of the Audit Committee, reviewed the financial information, noting a \$2.9 million surplus at fiscal year-end. Councillor Boone stated that the surplus was the result of an increase in membership fees commensurate with inflation; growth in the number of professional engineers, certificate of authorization holders, and EITs; superior performance of investments; and lower expenses due to staff vacancies and other operational savings.

The floor was opened for questions and comments from licence holders.

Responding to a query regarding how many people were logged in to the meeting, Manager, Secretariat Ralph Martin reported that 443 people were in attendance, representing quorum.

A licence holder inquired regarding PEO’s plans for use of the surplus to improve enforcement and other PEO priorities. President Hill advised that PEO’s priorities were the action plan to address the 15 recommendations arising from the regulatory performance review and governance renewal. CEO/Registrar Johnny Zuccon, P.Eng., FEC, also reported that the organization’s structure was being rebuilt, staff vacancies were being filled, and investments in digital platforms were being made.

There was a further query regarding whether a similar surplus was foreseen for the 2020 fiscal year and President Hill stated that, given planned activities, a surplus of that size was not anticipated.

Responding to a query regarding whether other provincial organizations had bodies similar to the Ontario Society of Professional Engineers (OSPE), President Hill reported that that was generally not the case, however, many were investigating different models.

An explanation was requested regarding the rise in total expenses. Director of Finance Chetan Mehta stated that, while there was a reduction in core operational activities, the addition of Council special expenditures caused a marginal expense increase of approximately \$80,000 in 2019. Specific areas of increased expenditure included salaries and benefits, transaction fees and commissions and training and development.

When asked how the funds returning to chapters were accounted for in the financial statements, Director of Finance Mehta advised that a line item in the financial statements noted these funds.

A licence holder inquired regarding whether the surplus would allow for the reinstatement of some cancelled activities, such as scholarships. President Hill noted that the reinstatement of scholarships had been considered by Council and defeated, and that the excess

funds were transitory and partially due to the lack of a full complement of staff. However, the matter could be considered by Council at some point in the future.

A query was made regarding whether the surplus would allow for the reversion of the changes to the Financial Credit Program for the first year of the EIT program. President Hill stated that there was no intention of reversing the decision as a substantial decrease in applicants was not experienced.

When asked if online applications and renewals would lead to savings for members in the future, President Hill replied that she did not anticipate any lowering of fees.

A licence holder inquired as to whether, especially due to COVID-19, the same surplus pattern should be anticipated in 2020–2021. President Hill stated that a surplus was not anticipated in 2020–2021, as the organization planned to renew operations and fill staff shortages.

A question was raised regarding the strength of the staff at PEO, and an answer was deferred.

In response to a query regarding the ratio of staff to members, President Hill reported that staff ratio information was available in the question-and-answer booklet. The president stated that PEO’s staff ratio was the lowest of any engineering regulatory organization in Canada.

In response to a query regarding whether PEO was a charitable organization, President Hill stated that PEO was a regulator.

In response to a query regarding how PEO’s expenses ranked relative to other provinces, President Hill reported that PEO was a lean organization vis-à-vis the staff ratio and fees. In response to a query regarding the effect of COVID-19 on PEO’s finances for 2020–2021, CEO/Registrar Zuccon stated that the matter was being monitored and the impact did not appear to be significant.

A licence holder inquired as to whether virtual meetings would replace in-person meetings in the future. President Hill stated that, along with holding some in-person meetings, there was interest in exploring virtual options in order to be efficient, effective and to engage the entire province.

In response to a question regarding where licence holders could access PEO’s financial plans, President Hill noted that such information could be found on the PEO website in the AGM area.

In response to a question regarding the total cost for contract staff in 2019–2020, Director of Finance Mehta advised that the cost for contract staff was \$551,000.

A licence holder inquired as to why members were not consulted on the large fee increase. President Hill stated that fees were raised 20 per cent

across the board due to the fact that fees had not been raised in 10 years.

In response to a query regarding whether there were any possible areas to cut costs that would not affect services, President Hill noted that aggressive cost cutting was conducted over the previous two years and any more cuts would affect services.

A licence holder inquired as to whether PEO had one part-time investigative staff person due to cost-saving measures, and if that staff complement would change in future. CEO/Registrar Zuccon stated that there were a number of regulatory compliance investigators on staff as well as an enforcement group with a number of employees.

In response to a query regarding the composition of a full staff complement, CEO/Registrar Zuccon reported that there were seven vacancies, including two deputy registrars, a chief administrative officer, and a director of human resources, along with a number of other individuals on leave.

A licence holder inquired regarding the cancellation of large events. President Hill stated that the AGM was postponed and moved to a virtual setting, and that many local events were cancelled or converted to virtual events. Members should look online for upcoming plans.

Regarding the possibility of moving PEO operations online due to COVID-19, as well as to achieve financial benefits, President Hill stated that a team was investigating the possibility.

A licence holder reported that chapter funding for educational outreach was eliminated when it could have been reduced to allow chapters to continue their work. President Hill advised that the matter was not specifically addressed by Council and suggested that the licence holder discuss the matter with their regional councillor.

In response to a query regarding the location of the chapter audited financial statements, President Hill advised that they were part of the PEO audited financial statements as available on the website.

Regarding the fee for the recent governance consultation, President Hill stated that the expense was included in the financial statements within overall Council and operational costs.

In response to a query regarding consideration around engineering fees for those affected by COVID-19, President Hill noted that a member motion on that topic would be presented later in the meeting.

In response to a query regarding whether remote work would reduce PEO's costs, President Hill advised that a large operational expense reduction for 2020–2021 was not expected.

