

# Briefing Note – Information

C-546-2.14

## 2021 and 2022 Elections Issues Reports

**Purpose:** To update Council on the Governance and Nominating Committee's (GNC) review of the 2021 and 2022 Elections Issues Reports prepared by the Central Elections and Search Committee (CESC).

**No motion required**

**Prepared by:** Meg Feres (Supervisor, Council Operations)

**Approved by:** Liz Maier (Vice-President, Organizational Effectiveness)

## 1. Background

One of the GNC's responsibilities as outlined in its 2021-22 work plan is to *"on a transitional basis, coordinate and steward the work of the CESC and the RESC"*.

At its meeting of June 25, 2021, Council referred the 2021 CESC issues report and recommendations to the Governance and Nominating Committee (GNC) for consideration; and on March 2, 2022, the CESC prepared its 2022 Elections Issues Report for discussion at the GNC's March 7 meeting.

## 2. Status Update

At its meeting on March 7, 2022, the GNC discussed some of the specific issues on the 2021 Report and referenced, more generally, aspects of the 2022 Report. The primary themes/discussion points included:

- identifying and addressing potential consequences associated with addressing specific issues individually;
- ensuring that the elections system has the flexibility to function in challenging or adverse technological circumstances; and
- considering the impact of a potential comprehensive system review on the timing or effectiveness of issue-specific changes.

In light of the discussion, the Committee agreed by general consensus to direct staff to:

- Conduct a holistic, phased best practice review aimed at reforming and modernizing the elections system, taking into consideration:
  - the issues and associated recommendations in 2021 and 2022 Elections Issues Reports; and
  - the broader context of existing policies and procedures that comprise PEO's current elections system.
- Report results of the analysis to the GNC in phases, for example:

- Short-term Results - operational matters that could be included in updated procedures documents for the 2023 elections; and
- Longer-term Results - matters that would require continued and deeper analysis as part of the review of the elections system, including those that would require regulation or Act changes.

### **3. Next Steps**

After receiving the results of the first phase of the analysis, the GNC will identify areas requiring recommendations to Council for approval.

### **Appendices**

**Appendix A: 2021 Elections Issues Report**

**Appendix B: 2022 Elections Issues Report**

## 2021 Council Elections Issues Report

<p><b>Issue 1:</b> Complaints from members were received about a candidate including fundraising requests to their PEO election publicity material.</p>
<p><b>Background:</b> One candidate had added a request to support them in a fundraising effort for a specific charity. There is nothing in the Election Publicity Procedures to prohibit such a request, although there have been several voters who have questioned the practice as being unrelated to the PEO Council elections and PEO's regulatory mandate.</p>
<p><b>CESC Recommendation and Rationale:</b> <b>Recommendations:</b></p> <ol style="list-style-type: none"> <li>1. To disallow requests for fundraising in election material.</li> <li>2. To disallow links to any non-PEO websites or social media accounts in election material.</li> </ol> <p><b>Rationale for recommendation #1:</b> To uphold the consent PEO has with members to communicate with them on PEO regulatory matters. An individual's fundraising efforts are outside of PEO's mandate.</p> <p><b>Rationale for recommendation #2:</b> To eliminate PEO's exposure to potential risks associated with content published on sites not authorized by PEO, such as a candidate's personal website and/or social media accounts.</p>
<p><b>Issue 2:</b> Some candidates were confused that the peovote.ca site automatically redirected to peo.on.ca site.</p>
<p><b>Background:</b> None</p>
<p><b>CESC Recommendation and Rationale:</b> <b>Recommendation:</b> To determine if there is a way, technologically, to eliminate the redirect and, if that is not possible, to add an explanatory note on the <i>peovote.ca</i> website as to why the voter is being redirected to the <i>peo.on.ca</i> website.</p> <p><b>Rationale:</b> To reduce confusion for voters.</p>
<p><b>Issue 3:</b> Does PEO still need a 5-week election period? Can this timeline be shortened?</p>
<p><b>Background:</b> The five-week voting period was established when voting was by paper ballot to allow sufficient time for election material to be sent and returned through the post office.</p>

Engineering regulators and other associations across the country have introduced a requirement that all eligible voters have an email address.

