



MINUTES

The 544th MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via ZOOM Videoconference on Friday, November 19, 2021, at 10:00 a.m.

- Present:**
- C. Bellini, P.Eng., President and Council Chair
 - M. Sterling, P.Eng., Past President
 - N. Colucci, P.Eng., President-Elect
 - M. Spink, P.Eng., Vice President Elected
 - C. Chiddle, P.Eng., Eastern Region Councillor/Vice President Appointed
 - A. Arenja, P.Eng., Lieutenant Governor-in-Council Appointee
 - P. Broad, P.Eng., Western Region Councillor
 - R. Brunet, P.Eng., Lieutenant Governor-in-Council Appointee
 - C. Chahine, P.Eng., East Central Region Councillor
 - M. Chan, P.Eng., Councillor-at-Large
 - J. Chisholm, P.Eng., West Central Region Councillor
 - L. Cutler, P.Eng., Lieutenant Governor-in-Council Appointee
 - A. Dryland, CET, Lieutenant Governor-in-Council Appointee
 - Q. C. Jackson Kouakou, Barrister and Solicitor, Lieutenant Governor-in-Council Appointee
 - L. MacCumber, P.Eng., West Central Region Councillor
 - S. MacFarlane, P.Eng., Western Region Councillor
 - L. Notash, P.Eng., Councillor-at-Large
 - P. Quinn, P.Eng., Councillor-at-Large
 - L. Roberge, P.Eng., North Region Councillor
 - S. Schelske, P.Eng., Lieutenant Governor-in-Council Appointee
 - R. Subramanian, P.Eng., Northern Region Councillor
 - S. Sung, Lieutenant Governor-in-Council Appointee
 - R. Walker, P.Eng., Eastern Region Councillor
- Regrets:**
- T. Bruyere, P.Eng., Lieutenant Governor-in-Council Appointee
 - P. Cushman, P.Eng., East Central Region Councillor
- Staff:**
- J. Zuccon, P.Eng., CEO and Registrar
 - D. Abrahams, VP Legislation and Policy
 - L. Latham, VP Regulatory Operations/Deputy Registrar
 - L. Maier, VP Governance/Interim VP Organizational Effectiveness
 - C. Mehta, Director, Finance
 - D. Smith, Director, Communications
 - M. Wehrle, Director, Information Technology
 - J. Chau, P.Eng., Manager, Government Liaison Programs
 - C. Knox, P.Eng., Manager, Enforcement, Regulatory Compliance
 - R. Martin, Manager, Secretariat
 - J. Max, Manager, Policy
 - E. Chor, Research Analyst, Secretariat
 - M. Feres, Supervisor, Council Operations
 - D. Power, Secretariat Administrator
 - B. St. Jean, Senior Executive Assistant
 - N. Axworthy, Editor, Engineering Dimensions



Guests: D.A. Brown, Governance Solutions Inc.
H. Brown, CEO, Brown & Cohen
D. Chui, P.Eng., PEO Director, Engineers Canada
S. Clacken, Anti-Racism and Anti-Discrimination Exploratory Working Group (AREWG) Consultant
L. Lukinuk, Parliamentary Services
B. Matthews, Consulting Engineers of Ontario
D. McComiskey, Governance Solutions Inc.
S. Perruzza, Ontario Society for Professional Engineers
K. Reid, P.Eng., PEO Director, Engineers Canada
H. Wojcinski, 30 x 30 Task Force Chair

Council convened at 10:00 a.m. on Friday, November 19, 2021.

CALL TO ORDER

Notice having been given and a quorum being present, President Bellini called the meeting to order at 10:00 a.m.

12373 – APPROVAL OF AGENDA

Moved by Councillor Arenja, seconded by Councillor Roberge:

That:

**The agenda, as presented to the meeting at C-544-1.2, Appendix A, be approved as presented; and
The Chair be authorized to suspend the regular order of business.**

CARRIED

12374 – CONFLICT OF INTEREST

There were no conflicts of interest declared.