In response to a query regarding whether there were ways to save on transaction fees, President

Hill stated that the matter was investigated, and it was determined that additional savings were not possible.

A licence holder inquired regarding the total non-liquidated assets of PEO in 2019–2020. President Hill advised that a record of all member financial questions would be shared with the Finance Committee and staff for their consideration.

It was moved by Lorne Cutler, seconded by Arjan Arenja, that the 2019 audited financial statements be received as presented.

Motion carried

APPOINTMENT OF AUDITORS

President Hill advised that the Audit Committee had recommended that the firm of Deloitte LLP be reappointed.

It was moved by Guy Boone, seconded by Sherlock Sung, that the firm of Deloitte LLP be appointed auditors of the association for the 2020 financial year.

Motion carried

REGISTRAR'S REPORT

CEO/Registrar Zuccon extended a warm welcome to all in attendance and thanked staff for facilitating the virtual AGM. CEO/Registrar Zuccon reported on the success of PEO in adapting to remote work during the pandemic while maintaining the functions of PEO. He also noted that COVID-19 had heightened the urgency for PEO to modernize and adopt digital technologies. CEO/Registrar Zuccon stated that:

"Today, PEO is undergoing an enterprise-wide transformation along three critical paths. The action plan Council approved in September [2019] defines PEO's change vision and provides guiding principles that will serve as the ground rules for our operational transformation and define how this clarity can be achieved as we address the recommendations from our external regulatory performance review.

"The plan includes the Council-approved activity filter, an important tool to classify activities and corresponding outputs of PEO committees, task forces, working groups and chapters, with an aim of ensuring that all change initiatives are collectively and appropriately aligned.

"As we work to address the recommendations from the external review, we are also taking into consideration the structural changes necessary to ensure our organization has the appropriate capacity and agility to achieve our objectives.

"Consequently, we engaged an external consultant, Western Management Consultants (WMC), to carry out an organizational review to gauge our

current capacity and to better position the organization to strategically manage the change process. Their final report was presented to our senior management team in February [2020].

“According to WMC, the findings indicate a need to reorganize and rebuild the administrative organization while continuing to deliver services. This includes consolidating and grouping current functions, with changes being phased-in on a prioritized basis. Such work is anticipated to take approximately two to three years.

“As we continue to develop a more appropriate organizational structure for PEO, it’s critical that we underpin it with good governance practices that are founded on clearly defined roles and corresponding accountabilities. To this end, Council agreed in June [2019] to engage the services of Governance Solutions Inc.

“Since then, they have provided independent expertise to assist Council and the president and chair with developing and maintaining sound governance and leadership practices to ensure that PEO continues to act in the public interest. This work has culminated in Council’s recent approval in principle of a transformative two-year Governance Roadmap to establish appropriate reporting and accountabilities for all outputs of PEO.

“Council delegated the responsibility for overseeing implementation of the Governance Roadmap to the Executive Committee. An RFP for this work has been issued, and we hope to begin implementation in late summer or early fall [2020]. Combined, the work on these three paths will provide the clarity of purpose necessary to ensure all change initiatives are collectively and appropriately aligned.

“As we planned and started on these paths of change, we also began streamlining, simplifying and reducing subjectivity on a number of fronts to stabilize and prepare the system for change. Several of these were undertaken to enhance the licensing processes.

“In addition, Council’s decision in March [2020] to join the National Professional Practice Examination (NPPE) program further supports and advances our move to a fully digital licensing process that is more objective, fair and transparent; with an exam that is valid, reliable, fair (psychometrically defensible) and complies with recommendations from the Office of the Fairness Commissioner; and aligns to the recommendations from the external regulatory performance review.

“Certificates of authorization are now renewable online via our portal. New digital processes allow for the automated distribution of email notices from PEO, and [certificate of authorization]

holders are now able to manage their accounts online.

“Further, through a collaborative effort, we have reduced the administrative burdens on chapter volunteers through the centralized banking initiative. The idea was brought forth by former councillor Tim Kirkby. It was then thoroughly researched by staff, received valuable input from our Audit and Finance committees and was communicated and supported by our chapter office as well as our chapter executives under the stewardship of the Regional Councillors Committee. Our staff in finance then implemented the changes in a timely fashion.”

In conclusion, CEO/Registrar Zuccon noted that all of the initiatives reviewed stem from a new way of thinking and operating, and that PEO was undergoing a significant change process. Members would be kept apprised of the progress of those initiatives.

PRESIDENT HILL’S OUTGOING REPORT

President Hill presented a message at the close of her term. She noted that it was an honour and privilege to serve as PEO’s 100th president and seventh female president. She stated that her Council had served during the most momentous period in PEO’s history, following the regulatory performance review and the subsequent steps towards a comprehensive modernization project. At the first meeting of Council, the report was accepted in its entirety and Council committed to an action plan to address its recommendations.

President Hill stated that the regulatory review was mixed, with just under half of the reviewer’s regulatory standards met and notable weaknesses in licensing. However, the review provided a way forward, including 15 recommendations that will help chart a path for renewal.

President Hill continued, noting that:

“To implement the recommendations, work began on an action plan, which [Council] approved at our September [2019] meeting. However, realistically, this plan will require the work of multiple councils to see it through to completion. It will require several years, legislative changes, and significant work from both staff and Council.

“...To ensure we have the proper structure to get the job done, [Council has] also committed to both organizational change at the operational level and governance renewal at Council... Implementing the action plan will require strong leadership and I’m confident we have this with incoming Council executive members Marisa Sterling, who will be sworn in as president shortly; and President-elect Christian Bellini.