Communicating with voters via email only has reduced their voting period to between two to three weeks.

**CESC Recommendation and Rationale:**

**Recommendation:**

1. To move towards an all-electronic (e-voting) election as soon as possible while maintaining accessibility of access until e-voting is finalized; and
2. To reduce the voting period to three weeks when an all-electronic election is in place.

**Rationale for recommendation #1:** E-voting reduces PEO's costs, e.g. paper, labour, postage.

**Rationale for recommendation #2:** Five weeks will no longer be needed for all e-voting, and a shorter time period will hopefully bring more momentum to the election thus encouraging voting.

**Issue 4:**

What is the role of Returning Officers in electronic elections?

**Background:**

The Returning Officers position was created (see Regulation below) to oversee the counting of paper ballots.

The Returning Officers now simply confirm with the Official Elections Agent there are zero votes cast just before voting for the Council election begins and review the data provided by the Agent a week after voting closes.

Currently, the results are provided by the Agent approximately 30 minutes following the close of voting and are deemed 'Unofficial'. The results are only 'Official' one week later when the Returning Officers meet with the Agent to review the data.

Removing the Returning Officers from the process would make the results made available minutes after voting closes 'Official'.

**Regulation 20 of the PEA**

On or before the date set by the Council for the receipt of ballots, the President shall appoint three returning officers who may, but need not be, Members.

**Regulation 21 of the PEA**

The returning officers shall,

- a) Observe the processing of ballots to ensure that only duly marked ballots returned before the date and time set by the Council under subsection 19(1) are counted;
- b) Review rejected ballots;
- c) Re-process rejected ballots found to be valid;

- d) Approve the final count of ballots;
- e) Make such other investigation and inquiry as they consider necessary or desirable for the purpose of supervising the counting of the vote; and
- f) Report the results of the vote to the Registrar not later than three weeks following the date set by the Council for the receipt of ballots.

**CESC Recommendation and Rationale:**

**Recommendation:** To amend the Regulations to eliminate the requirement for returning officers.

**Rationale:** Without paper ballots to review, Returning Officers are left to confirm only data provided by PEO's third-party supplier, the Official Election Agent.

**Issue 5:**

Candidates have six days after the deadline to remedy any inconsistencies with material-prescribed requirements. This places undue pressure on PEO's Communications department to prepare the submissions to meet the *Engineering Dimensions* publication deadline.

**Background:****Election Publicity Procedures**

"20. The chief elections officer is responsible for ensuring that all candidate material (whether for *Engineering Dimensions*, PEO's website or eblasts) complies with these procedures. Where it is deemed the material does not satisfy these procedures, the chief elections officer will, within three full business days from receipt of the material by the association, notify the candidate or an appointed alternate, who is expected to be available during this period by telephone or email. The candidate or appointed alternate will have a further three full business days to advise the chief elections officer of the amendment. Candidates are responsible for meeting this deadline. Should a candidate fail to re-submit material with the three-business day period, the candidate's material will be published with a notation explaining any necessary amendments made by staff."

This procedure has been in place since before candidates had complete control over the content of their material when misstatements were requested to be corrected. This no longer applies.

Issues that arise today are usually over the size/quality of photos provided (less than 300 KB or greater than 2 MB) and/or the material is too large to fit within the border specification.

**CESC Recommendation and Rationale:**

**Recommendation:** To reduce the number of days a candidate has to remedy any inconsistencies to their election material from six days to two business days (excluding the date of the notice).

Should a candidate fail to re-submit material within two business days, the candidate's material will be published with a notation explaining any necessary amendments made by staff (e.g. – photo not included because it was either too small or too large; only material that will fit within the border would be included and the remainder excluded)

**Rationale:**

1. Inconsistencies in material submissions from requirements have recently been remedied within a day or two of being advised that a change is necessary to comply with the procedures (e.g. submission of a properly-sized photo, font size to be changed so that material fits within prescribed border); and
2. Allows PEO's Communications department more time to prepare the material in order to meet the tight *Engineering Dimensions* publication deadline.