12375 – PRESIDENT'S REPORT

President Bellini provided an update on the following:

- Progress being made by the four Governance committees
- October plenary session
- Notifying the Attorney General and the Office of the Fairness Commissioner on work being done by the Anti-Racism and Anti-Discrimination Exploratory Working Group (AREWG)
- Upcoming meeting with Attorney General Doug Downey on November 22nd

Events Attended by President Bellini

- On September 28th attended and provided remarks at the 30 x 30 annual check in
- On September 30 and October 1, respectively, the Engineer's Canada's presidents' group meeting and board meeting
- On October 8, the Committee Chairs Workshop and provided remarks along with PEO's CEO/Registrar on the progress of our transformation initiatives
- On October 13 the Regional Councillors Committee meeting.
- On October 21 the PEO-OACETT Leadership Summit as well as OACETT's virtual gala on November 4.



- JRC meeting on November 15

The President then responded to questions. There was a brief discussion regarding the importance of PEO's work on transformational change to be more broadly delivered which has been noted.

12376 – CEO/REGISTRAR'S REPORT

The CEO/Registrar's report was included in the meeting package. The CEO/Registrar noted that staff have analyzed the data regarding CEAB and the accumulation of P.Eng. licence applications which will be shared with the Regulatory Policy and Legislation Committee (RPLC) along with proposed changes. This data will be used as an anchor to measure progress on the issue of experience requirements as a whole.

12377 – 2022 OPERATING BUDGET

Councillor Cutler, Chair, Audit and Finance Committee (AFC) advised that the 2022 operating budget being presented for approval was substantially the same as what was presented in September with some minor changes related to contract staff, salaries and pension.

Moved by Councillor Cutler, seconded by Vice President Spink:

That Council approve the draft 2022 operating budget reviewed by the Audit and Finance Committee and as presented to the meeting at C-544-2.3, Appendix A.

CARRIED

12378 – 2022 CAPITAL BUDGET

The AFC Chair advised that the expenditures of \$62,000 included in the 2022 capital budget are for various maintenance and improvement projects at 40 Sheppard Avenue West.

Moved by Councillor Cutler, seconded by President-elect Colucci:

That Council approve the draft 2022 capital budget reviewed by the Audit and Finance Committee and as presented to the meeting at C-544-2.4, Appendix A.

CARRIED

12379 – BORROWING RESOLUTION

PEO's By-Law #1 – Section 47 states that:

"Council may from time to time borrow money upon the credit of the Association by obtaining loans or advances or by way of overdraft or otherwise"

PEO's Internal Control Banking Policy requires that "the borrowing resolution shall be reviewed and approved by Council on an annual basis".

To help manage the working capital and provide convenience to senior volunteers and staff, Scotiabank provides PEO two credit facilities:

- a. an operating overdraft up to an amount not to exceed CAD \$250,000 at Prime rate; and
- b. use of corporate credit cards with an aggregate limit not to exceed CAD \$120,000.
- c.



These credit facilities expire on January 31, 2022 and in order to renew the existing credit arrangement with the bank for another year, Council was asked to approve the borrowing resolution.

PEO has adequate cash flow to meet its business requirement on regular basis. The overdraft facility is only for contingency purposes. Corporate credit cards provide convenience to senior volunteers and senior staff for PEO business expenditures. The credit card balances are paid off every month.

Moved by Councillor Cutler, seconded by Councillor Schelske:

That Council:

a) approve the borrowing of money upon the credit of the association by way of:

- i) an operating overdraft up to an amount not to exceed CAD\$250,000; and**
- ii) use of corporate credit cards with an aggregate limit not to exceed CAD\$120,000.**

b) in compliance with PEO's Internal Control Banking Policy, hereby confirms that this Borrowing Resolution is to expire on January 31, 2023.

CARRIED

12380 – APPOINTMENT OF AUDIT FIRM FOR 2022-2026

The current five-year audit agreement that PEO has with Deloitte expires in 2021. Consistent with the practice to undergo a tendering process for audit services every five years, an RFP was issued to reputable accounting firms in early August 2021.

As the next step in this process, Council's approval of the Audit and Finance Committee's recommendation for PEO's auditor for the next five years from 2022 to 2026 was requested.

Although the term of the agreement is for five years, the auditor will have to be reappointed each year by the membership at the Annual General Meeting (AGM), in accordance with Section 52 of By-law No 1 which states:

"The members at each annual meeting shall appoint one or more auditors who shall be chartered accountants to hold office until the next annual meeting and if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed."