“Strong leadership will require a sound governance structure [regarding] how PEO oversees itself and sets strategies and priorities. To this end, [Council] began work on governance renewal and change at our June [2019] Council workshop. We spent the weekend looking inward at some key issues: examining PEO’s public interest role; [PEO’s] role as a regulator versus an association; policy versus operation; and the roles and responsibilities of Council, the CEO/registrar and staff.

“We also discussed the kind of Council we want to be: one that is focused on oversight and advisory roles, setting goals for the organization and overseeing performance. To assist with this, we engaged a governance advisor, Governance Solutions Inc., to help us develop sound governance and leadership practices and to ensure that we continue to act in the public interest. Since fall [2019], the advisor has attended all Council meetings; coaching us on governance culture and practices; clarifying roles and responsibilities; and guiding agenda creation, priority setting and maintaining appropriate public interest programs.

“I believe this work has paid off in making us a more effective, appropriately focused Council... To maintain this momentum, the advisor has given us a two-year roadmap with key steps and milestones to help continue building our governance effectiveness. In March [2020], Council approved in principle this 22-point roadmap, agreeing to hire a governance consultant to help us implement the steps and to task the Executive Committee with oversight of the governance renewal process.

“Other governance improvement steps include ongoing governance training for Council, a new councillor onboarding program, reporting and oversight metrics, and developing and implementing an activity filter. This will lead to the assessment and alignment of committees, depending on whether they fill a regulatory, governance or neither role. These important steps demonstrate Council’s commitment to both improving its effectiveness and PEO’s broader modernization project.

“...these are just the first steps to a longer-term effort. Building our governance capacity together with our work, with staff...is vital if we’re to meet the recommendations from the external review... [Council] must act as an oversight board and leave operations to the registrar and staff...we need to follow the good governance adage, ‘eyes open, noses in, fingers out.’

“The [engineering] profession is advancing exponentially, with new disciplines and technologies emerging regularly...we have some catching up to do if we’re to regulate to the full extent of engineering in [Ontario] and as defined in the *Professional Engineers Act*. A strong Council is key to

building a PEO that’s up to the task of regulating modern engineering...I’m confident that following the Governance Roadmap will result in a modernized Council that’s focused on high-level strategy and guiding PEO as a regulatory leader.”

In closing, President Hill gave special thanks to CEO/Registrar Zuccon, the senior management team and the entire staff. She expressed her confidence in CEO/Registrar Zuccon leading the modernization effort and wished incoming President Sterling much success during her term.

There was a 10-minute break.

President Hill recalled the meeting to order.

MEMBER SUBMISSIONS

President Hill stated that, as noted in section 17 of By-Law No. 1, PEO’s AGM is held:

- to lay before licence holders reports of the association’s Council and committees;
- to inform licence holders of matters relating to the affairs of the association; and
- to ascertain the views of the licence holders present on matters relating to the affairs of the association.

She advised that submissions presented to the AGM were a way for members in attendance to express their views on matters relating to PEO affairs. A guidance document to assist licence holders in making submissions to the AGM was posted on the PEO website. Submissions were due on Thursday, May 14, 2020. The complete submissions as received by PEO, which in some cases contained preamble and background information, were available on the website.

President Hill noted that members were invited to make pre-recorded introductions to their submissions. Council reserves the right to consider any submission, even if it does not receive majority support at the AGM. However, Council is not bound to adopt or vote formally on any submission.

The proponent of the first submission was invited to introduce their motion.

A pre-recorded message from Ray Linseman, P.Eng., vice chair of the Thousand Islands Chapter, was presented. It was noted that the regulatory review did not address the lack of a formal documentation policy at PEO and the resulting difficulty in finding documents for chapters. PEO documents are stored in a variety of settings using different organizational methods, including the chapter website, the PEO website and SharePoint. Ray Linseman advised that the ISO 9002 and ISO 9001 quality management systems ensure that document control best practices are observed. The

benefits of ISO certification included providing better service to stakeholders, obtaining a second opinion of the regulatory review and improving succession planning.

Moved by Ray Linseman, seconded by John Ireland, P.Eng.

THEREFORE, BE IT SUBMITTED THAT PEO Council establish a policy that it will become ISO 9001:1500 certified by 2022 on its 100th anniversary.

Motion carried

President Hill asked the proponent of the second submission to introduce their motion.

A pre-recorded message from Pappur Shankar, P.Eng., chair of the Mississauga Chapter, was presented. It was stated that many members had been laid off or were working on a part-time basis due to COVID-19 and were unable to pay PEO fees. It was requested that Council defer the collection of membership fees until March 2021. It was noted that engineers who retain their licences remain obligated to the *Professional Engineers Act*.

Moved by Pappur Shankar, seconded by Artemy Kirnichansky, P.Eng.

THEREFORE, BE IT SUBMITTED THAT PEO Council defer collection of the membership fees until March 16, 2021.

Motion defeated

President Hill asked the proponent of the third submission to introduce their motion.

A pre-recorded message from Tapan Das, P.Eng., was presented. It was noted that very few innovators and entrepreneurs were obtaining a P.Eng. licence. The requirement of a minimum of four years of acceptable engineering experience excludes engineering graduates who start a business after graduation. It was suggested that PEO change its pathway for acceptable engineering experience and provide alternative methods for accredited graduates to demonstrate their skills. It was further suggested that Council create a working group drawn from members of the Licensing Committee, Academic Requirements Committee and academics from universities to consider options to assist innovators and entrepreneurs in qualifying. It was stated that the lack of support in this area was a gap in PEO's mandate and a risk to public interest.