**Issue 6:**

As apparent from some candidates statements, they do not understand the roles and responsibilities of Council nor its primary mandate as that of a regulator.

**Background:**

Currently, there is no pre-election education provided to candidates on the role of PEO and of PEO Council

**CESC Recommendation and Rationale:**

**Recommendation:** To include a requirement that potential candidates for Council must first complete an education component on the roles and responsibilities of Council in order to be eligible to run in the election when considering a restructuring of the election process.

**Rationale:** To help ensure that all potential candidates are fully aware of the roles and responsibilities of, and time commitment for, serving on Council prior to submitting nomination papers.

**Issue 7:**

There is confusion regarding who may, or may not, run for Vice President and when - i.e.

1. Can an *appointed* Vice President run for the *elected* Vice President position within 10 years?
2. Can a former *elected* Vice President, once elected to Council, be eligible for *appointment* to the Vice President position?

**Background:**

The Regulations are silent on these items.

Applicable sections of the Regulations, under the heading "Council Elections". [The italics and underlining are for emphasis.]

"2. Fifteen members shall be *elected* to the Council as follows:

1. Thirteen members shall be
  - elected to the Council for a two-year term of whom,
    - i. three members shall be elected as councillors-at-large by and from among the Members,
    - ii. two members shall be elected as regional councillors by and from among the Members in each of the five Regions.

2. Two members shall be elected annually by and from among the Members as a president-elect and a vice-president. R.R.O. 1990, Reg. 941, s. 2; O. Reg. 143/08, s. 2; O. Reg. 35/18, s. 1.

3. (1) There shall be the following additional officers of the Association:

1. The president, who is a Member and who was president-elect in the immediately preceding year.
2. A vice-president, who shall be appointed annually by Council from among its members elected or appointed under clause 3 (2) (a) or 3 (2) (b) of the Act [LGA appointments] at a meeting of Council to be held after the close of business and on the day of the annual meeting of Members or within thirty days thereafter.

(7) After a Member has served as vice-president for one term, the Member is not eligible to serve as vice-president again until the day of the tenth annual meeting of Members held following the Member's last day of service as vice-president. O. Reg. 35/18, s. 2."

**CESC Recommendation and Rationale:**

**Recommendation:** To confirm that an appointed Vice President is permitted to be a candidate for elected Vice President while serving as a Councillor.

**Rationale:** In the absence of anything to the contrary, and given that the position of Vice President, both elected and appointed, are found in the "elections" section of the Regulations, and as a matter of policy until the elections process has been reviewed, the above recommendation will provide clarity to potential candidates and the members at large.

**Issue 8:**

None of the Councillor-at-Large candidates attended the PEO official head office All Candidates Meeting

**Background:**

Attendance by any candidate to their respective All Candidates video meeting at PEO head office is voluntary. There is no mandatory requirement for them to do so.

**CESC Recommendation and Rationale:**

**Recommendation:** To mandate that all election candidates be required to attend their respective All Candidates Meetings at PEO's head office, either in person or virtually.

**Rationale:** So that all voters may get to know the candidates better as they are likely unknown to members outside their own regions.

**Issues 9 to 12: Addendum**

*In October 2021, CESC member Marisa Sterling, through Chair Nancy Hill, wrote to GNC Chair Arjan Arenja regarding election policy and operations. Responses were provided in November 2021. At its meeting of March 2, 2022 the CESC requested that these be considered along with the main 2021 Election Issues Report. Presented below are the issues raised by Ms. Sterling and the associated responses from the GNC Chair which are relevant to and may further contribute to GNC's recommendations to Council.*