There was discussion regarding the re-appointment of Deloitte & Touche LLP. It was noted that potential risks were discussed by the Audit and Finance Committee.

Moved by Councillor Cutler, seconded by Councillor Arenja:

That Council retain Deloitte & Touche LLP as PEO's auditor for the period of 2022 to 2026, where renewal of each year's engagement occurs annually on the recommendation of the Audit and Finance Committee and Council and is subject to appointment by PEO members at the Annual General Meeting.

Moved by Councillor Notash, seconded by Councillor Broad:

That discussion of re-appointment of Deloitte & Touche LLP. be included in the Council meeting minutes, with details on potential risks.

DEFEATED



The original motion was then voted on and carried.

12381 – ENGINEERS CANADA DIRECTORS REPORT

A written report was provided.

Further to a query regarding Engineer Canada’s involvement with climate change on a national level CEO/Registrar Zuccon advised that he would follow up with G. McDonald, CEO, Engineers Canada on this matter.

12382 – 2020-2022 STRATEGIC PLAN

Past President Sterling advised that the affirmation of Council’s strategic direction of Council to 2022 is an opportunity to clearly communicate to members and the public about Council’s work and provides a foundation for the 2023-25 Strategic Plan. The Chair stated that the 2020-2022 Strategic Plan is a restatement of a series of plans that Council has been following for the last couple of years with respect to the Action Plan on regulatory work under the Governance Roadmap.

It was noted that there are several references to diversity and inclusion in the 2020 – 2022 Strategic Plan document but the word equity is not included. Staff advised that the wording can be changed to “diversity, inclusion and equity” so that it is more explicit.

Moved by Past President Sterling, seconded by Councillor Subramanian:

That Council affirm the direction of the 2020-2022 Strategic Plan as presented to the meeting at C-544-2.8, Appendix A.

**CARRIED
1 abstention**

12383 – GOVERNANCE ROADMAP UPDATE

David Brown, GSI provided Council with highlights related to Phase 3 of the Governance Roadmap update that was included in the meeting package. He advised that the Councillors’ Attributes Profile has been updated and integrated into the candidate election package for distribution to those interested in running for election. The other potential use for this profile was pre-orientation for interested candidates. It was agreed to defer the other items in Phase 3, move forward with Phase 4, and then revisit the remaining Phase 3 items.

Phase 4 will look at Chapters, committees and other organs of PEO. There was a wide range of views expressed by Councillors on this matter at the October 2021 plenary session and it was agreed to conduct a more comprehensive, systematic evaluation of where chapters do add value and may add value to PEO going forward and that this review should extend to committees as well as any of the other outcomes from the activity filter that do not fall under the categories of regulatory or governance. GNC met with GSI post plenary. It is GSI’s role to work with GNC and PEO staff to develop an evaluative framework and process which is underway. Broad stakeholder consultations will continue, including the Chapter Leaders Conference (CLC) where GSI will attend to listen and observe.

There was discussion regarding open vs. closed meetings. Staff advised that under Section 15 of PEO’s bylaw all meetings of PEO including Council, committee and chapter meetings that are subject to the bylaw are open to



the public. This does not confer a right of public participation and is subject to some exceptions for specific items or types of items that the Chair of the particular committee may think should be kept in confidence or in-camera. Anybody, including a member or non-member of PEO, can attend meetings but this does not give them the right to participate and if an item is inherently confidential then that part of the meeting would be closed to the public and to PEO's members as well.

12384 – GOVERNANCE COMMITTEE UPDATE

The governance committee updates were included in the meeting package.

It is the Governance and Nominating Committee (GNC) recommendation to Council (in line with best practices) to amend the by-law to remove the requirement for committee meetings to be open to the public. The Chair advised that Councillors would have an opportunity to provide feedback when the by-law amendments are presented to Council.

In response to a request D. Abrahams advised he would share with Council the slides regarding the legislative framework for licensing presented to the Regulatory, Policy and Legislation Committee (RPLC) at their October 25, 2021 meeting.

12385 – APPROACH TO MINUTES AND AGENDAS

There has been a perceived lack of clarity about what Council and Council committee minutes should include, particularly in respect of *in camera* discussions. There also has been some discussion about how to note in camera items on the public agenda without revealing confidential information.