Moved by Tapan Das, seconded by Joe Podrebrac, P.Eng.

THEREFORE BE IT SUBMITTED THAT PEO Council adopt new pathways to the P.Eng. licence to recognize engineering experience attained while engineering students are in accredited undergraduate programs (through co-op placements, jobs, capstone projects and other experience opportuni-

ties) and attained while engineering graduates work outside of the traditional employee/employer relationship without a direct P.Eng. supervisor (such as entrepreneurs, innovators and graduates who apply their engineering education to new and emerging fields of technology).

Motion defeated

President Hill asked the proponent of the fourth submission to introduce their motion.

A pre-recorded message from Peter DeVita, P.Eng., was presented. It was noted that the scope of the engineering profession was ever expanding, with 33 current practices. Councillors were no longer assigned as the gatekeepers to their specialization. Solutions have been proposed, but a satisfactory one had not been implemented. Fundamental governing change was required with member participation. It was noted that the motion was a follow-up to 2019's successful motion.

Moved by Peter DeVita, seconded by George Comrie, P.Eng.

THEREFORE, BE IT RESOLVED THAT:

1. PEO create an organizing team to convene a series of regional town hall meetings (RTHM) across Ontario, per region, to engage the members in a dialogue of the issues and what we might do about them;
2. That the RTHMs include, as a major component, breakout sessions for each of the main practice disciplines to discuss the key issues impacting these practices and the ability to properly serve and protect the public interest;
3. That the main engineering practice areas shall include: civil (all current forms of water treatment, roads, traffic control), structural, mechanical (HVAC and transportation), electrical power, electrical computers and control, software, cyber systems security, mining, chemical, industrial and manufacturing, artificial intelligence (AI) – robotics – mechatronics, bio, nano-molecular and others with a significant number of members present; and
4. That, in preparation for these RTHMs on where the profession is to go, PEO provide members with a comprehensive list of fundamental documents, such as the McRuer reports that define Canadian self-regulation, as well as documents on the fundamentals of a proper licence and what it means in relation to serving and protecting the public interest.

Motion carried

President Hill asked the proponent of the fifth submission to introduce their motion.

A pre-recorded message from Tiberiu Preda, P.Eng., was presented. It was stated that, due to the COVID-19 pandemic, there had been an increased dependence on and requirement to produce, sign and seal electronic documents. There was currently no way to do so unless an engineer's company had enrolled in a service. PEO's documentation on the use of electronic seals was 15 years old and states that engineering firms must have a well-documented process to support the validity of documents with electronic signatures and seals. Only Notarius provides third-party signatures in Canada and was on the Adobe approved trust list. Notarius was in use by 10 of the 12 engineering regulators in Canada. Tiberiu Preda suggested that PEO proceed expeditiously during COVID-19 to avoid risk due to the lack of security of current processes.

Moved by Tiberiu Preda, seconded by Alex Chong, P.Eng.

- WHEREAS the COVID-19 pandemic has increased the need for professional engineers to produce and seal/sign electronic documents;
- WHEREAS the Supreme Court (Edgeworth Construction Ltd. v. N. D. Lea & Associates Ltd.), stated that "the seal attests that a qualified engineer prepared the drawing. It is not a guarantee of accuracy." Instead, it should be considered a "mark of reliance," an indication that others can rely on the fact that the opinions, judgments or designs in the sealed documents were provided by a professional engineer;
- WHEREAS PEO has acknowledged in the *Use of the Professional Engineer's Seal* document that "electronic documents can easily be changed and copied with no obvious indication";
- WHEREAS PEO has, in the same document, recognized the existence of electronic signatures and has placed the burden of ensuring the security of the signature on companies and practitioners;
- WHEREAS companies often do not adhere to these guidelines and instead require staff to use insecure self-signed certificates;
- WHEREAS it is impossible in Canada to obtain a validated third-party certificate from the sole Canadian company (Notarius) that is on Adobe's approved trust list unless either the individual's company or professional association have partnered with Notarius;
- WHEREAS ten (10) out of the twelve (12) provincial engineering regulatory bodies have partnered with Notarius, with PEO and Northwest Territories and Nunavut Association of Professional Engineers and Geoscientists (NAPEG) being the sole exceptions;
- WHEREAS a partnership with Notarius does not replace the paper seal and is in no way compulsory upon a practitioner, but simply provides them with a tool, at their own cost, for ensuring the public of the security and veracity of their seal/signature;
- WHEREAS the correct and consistent implementation of digital signatures/seals provides assurance to the public that an electronic document has the same integrity as a paper document with the traditional P.Eng. stamp;
- WHEREAS timely implementation of digital seals is essential to minimize the time at risk or risk exposure of practitioners who must prepare and sign electronic documents using insecure methods at their employer's request during the COVID-19 lockdown;
- WHEREAS it is impossible for many practitioners to seal a paper copy of a document, since most do not have access to the large format plotters and scanners that are necessary for many engineering drawings.

THEREFORE, BE IT SUBMITTED THAT Council expeditiously investigate and pursue a partnership with Notarius such that licence holders may purchase a third-party digital certificate for the signing/sealing of documents.

Motion carried

President Hill asked the proponent of the sixth submission to introduce their motion.

Via pre-recorded message, Peter Cushman, P.Eng., noted that PEO was a member-driven organization intended to regulate licence holders in order to serve the public interest. The democratic nature of the organization cannot be pursued if democratic processes are not followed. The motion affirms that members are asked to support and uphold democratic processes.