<p><b>Issue 9:</b> How is PEO ensuring equitable treatment of voters who receive ballots by mail and email?</p>
<p><b>Background:</b> Currently PEO requests Clear Picture to send email reminders to those who receive ballots by email, but not to send reminders to those who receive mailed ballots.</p>
<p><b>GNC Chair's Response:</b> In the <i>2022 Voting Procedures</i> approved by Council on June 25, 2021, PEO directs the official election agent to send an email reminder to all licence holders who have not voted on the Monday of each week during election period. As part of the <i>2023 Voting Procedures</i> to be approved by Council in June 2022, PEO could direct the official agent to send a reminder by mail to those licence holders who have not provided PEO with an email address and receive their voting information by traditional mail.</p>
<p><b>Issue 10:</b> What are the barriers to councillor competencies and member inclusion in the elections process? Can PEO survey and collect reliable data of any barriers from which to develop strategies to overcome them?</p>
<p><b>Background:</b> There is some anecdotal evidence that barriers may include lack of councillor compensation, questions whether PEO can accommodate councillor needs such as remote attendance or timing of meetings for working professionals, stereotype of Council being an unwelcoming environment without councillors who "look like me", unclear Council vision and workplan, lack of policies to support members who are caregivers, expectations that councillor roles require a high number of volunteer hours, lack of training and skills development for interested members to acquire the necessary skills, experiences of imposter syndrome by highly competent but marginalized members, long-standing marginalization in engineering of members who identify as women, LGBTQ, Black and Indigenous, and disengagement of members from PEO due to all of the above experiences and others</p>
<p><b>GNC Chair's Response:</b> The GNC will consider the issue of barriers in the broader context of its nomination and election process risk oversight responsibility; and make appropriate recommendation to develop strategies to overcome them. A survey could be carried out based on the issues raised.</p>
<p><b>Issue 11:</b> How can PEO maximize communications to build reach, awareness and knowledge of the election among members? In Dec 2020, Engineering Dimensions wrote a very helpful article on why run for Council. Could a similar article be written each year, and at an earlier time to draw interest before the nomination deadline?</p>
<p><b>Background:</b> None</p>
<p><b>GNC Chair's Response:</b> With respect to <i>Engineering Dimensions</i>, moving forward, Communications will prepare an article on "<i>Why Run for Council</i>" and place it in the May/June issue.</p>



<b>Issue 12:</b> All candidate meetings have the opportunity to reach more PEO members across Ontario if the video recordings are publicly published shortly thereafter to be watched “on demand”, and searchable by questions asked.
<b>Background:</b> None
<b>GNC Chair’s Response:</b> The process raised in this issue is already in place. The recordings of the meetings are posted on the PEO website hours after the live webcasts and are available for viewing throughout the election period.

## 2022 Council Elections Issues Report

<p><b>Issue 1:</b> Does “liking” a candidate’s social media post by a sitting Councillor constitute an endorsement of that candidate?</p>
<p><b>Background:</b> <b>Election Publicity Procedure #24</b> <i>“Councillors may use their positions to encourage candidates to stand for PEO office and members to participate in the election process but may not endorse candidates for PEO election.”</i></p>
<p><b>CESC Recommendation and Rationale:</b> <b>Recommendation:</b> Review the best practices on whether sitting Councillors are allowed to endorse candidates.</p> <p><b>Rationale:</b> To clarify the intent of the election publicity procedures with respect to Councillor endorsements of candidates. Given the prominence of social media platforms in the election process, consider what is practicable.</p>
<p><b>Issue 2:</b> Should Councillors and CESC members be permitted to sign nomination papers for potential candidates? It was commented that doing so could be interpreted as an endorsement which, as per the procedures for the 2022 election, constitutes a violation of the procedures.</p>
<p><b>Background:</b> <b>2022 Voting Procedure # 8</b> <i>Signatures on nomination petition forms do not serve as confirmation that a member is formally endorsing a candidate.</i></p> <p><b>2022 Election Publicity Procedure #24</b> <i>Councillors may use their positions to encourage candidates to stand for PEO office to stand for PEO office and members to participate in the election process but may not endorse candidates for PEO election.</i></p> <p>The procedures are silent on whether CESC members be prohibited, or not, from signing nomination forms.</p>
<p><b>CESC Recommendation and Rationale:</b> <b>Recommendation:</b> Maintain status quo.</p> <p><b>Rationale:</b></p>

CESC is charged with encouraging members to candidates to run so to fulfil that role they need to be able to sign the nomination forms.