Council has received expert advice from external advisors and from staff regarding best practices for what minutes should include. The advice addresses both meetings held in public and those held in camera, as per the by-law. Council has also been advised on how to refer to specific *in camera* items on the publicly visible portion of the agenda.

An approach to minutes, *in camera* agendas and related items has been developed to reflect the advice received. This is an interim measure, pending a by-law amendment which would be brought to Council for consideration prior to the next AGM. The proposed approach was included in the meeting package. It will apply to Council and its four governance committees. If enacted as a by-law, it could be extended to cover all meetings of committees of PEO.

Councillor Arenja advised that there has been robust discussion on this item at Committee meetings with expert advice being received. It is the recommendation of the Governance and Nominating Committee to follow the suggested approach.

Responding to a concern expressed that comments made by Councillors, particularly dissenting comments, will not be included as part of Council minutes and how this impacts transparency, Councillor Arenja replied that the open session meetings are open to the public and recordings are made available to the public so there is a record. Minutes may indicate that discussion took place but do not describe the content of the discussion but rather the decision and action items if applicable.



Moved by Councillor Arenja, seconded by Vice-President Chiddle:

That Council formally adopts the approach to agendas and minutes as summarized in the document titled “Agendas and Minutes Approach (Including In Camera Items)”, as presented at C-544-2.11, as Appendix A, and that Council requests that a by-law amendment be prepared for its consideration, in order to apply this approach to all meeting to which the by-law applies.

CARRIED

12386 – 30 BY 30 TASK FORCE UPDATE

The Chair advised that the 30 by 30 Task Force Update was included in the meeting package.

12387 – 30 BY 30 TASK FORCE END OF TERM

The 30 by 30 initiative is a commitment to raising the percentage of newly licensed engineers in Ontario who are women to 30 per cent by 2030. The 30 by 30 Task Force was formed by PEO in 2018 to show visible leadership in addressing the underrepresentation of women licensed in the profession by formally endorsing the 30 by 30 initiative with Engineers Canada and committing to undertaking an action plan to resolve this inequity.

Moved by Councillor Schelske, seconded by Vice President Chiddle:

That the 30 by 30 Task Force be stood down effective 31 December 2021, with Council’s thanks, as per the Terms of Reference.

CARRIED

Following a request to receive the data in a timelier fashion the CEO/Registrar advised that with the ownership of the 30 x 30 work being transferred to staff, information will be provided as close to real time as possible so that the numbers are more up to date. This includes the breakdown of female CEAB and non-CEAB.

When asked about the low engagement of employers in Ontario H. Wojcinski advised that while companies have been supportive, it has been a challenge. Staff are aware that more work needs to be done with employers.

The Chair thanked H. Wojcinski for her extensive report and the members of the 30 x 30 Task Force for their good work.

12388 – ANTI-RACISM AND ANTI-DISCRIMINATION EXPLORATORY WORKING GROUP (AREWG) UPDATE

As acknowledged by previously approved Council motions, the problem of widespread systemic racism has been a major focus of international public attention, particularly in the past two years. As a regulator in the public interest, PEO is required to identify and address any such concerns as they relate to its mandate and activities. To this end, in November 2020, Council unanimously approved the creation of the Anti-Racism and Anti-Discrimination Exploratory Working Group (AREWG).

Councillor MacCumber advised that Council was provided with the draft briefing note at the October 29, 2021 plenary session and that there were no changes.

Moved by Councillor MacCumber, seconded by Councillor Jackson Kouakou:



1. That Council continues the Anti-Racism and Anti-Discrimination Exploratory Working Group (AREWG). as presently established and tasks it to develop recommendations further to its mandate for next steps.
2. That the AREWG's mandate, until any further Council decision, is to assist Council in fulfilling its public interest duties by exploring and making recommendations regarding matters related to racism, and other equity and human rights affairs, relevant to PEO's function as a regulator, employer, and organization.
3. That Council approves the mandate document attached as C-544-2.14, Appendix A.
4. That the AREWG is to proceed to Phase 3 of its work, with possible next steps as shown in C-544-2.14, Appendix B.
5. That Council tasks the AREWG to recommend to Council, before the 2022 AGM, any appropriate changes to Appendix A to coincide with PEO's governance transformation and journey to becoming a modern inclusive regulator that is a trusted leader in professional self-regulation.
6. That the new AREWG members or Chairs shall be appointed based on merit. Recognizing the AREWG's mandate, merit in this context means a demonstrated interest in, understanding of, and/or commitment to anti-racism and equity, with value placed on the lived experiences of candidates who are members of equity-seeking groups.