Moved by Peter Cushman, seconded by Keivan Torabi.

THEREFORE, BE IT RESOLVED THAT a motion be placed on the agenda at the next regular meeting of Council affirming that this association be governed democratically and that every member of the association has an equal voice.

Motion defeated

President Hill asked the proponent of the seventh submission to introduce their motion.

Via pre-recorded message, Peter Cushman stated that every profession requires a strong regulator and a strong advocate. Over the years, PEO has provided funding and other assistance to OSPE, including OSPE membership invoicing. In recent years, the relationship between OSPE and PEO had declined. OSPE has continually attacked PEO and has begun to undermine PEO's raison d'être. As a regulator, PEO should have done a better job of communicating and problem-solving. OSPE raised concerns publicly with the Ontario attorney general, federal government and Engineers Canada that were simply differences of opinion between two organizations. Peter Cushman requested that PEO cease all direct and indirect support to OSPE until OSPE removes and replaces their current CEO, rescinds the antidemocratic changes they made to their bylaws and turns back to being a democratic and member-driven organization.

Moved by Peter Cushman, seconded by Keivan Torabi, P.Eng.

THEREFORE, BE IT RESOLVED THAT a motion be placed on the agenda at the next regular meeting of Council affirming:

1. That this association will strictly comply with the *Professional Engineers Act* by restricting its activities to its legislated principal object and five additional objects.

2. The association will immediately stop collecting money for other organizations, like the Ontario Society of Professional Engineers (OSPE).
3. The association will immediately desist from every other activity that directly or indirectly supports (financially or otherwise) the OSPE.

Motion defeated

President Hill advised that all questions and comments submitted by licence holders during the submission discussion would be archived for future consideration by Council.

QUESTIONS TO COUNCIL

President Hill invited members to submit questions to the current Council. It was noted that staff would follow-up on those questions that could not be answered during the meeting due to time constraints.

In response to a query regarding whether President Hill was optimistic about the OSPE-PEO Joint Relations Committee (JRC), President Hill stated that PEO and OSPE have a long working relationship. All members of the JRC felt that it was important to have a strong regulator and a strong advocacy body, therefore, there was a lot of good will and a shared purpose in the need for both organizations to be strong.

In response to a query regarding when email applications would commence, CEO/Registrar Zuccon advised that it was anticipated that applications would begin in approximately mid-June 2020.

A licence holder requested an update on PEO's activities regarding special status as qualified personnel with the Ministry of Environment, Conservation and Parks. CEO/Registrar Zuccon advised that he would investigate and respond to the member. President Hill noted that PEO was developing good working relationships with many of the provincial ministries that have co-regulator status with PEO.

In response to a query regarding PEO's position on PEAK, President Hill reported that the regulatory review identified the need for PEAK to be revised. Such a review was expected to be a mid-term activity.

A licence holder stated that the new expense process for chapter volunteers should be straightforward and that it was unreasonable to obligate volunteers to undertake many detailed steps for reimbursement. President Hill took the comment under advisement.

A licence holder noted that he differed from the view of CEO/Registrar Zuccon, that centralized banking had reduced chapter efforts, and asked

what roadblocks were preventing PEO finance from providing secure access to chapter treasurers to review their chapter-centralized banking subaccounts digitally online. President Hill thanked the member for their comment and suggested that the issue be addressed with staff.

In response to a query regarding the actions PEO was taking to increase member engagement, President Hill stated that the existing processes, in particular the chapters, were designed specifically for and to encourage member engagement.

A licence holder inquired as to whether Council was seriously considering eliminating the chapter system. President Hill advised that the issue had not been addressed and was part of the regulatory review recommendations. As the review proceeds to the next stage, chapters will be part of the deliberation regarding accountabilities for PEO's activities.

In response to a query regarding individuals guilty of violating PEO bylaws not being eligible to serve on chapter boards or committees, President Hill stated that she would take the comment under advisement and investigate further.

In response to a query regarding how much money PEO spends on regulatory versus non-regulatory activities, President Hill stated that all activities will be placed through the activity filter to clearly align activities under different headings. At that time, PEO will be in a better position to answer the question.

A licence holder inquired as to how PEO will properly recognize the new inductees to the Order of Honour without an in-person ceremony. President Hill noted that a decision on that matter had been deferred and PEO was considering various options.

A licence holder stated that chapters were understandably concerned about the recommendation to consider chapter closure and asked if any actions were being considered. President Hill stated that chapters were part of the activity filter and that PEO needs to ensure that there are accountabilities for each and every activity.

In response to a query regarding whether PEO was aware of any provincial regulatory orders of engineers that allowed continual professional development hours to be optional, President Hill advised that, in general, PEAK was part of the regulatory review.

A licence holder inquired as to the decision of the JRC regarding the letters sent by OSPE to the provincial and federal governments. President Hill reported that Council had a fulsome discussion on the matter and PEO's concerns were raised with OSPE.

In response to a query regarding action taken to find efficiencies in chapter expenses vis-à-vis the effectiveness of their programming, President Hill stated that that was a Regional Councillors Committee (RCC) matter and should be raised with them. A licence holder stated that PEO needed to clearly define the use of the title “engineering manager.” President Hill agreed that more clarity was required and that PEO must regulate engineering as defined by the *Professional Engineers Act*.

In response to a comment stating that chapters cannot engage members, as most of their activities do not fall under the regulatory and governance buckets in the activity filter, President Hill stated that it is not PEO’s primary role to engage engineers per se. It is PEO’s job to protect the public and regulate engineers.

In response to an inquiry regarding the fee paid for the regulatory review, President Hill stated that she did not know the fee amount.