Anecdotaly we have been advised that getting signatures is a barrier to running therefore we do not want people being precluded from signing a person's form. It should be a personal decision.

The Election procedures make it clear that signing a form is not endorsing a candidate – this is somewhat similar to moving a motion to getting it on the table – it does not mean that in moving a motion the person is endorsing the motion.

### Issue 3:

Should PEO intervene when a complaint is raised by one candidate that another candidate is misrepresenting him/herself?

#### Background:

#### Election Publicity Procedure # 4

*Candidates will have complete control over the content of all their campaign material, including material for publication in Engineering Dimensions, on their additional material on PEO's website, and on their own websites.*

#### CESC Recommendation and Rationale:

##### Recommendation:

Fake news is becoming an increasing issue in public communications and PEO to look at best practices to prevent circulating incorrect information by candidates.

##### Rationale:

These issues fall under Election Publicity Procedure 4 which states candidates have complete control over the content of their election materials.

### Issue 4:

Should PEO refrain from sending any communication to members during the voting period, other than election-related material – i.e. eblasts, reminders to vote, etc. – so as not to potentially influence voters.

Videos providing an update on PEO's enterprise-wide transformation initiatives were sent via eblast to all members during the voting period. Some candidates were of the opinion that they were *biased against the platforms of several candidates and hence, have significant potential to influence the election.*

An issue of *GLP Weekly* showed pictures of all candidates but added a statement - *A number of the candidates have long histories with the PEO Government Liaison Program (GLP).* This statement was viewed as giving those candidates additional publicity contrary to Election Publicity Procedure #22

A candidate was invited to address a chapter on a non-election topic during the voting period and to which the other candidates were not invited.

The issue was raised that doing so provided additional exposure to the candidate in question.

**Background:**

Legal counsel has opined that “As a regulator, PEO must fully continue its regulatory activities...” Counsel stated that it is a misconception “that PEO pause[s] its regulatory activities during an election in case the outcome of the election dictates a change in direction for the organization.”

**Election Publicity Procedure # 22**

Caution is to be exercised in determining the content of issues of membership publications published during the voting period, including chapter newsletters. Editors are to ensure that no candidate is given additional publicity or opportunities to express viewpoints in issues of membership publications distributed during the voting period from January 14, 2022 until the close of voting on February 18, 2022, beyond his/her candidate material published in the January/February issue of *Engineering Dimensions*, and on the PEO website. This includes photos (with or without captions), references to, or quotes or commentary by, candidates in articles, letters to the editor and opinion pieces. PEO’s communications vehicles should be, and should be seen to be, non-partisan. The above does not prevent a PEO publication from including photos of candidates taken during normal PEO activities (e.g. licensing ceremonies, school activities, GLP events, etc.) provided there is no expression of viewpoints. For greater clarity, no election-specific or election-related articles, including Letters to the Editor and President’s Message, are to be included in *Engineering Dimensions* during the voting period. *Engineering Dimensions* or other PEO publications may contain articles on why voting is important.

**CESC Recommendation and Rationale:**

**Recommendation:**

Review PEO policies with respect to timing and content of recruitment communications, and other communications that occur during the voting period that may be considered to be supporting a particular candidate.

**Rationale:**

As a regulator, PEO needs to communicate with licence holders

Use the opinion provided by Richard Steineke to recommend PEO continue to communicate with licence holders during the election period while referring to Election Publicity Procedures #22 regarding the content of communications.

**Issue 5:**

Should material submitted after the deadline set out in the Election Publicity Procedures be accepted if there are extenuating circumstances at the last minute?