CARRIED

12389 – CONSENT AGENDA

Moved by Councillor Walker, seconded by Councillor Roberge:

That the consent agenda be approved, consisting of:

- 3.1 Minutes – 543rd Council meeting – September 24, 2021
- 3.2 Consulting Engineer Designation Applications
- 3.3 Statutory and Regulatory Committees' Membership Lists for 2022
- 3.4 Changes to the Committees and Task Forces Membership Roster
- 3.5 Approval by the Attorney General of Re-Appointments to DIC and REC
- 3.6 Process for Appointing Acting Committee Chair
- 3.7 Newly Elected REC and DIC Chair and Vice Chair

CARRIED

12390 – MINUTES – C-543 COUNCIL MEETING

That the minutes of the 542nd meeting of Council, held June 25, 2021, as presented to the meeting at C-543-3.1, Appendix A, accurately reflect the business transacted at that meeting.

CARRIED

12391 – CONSULTING ENGINEER DESIGNATION APPLICATIONS

1. That Council approve the exemption from examinations and the applications for designation as Consulting Engineer as set out in C-544-3.2, Appendix A, Section 1.



2. That Council approve the applications for redesignation as Consulting Engineer as set out in C-544-3.2, Appendix A, Section 2.
3. That Council grant permission to use the title “Consulting Engineers” (or variations thereof) to the firms as set out in C-544-3.2, Appendix A, Section 3.

CARRIED

12392 – STATUTORY AND REGULATORY COMMITTEES' MEMBERSHIP ROSTER

That Council approve re-appointment of members to PEO's statutory and regulatory committees as presented to the meeting at C-544-3.3, Appendix A for a one-year term effective January 1, 2022.

CARRIED

12393 – CHANGES TO COMMITTEES AND TASK FORCES MEMBERSHIP ROSTER

That Council approve changes to the *2021 PEO Committees and Task Forces Membership Roster* as presented to the meeting at C-544-3.4, Appendix A.

CARRIED

12394 – APPROVAL BY THE ATTORNEY GENERAL OF RE-APPOINTMENTS TO DIC AND REC

Council was informed that pursuant to subsections 19.1(1)1ii and 27(1)3ii of the *Professional Engineers Act*, the re-appointments made by Council in September were approved by the Attorney General for a period of three years effective October 13, 2021, as follows:

Stella Ball*, BA, BEd, LLB, LLM, City of Toronto, to the Discipline and Registration Committees
David Germain, J.D., City of Toronto, to the Discipline Committee

*Note: Stella Ball, BA, BEd, LLB, LLM has since resigned from both positions, effective October 25th (REC) and November 2nd (DIC).

12395 – PROCESS FOR APPOINTING ACTING COMMITTEE CHAIR

That Council approve a process whereby a governance committee may appoint an acting chair from among its members, for that meeting only, to manage those occasions when the Council-approved committee Chair is not available due to resignation or any circumstance that causes absence from the meeting.

CARRIED

12396 – NEWLY ELECTED REC AND DIC CHAIR AND VICE CHAIR

Council was informed that the following members were elected as a chair and vice chair of the committees listed below:

Simon Sukstorf, P.Eng., as Chair for a 1-year term to the Registration Committee (REC)
Paul Ballantyne, P.Eng., as Vice Chair for a 1-year term to the Registration Committee (REC)
Rob Wilson, P.Eng., as Chair for a 2-year term to the Discipline Committee (DIC)
Warren Turnbull, P.Eng., as Vice Chair for a 2-year term to the Discipline Committee (DIC)



Moved by Councillor Subramanian, seconded by Vice President Chiddle:

That Council move in-camera.

CARRIED

There being no further business, the meeting concluded.

These minutes consist of 10 pages and minutes 12373 to 12396 inclusive.

C. Bellini, P.Eng., Chair

R. Martin, Corporate Secretary