In response to a query as to why PEO still collects OSPE fees, President Hill advised that it was a historic practice that Council had never revisited.

In response to a query regarding the rationale for Council’s motion to pay the OSPE membership fee of all the P.Eng. councillors and staff, President Hill agreed that it was perhaps time to revisit that practice. It was noted that the payment was intended to support professional development generally and the notion that a strong regulator needs a strong advocacy body.

In response to a query regarding how PEO is expediting the licensing process (i.e., resolving the issues faced by EITs), CEO/Registrar Zuccon advised that PEO was working to stabilize the current system and reduce some of the front-end complexities. He noted that PEO was looking at streamlining processes as part of a larger holistic approach, and that COVID-19 heightened the urgency to significantly change some business practices and rules.

A licence holder commented that selecting new leadership at the chapter level was being defeated by “old-timer” volunteers who were maintaining a circle of personal choices for executives. President Hill stated that PEO was looking at governance in a more holistic and structured way, including term limits to ensure a renewal process. The matter should be taken up by the RCC as it is responsible for chapter processes.

In response to a query regarding whether the progress of the regulatory review would be posted on PEO’s website, President Hill noted that the regulatory review and action plan were on the website but should be made easier to access.

In response to a query regarding the timeline to conduct chapter AGMs during COVID-19 to form

new executive boards for 2020, President Hill suggested that the RCC create guidelines for chapters on this matter.

A licence holder commented that enforcement and engagement are two sides of the same coin and asked if PEO was committed to investing in resources and programming, including tangible targets, for the next few years. President Hill stated that the regulatory review commented on enforcement, and Council made a strategic decision that the first priority for improvement targets would be licensing. CEO/Registrar Zuccon stated that the enforcement group remains active during COVID-19 and is open to receiving submissions from external sources, including chapters.

In response to a query regarding whether President Hill agreed that OSPE represents all of Ontario’s 85,000 professional engineers, President Hill stated that PEO and Council have not yet made a decision on that issue.

A licence holder inquired as to whether PEO could hold training classes related to engineering fields that would generate revenue for PEO and involve more professionals with PEO activities. President Hill stated that this was not a Council focus, but individual chapters may conduct training on specific topics. It was noted that there were many providers that offer engineering training and micro-credentialing.

In response to a query regarding whether being a PEO employee or councillor and a member of the advocacy body would create a conflict of interest, President Hill thanked the member for the comment.

A licence holder inquired whether, beyond the digital seal discussion, there was action from PEO to accept digital signatures on office documents, such as the new chapter expense submission. CEO/Registrar Zuccon noted that PEO was reviewing that area.

In response to a query regarding whether the next AGM would be held virtually, even if COVID-19 was no longer a concern, President Hill stated that a decision had not yet been made but Council would be reviewing the matter.

A licence holder inquired as to whether a provision could be made for engineers holding licences in multiple provinces to only record continuing education in one province. President Hill stated that, within the past year, the issue was raised at Engineers Canada meetings and should be reviewed as a long-term goal.

In response to a query regarding how knowledge transfer was occurring between incoming and outgoing Council members, President Hill noted that president and councillor onboarding orientations had recently occurred. The issue of term

limits had been raised multiple times and the question remains valid.

In response to a query regarding whether it was possible to openly share discussions and minutes from the JRC on the PEO website, President Hill advised that the matter could be brought to the JRC for discussion.

A licence holder inquired as to whether there had been any progress on the Council resolution to eliminate the industrial exception for the nuclear industry. CEO/Registrar Zuccon stated that it was hoped that information could be shared at the June 2020 Council meeting.

In response to a query regarding future plans to obtain new sponsorships for scholarships, President Hill did not believe such activity was taking place but would refer the comment to the RCC.

A licence holder stated that their chapter was not consulted regarding the activity filter and that chapter activities should be included in the activity filter list. President Hill stated that PEO had robust chapter representation within Council with a strong voice.

In response to a query regarding the possibility of facilitating dual memberships for two or more provincial P.Engs to assist freelancers working in multiple provinces, President Hill noted that the topic of continuing professional development and harmonization had been raised at the presidential level and other levels through Engineers Canada. It was unlikely that a regulator would provide a cost reduction.

A licence holder commented that, due to living in northern Ontario, attending the PEO AGM was a challenge. PEO was encouraged to continue to use virtual venues in the future to allow for more member involvement. President Hill thanked the member for their comment.

A licence holder stated that, with term limits enforced, implementation of the recommendations in the Succession Planning Task Force should be a priority and should be included under the governance improvements. President Hill noted that the intention was to do so as part of the Governance Roadmap.

A licence holder requested that Council meetings be webcasted to improve member engagement, with in-camera sessions excluded. President Hill advised that the most recent Council meetings were webcast and that PEO was investigating digital tools as one of the recommendations of the regulatory review.

A licence holder commented that PEO chapter meetings should be conducted online during the COVID-19 crisis, and that they should continue to broadcast post-COVID to increase member

engagement. President Hill thanked the member for the comment.

In response to an inquiry regarding whether the AGM was broadcast and would be made available at a later time, President Hill confirmed that it was being recorded and would be made available to members.

PRESENTATION TO OUTGOING COUNCILLORS

President Hill congratulated retiring members of the 2019–2020 Council who had worked diligently to move the profession forward. President Hill expressed her personal appreciation to all for their collaboration, support and encouragement throughout the year.