**Background:**

**Election Publicity Procedure # 7**

*Candidate material for publication in Engineering Dimensions and any additional material they wish to publish on the website must be forwarded to the chief elections officer via email at [elections@peo.on.ca](mailto:elections@peo.on.ca) no later than 4:00 p.m. on (Friday) December 10, 2021, and must be in accordance with these procedures and Schedule A attached.*

The procedures have historically been published on the website at the end of August or beginning of September.

A reminder of the deadline is sent to all candidates on several days before the deadline.

**CESC Recommendation and Rationale:**

**Recommendation:**

Maintain status quo.

**Rationale:**

Maintains fairness of the process.

**Issue 6:**

Should the voting period be shortened?

**Background:**

The current voting process lasts five weeks.

A recommendation to shorten voting period to three weeks was included in the 2021 Issues Report that was directed to the Governance and Nominating Committee.

**CESC Recommendation and Rationale:**

**Recommendation:**

Review the length of the voting period and consider changing it based on best practices.

**Rationale:**

The five-week period for voting is a remnant of the years when paper ballots were cast and it took time for them to be received by PEO.

**Issue 7:**

Should Candidates be allowed to list slates in their campaign material?

**Background:**

In the 2022 election, a number of candidates listed a slate in their campaign material.

There is a question about whether slates give certain candidates an advantage over those who are not part of a slate of candidates.

**CESC Recommendation and Rationale:**

**Recommendation:**

Review best practices so that PEO does not appear to be supporting slates or preferences of candidates.

**Rationale:**

Prohibiting candidates from listing slates would return staff to editing candidate material which is currently prohibited in section 4 of the Election Publicity Procedures.

4.Candidates will have complete control over the content of all their campaign material, including material for publication in *Engineering Dimensions*, on their additional material on PEO's website, and on their own websites.

**Issue 8:**

Should the All-Candidate Meeting webcasts continue?

**Background:**

The total number of views for the 2022 All Candidate Meeting webcasts were

Jan 4 Western	262
Jan 4 Northern	153
Jan 5 Vice President	312
Jan 5 CAL	278
Jan 6 President-Elect	538

The cost for the broadcasts was \$38,920

The contract with the vendor for the 2020-2022 webcasts has now expired.

**CESC Recommendation and Rationale:****Recommendation 1:**

Continue with the All-Candidate Webcasts

**Recommendation 2:**

Review the duration of the webcast and the distribution to maximize viewership.

**Rationale:** Although viewership of the webcasts remains low, it does provide Candidates with the opportunity to communicate with votes.

**Issue 9:**

Should someone who has been disciplined and/or taken legal action against PEO be eligible to run for Council?

<p><b>Background:</b> If the answer is no, is there a time after which they would be eligible to run?</p>
<p><b>Recommendation 1:</b> Consider best practices regarding good character principles (including transparency) and how these are assessed.</p>
<p><b>Recommendation 2:</b> Consider best practices regarding candidates who have previous or current legal proceedings against PEO.</p>
<p><b>Rationale:</b> To ensure that PEO and Council are not put in disrepute.</p>
<p><b>Issue 10:</b> What processes should be in place when PEO responds to an election procedure complaint that either impacts or potentially impacts the campaigns of other candidates?</p>
<p><b>Background:</b> When PEO took down the videos the candidates who had linked to the videos were no longer linking to the information that they had intended to link to.</p>
<p><b>CESC Recommendation and Rationale:</b></p>
<p><b>Recommendation 1:</b> Review processes for alerting candidates to the outcome of an election complaint that may affect them.</p>
<p><b>Recommendation 2:</b> Review best practices regarding communications to all candidates regarding election procedure complaints.</p>
<p><b>Rationale:</b> To ensure that processes are transparent and fair to all candidates.</p>
<p><b>Issue 11:</b> What processes are in place to ensure that the links to Candidate's material are active?</p>
<p><b>Background:</b> Communications checks links in Candidate materials and if some of them are not active, staff can activate them. If the links cannot be activated by Communications staff, the Chief Elections Officer notifies the candidate.</p>
<p><b>CESC Recommendation and Rationale:</b></p>