It was noted that certificates of appreciation would typically be presented to each retiring member at this time. However, they would be presented in-person at the earliest and safest opportunity to the following members: Past President David Brown, Eastern Region Councillor Guy Boone, Western Region Councillor Gary Houghton, Northern Region Councillor Serge Robert, East Central Region Councillor Keivan Torabi and Councillor-at-Large Gregory Wowchuk.

INSTALLATION OF NEW PRESIDENT

Past President Hill administered the oath of office to Marisa Sterling as 101st president for the 2020–2021 term.

CLOSING REMARKS BY PRESIDENT STERLING

President Sterling addressed the meeting via a pre-recorded message, stating the following:

“I want to welcome everyone who is tuning in from their homes throughout Ontario and afar. My PEO Council colleagues, staff, members, engineering interns and students, deans of engineering and our higher education partners, employers, regulatory colleagues from across Canada and so many other partners and friends.

“It goes without saying that this is not how I pictured delivering this speech when you elected me your president 15 months ago. However, with vision and hard work, we are making history today participating in an entirely virtual annual general meeting, a first in PEO’s nearly 100-year existence.

“I want to recognize the rapid changes you have all had to make recently. I want to applaud your resilience as you find new ways of working, of taking care of your family and loved ones and of taking care of yourself. I understand. This is an unprecedented, uncertain and constantly changing time. And, although we are here virtually, we are still together. I thank all of you for your hard

work and patience during this time. Thank you for being here.

"I would like to share with you what I've been hearing from the many conversations I've had about the opportunities ahead of us for the coming year. In each conversation, there has been an urgent excitement to modernize PEO towards one consistent theme—to ensure that protecting the public is paramount. This is the one goal that unites us.

"PEO has focused on its public protection mandate this past year as it processed and approved more than 4000 new licences, reviewed 121 complaints and prosecuted three individuals over illegal practice matters. In addition, over the past few months, PEO and the engineering community have protected the public interest in their activities during the pandemic.

"I want to recognize the recent outstanding efforts of our CEO/registrar, staff and volunteers. One example of how they have innovated during this emergency was by providing digital stamps to newly licensed engineers so their work could be sealed.

"I'm also very proud of the PEO licence and certificate of authorization holders who are among the researchers, manufacturers, businesses and others in Canada who are providing both goods and services and ideas and innovations to help combat COVID-19. In all, so many in the engineering community are making exceptional efforts, individually and collectively, to help in any way they can. I have started to share on my website specific examples, and I invite you to share more stories with me so we can recognize everyone.

"The position that PEO and professional engineers have taken illustrates how we always work to protect the public and live up to our obligations set out in PEO's Code of Ethics. Since my days as an engineering student, I wanted to become a P.Eng. because to me it represented joining a community of professionals that cared for others. I continue to be inspired by the positive impact we make on the day-to-day lives of our communities. It motivates me to ask, 'How much more can we contribute if we reimagine PEO?'

"There are many trends, reinforced during this global emergency, that signal the time is now for PEO to reimagine how it can better protect the public. And, even though we are currently living through a crisis, this can also be an opportunity for rapid, meaningful change. For example, we are witnessing how the lines between the digital, the biological and the physical worlds are colliding and reinventing themselves in many different ways. Artificial intelligence, computer vision and nanotechnology have created machines that can

increasingly see, learn and act in ways that are transforming our world. A self-driving car, a smart device, a way to correct our DNA—all are impacting peoples' lives, privacy and health. Could the scope of PEO's licensing reach further into these fields of work to safeguard the public?

"We are also seeing how much the public trusts engineers and expects that we will keep them safe. For example, when a Canadian economist recently turned his fear of the pandemic into an opportunity to create the most amount of good, he chose to name the project Helpful Engineering. Could PEO's priorities have broader public consultation to stay aligned to the trust placed on our profession?

"And we are seeing how the use of crowd-sourcing and swarm models are allowing us to collaborate globally and develop rapid-response engineering solutions for our quickly changing world. Could PEO be playing more of a role to protect the public in engineering solutions that are coming from around the world?

"These three trends—the evolution of digital technologies, the high expectations on engineers to safeguard the public and the global crowd-sourcing of solutions—are just a few examples of the changing world that we can embrace by reimagining PEO.

"Change is our only constant—it's our new normal. As Past President Nancy Hill noted in her remarks, over the last couple of years, PEO has been laying the groundwork for transformational change. We have begun responding to an external regulatory review by approving and starting to implement an operational action plan to address the review's recommendations. This will improve our performance.

"In addition, we recently approved a Governance Roadmap to strengthen Council's effectiveness. I congratulate [Past President Hill] and our outgoing Council for their tremendous work to move PEO forward. I can assure you that I will do what I can to continue these priorities. I believe the operational action plan and Governance Roadmap will build a solid base from which we can forge ahead. But towards what?

"Our past strategic plan expires [in 2020], leaving our direction uncharted. In the abbreviated words of Seneca, 'No wind blows in favour of a ship without direction.' Now is the time to shape a new, longer-term vision. Now is the time to shape a vision that allows PEO to respond and adapt quickly to societal trends and challenges in order to continue to protect the public interest.

"The public today is asking questions such as how can they trust smart cities or consent to cell-phone tracking and know that their data privacy and data access are being managed for the public

good. They are wondering, if facial recognition software has difficulty identifying people with darker skin, what other biases are embedded in the designs of the technology that we use? And they are concerned about how to stop climate change and inequality to create a more sustainable world.

“PEO needs to not just keep up with the public’s concerns, but to lead the way in navigating how it will regulate the professional engineering involved in these issues in the public interest. To do so will require a transformation of some parts of PEO while preserving what is helpful and working. We can chart this path by reimagining PEO together.