<p><b>Recommendation:</b> Review the process to ensure that this does not happen.</p> <p><b>Rationale:</b> There is a process in place to deal with links in Candidate materials.</p>
<p><b>Issue 12:</b> What sanctions/consequences should be available if a Candidate/Councillor/Chapter/Committee do not follow the election procedures.</p> <p><b>Background:</b> There are situations where Candidates/Councillors/Chapters and Committees have violated the election procedures.</p> <p><b>CESC Recommendation and Rationale:</b>  <p><b>Recommendation:</b> Consider best practices regarding sanctions/consequences of violating election procedures.</p> <p><b>Rationale:</b> The strength of election procedures is in question without sanctions.</p> </p>
<p><b>Issue 13:</b> What steps need to be taken in advance of the election period to ensure there is compliance?</p> <p><b>Background:</b> None</p> <p><b>CESC Recommendation and Rationale:</b>  <p><b>Recommendation:</b> Review election procedures to ensure that all PEO volunteers and staff are aware of their roles and responsibilities with respect to the Election Voting Procedures and Election Publicity Procedures.</p> <p><b>Rationale:</b> Education and compliance with the election process.</p> </p>
<p><b>Issue 14:</b> What steps are taken by PEO and/or the elections agent to ensure that elections communications arrive at their intended recipients?</p> <p><b>Background:</b> Voter turnout is very low and PEO does not know how many voting credential emails bounce or are bad e mails.</p> <p><b>CESC Recommendation:</b></p>



Ensure that PEO and the election agents have a process that provides this information, and that they provide a report [data validation].

**Issue 15:**

Conflict of interest when advising on election matters.

**Background:**

None

**CESC Recommendation:**

To review the composition of the CESC in light of the dual role of the CESC in recruiting candidates and advising in regard to election matters

## GOVERNANCE COMMITTEE UPDATE

**Purpose:** To inform Council of the recent activities of the four governance committees.

**Motion(s) to consider:**

none required

The reports submitted by the governance committees chairs are included as appendices to this briefing note.

**Appendices:**

App A – Transition Report - Audit and Finance Committee (AFC) – attached

App B – Transition Report - Governance and Nominating Committee (GNC) - attached

App C – Transition Report - Human Resources and Compensation Committee (HRCC) – attached

App D – Transition Report - Regulatory Policy and Legislation Committee (RPLC) - attached



<b>C-546-2.15</b> <b>Appendix A</b>
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## AUDIT AND FINANCE COMMITTEE TRANSITION REPORT

### CHAIR'S REPORT

<i>Topic</i>	<i>Transition Report</i>
Committee Functioning and Composition	<p>The committee functioned well over the course of the year. As this was the first year of the Committee operating as Governance Committee we needed to learn as to where to put our focus and the types of questions we should be asking. The focus was to understand the various risks that could occur to PEO due to the financial operations of the organization rather than to focus on individual expenditures or expenditure areas. Traditionally, the former Finance Committee was primarily focused on passing the budget while the former Audit Committee was focused on the preparation and approval of the annual financial statements. While these were still the two primary focuses of AFC, there needs to be time taken to review and consider other financial aspects of the organization such as insurance requirements, pension fund activity, PEO investments (including building), financial risks associated with membership levels, etc. These other items often received secondary priority and were addressed as time allowed.</p> <p>Ideally candidates for this committee will be financially literate and have experience in budgeting (at a high level), reading financial statements and issues associated with investing. Ideally experience in dealing with some of these areas in the not-for-profit world would be helpful. Familiarity with how PEO receives income and its main expenditure areas is useful. Cost accounting experience is not critical in the role of a governance committee as a detailed understanding of expenditures and revenue sources is the responsibility of staff. Nevertheless, candidates for AFC should understand PEO's financial model including the main areas for revenue and expenditure. Members should be willing to participate and be prepared to read financial documents, including financial statements, budgets and investment performance documentation as required.</p>