“You are probably asking, ‘What exactly are we reimagining?’ We can reimagine who and what we need to regulate and protect the public interest 10 or 20 or 30 years from now. And we can reimagine the power of the P.Eng. licence to deliver on that public service. This can be an opportunity to dramatically increase the impact of engineering regulation in Ontario.

“I want to share some of my own early ideas. These are meant as ‘thought starters’ as we work together to share what reimagining together will look like:

- We can collaborate with higher education institutions, employers and others to reimagine the competencies and assessments for the next generation of licensed engineers.
- We can strengthen our partnerships with other regulators to reimagine how we work across borders to oversee open-sourced or globally developed engineering solutions used in Ontario.
- We can create citizen conversations to reimagine how we regulate emerging technologies, and the innovative people who create and work with them, so that the technological impacts to the public are beneficial for all.
- And we can reimagine how people of all identities are included as PEO licence holders. To this point, in the short term, I strongly believe we must not only achieve but surpass our 30 by 30 goal, raising the percentage of newly licensed engineers who are women to 30 per cent by the year 2030. Passing this tipping point will bring sustained cultural change, will teach us how to remove barriers to licence and practice and will invite people of many diverse identities to become engineers. The evidence is clear. This will have a direct impact on how PEO protects the economic interests, life and health of the public.

“I realize this reimagining can feel like a daunting task. Personally, I have found the most rewarding times in my career have been when I moved beyond what was known and routine and followed my passion to take on a new challenge. The work to establish a long-term vision for PEO will need us all working together. It will need a large group. Process matters. And people, partnerships and culture are the anchors. First and foremost, you have my commitment, as always, to be transparent, inclusive and focused on outcomes. Second, we need to begin this process by opening the doors wide to your thoughts and ideas. Engaging with organizations can help, including Engineers Canada, the Ontario Society of Professional Engineers, Consulting Engineers Ontario and the Engineering Student Societies’ Council of Ontario. As an African proverb tells us, ‘If you want to go fast, travel alone; if you want to go far in life, travel together.’

“So, let’s try to start a vibrant dialogue. To this end, I invite you to share your thoughts on a reimagined PEO with me. I want to hear your ideas on the future of PEO and the regulation of our profession in Ontario. In [mid-June 2020], PEO will be hosting its first ever online Volunteer Leadership Conference for our committee and chapter partners. A virtual conference can be a great opportunity to kick off our work of a visioning process for a reimagined PEO, one that builds on the foundations of our action plan and Governance Roadmap work currently underway. This online format can model how future PEO events can be accessible to an even broader audience among the PEO community, including EITs, engineering graduates, students, partners and the public.

“PEO’s success decades from now as a relevant and agile regulator starts with the groundwork we have already begun to lay, and a vision for our future. What will be a multi-year project to modernize and reimagine PEO has started. Our operational capacity and effectiveness will improve this year as we continue to implement our regulatory action plan. And our governance effectiveness will strengthen as we work through our roadmap with the Executive Committee and a governance consultant. By beginning to reimagine PEO, we can establish a long-term vision to chart our course.

“While we have much work ahead, I firmly believe that PEO’s north star is resolute. Our north star remains our mandate to protect the public interest. As we innovate at a pace we have never prepared for or previously experienced, our efforts need to continue to align towards this singular goal. And, as we reimagine PEO together, we will

look ahead to identify which societal changes have and will continue to affect PEO. We will reimagine our organization in a decade from now and beyond, laying the path to identify who and what we need to regulate to continue to protect the public interest. If others ask what we do, we would say that we challenge, innovate and connect. If they ask who we are, we would answer that we are open, optimistic and original.

"I am excited by the challenges ahead. I am immensely honoured to have the opportunity to make a difference in the lives of others. You might say it is in my blood, as I have parents who have role modelled leadership and service throughout their lives. If they met someone they could help, they would.

"Thank you for the opportunity to share my thoughts with you today and for entrusting me as your president. I truly value your advice, rely on your guidance and remain humble and thankful for your continuing support and trust. I very much look forward to working with all of you in the coming year on this incredible journey as we modernize and reimagine PEO together.

"Thank you. Merci. Meegwetch."

INTRODUCTION OF INCOMING MEMBERS OF COUNCIL

President Sterling introduced the 2020–2021 members of Council: Past President Nancy Hill; President Marisa Sterling; President-Elect Christian Bellini; Vice President Darla Campbell, P.Eng.; Councillors-at-Large Sandra Ausma, Leila Notash, and Michael Chan, P.Eng., FEC; Eastern Region Councillors Randy Walker and Chantal Chiddle, P.Eng., FEC; East Central Region Councillors Peter Cushman and Arthur Sinclair; Northern Region Councillors Ramesh Subramanian and Luc Roberge; Western Region Councillors Wayne Kershaw and Peter Broad, P.Eng., FEC; West Central Region Councillors Warren

Turnbull and Lisa MacCumber; and Lieutenant Governor-in-Council Appointees Arjan Arenja, Robert Brunet, Todd Bruyere, Lorne Cutler, Andy Dryland, Qadira C. Jackson Kouakou, Iretomiwa Olukiyesi and Sherlock Sung.

President Sterling also introduced the PEO directors on the board of Engineers Canada: Christian Bellini, Danny Chui (president-elect, Engineers Canada), Nancy Hill, Kelly Reid and Changiz Sadr.

CONCLUSION

President Sterling then declared the 98th AGM of the Association of Professional Engineers Ontario concluded.

Johnny Zuccon, P.Eng., FEC
CEO/Registrar