**C-546-2.15**  
**Appendix A**

Meeting Frequency	<p>As you will see in the attached work plan, by the end of they year, the FAC will have met 6 times. This included:</p> <ol style="list-style-type: none"> <li>1. an inaugural meeting that was strictly a committee orientation meeting</li> <li>2. 4 regular quarterly meetings (based on the FAC mandate, regular meetings will be held four times a year, three weeks before the Council Meeting so that Committee Reports and recommendations will be ready and circulated in enough time prior to each Council meeting. No financial documents were presented at Council plenaries so AFC meetings only need be timed to coincide with Council Meetings.</li> <li>3. One extra meeting to review budget assumptions prior to staff producing the annual budget.</li> <li>4. One meeting to establish a smooth transition to next iteration of the Committee.</li> </ol> <p>Given that areas outside of budgeting and approval of the financial usually received limited time, it is recommended that for future years that there is at least 5 meetings (June – first meeting, budget assumptions, August – review of draft budget, October – approval of revised budget, March – review of audited financial statements, April – wrap up of remaining issues) plus 1-2 extra meetings to insure there is enough time to cover the other issues in sufficient depth. Alternatively, lengthening the meetings from two hours to approximately 2 ½ to 3 hours may allow sufficient time for these other items.</p>
<p>Work in Progress</p> <p>Describe any work in process that will need to be completed by next iteration of the committee – where it stands, what is left to do, timing.</p>	<p>Internal audit, Statement of Investment Polity and Purpose (SIPP), insurance review</p> <p>Update of Procurement Policy – Staff to provide realistic deadlines</p> <p>Review expenses of CEO</p>
Mandate	The current mandate as delegated by Council is appropriate for the work of this committee.
Focus 2022/23	<ol style="list-style-type: none"> <li>1) Risks associated with the financial impact of Mandatory Continuing Professional Development</li> <li>2) Review of SIPP/investment policies to see if they are appropriate in the current investment and macro-economic climate</li> </ol>



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	<ul style="list-style-type: none"><li>3) Review of PEO's insurance coverage and whether it is appropriate in light of PEO's review of Chapters and Activities that are neither governance or regulatory.</li><li>4) Co-ordination with other Governance Committees on priorities for incorporating into internal audit plan.</li></ul>
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#### **FAC COMMITTEE MEMBERSHIP AND ATTENDANCE**

<i><b>Committee Member</b></i>	<i><b>Attendance</b></i>
L. Cutler	5/5
R. Walker	4/5
R. Brunet	3/5
M. Spink	5/5
S. Sung	5/5
N. Colucci	5/5
C. Bellini	4/5



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## Audit & Finance Committee Workplan

The Council of the Professional Engineers of Ontario (PEO) has established an Audit and Finance Committee (the “Committee”) to assist Council in fulfilling its oversight responsibilities by:

- Gaining reasonable assurance regarding the integrity of PEO’s financial reporting and financial management, including audits and controls
- Reviewing the financial information which will be provided to stakeholders
- Having principal oversight responsibility with respect to financial matters that are material to PEO’s activities, furthering and aligning with PEO’s strategic plan and priorities

Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Regular Meetings will be held quarterly, about two to three weeks before the PEO Council, so that Committee Reports and recommendations will be ready and circulated in enough time prior to each Council meeting.													
	June 14th / July 6 <sup>th</sup> / September 1			Oct. 26/ November 17			March 8th						
Committee Responsibilities & Duties Related to Financial Reporting													
Recommend approval to the Council of PEO’s annual audited financial statements, after reviewing these with management and the external auditors to gain							March, reviewed audited statements, recommend approval to council						Mandate completed in this area.



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Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
reasonable assurance that the statements are accurate, complete, and represent fairly PEO's financial position.													
Review PEO's quarterly financial statements with management to monitor significant material variances from PEO's approved budget and strategic plan.	<b>July, interim financial statement review.</b>			<b>Sept., interim financial statement review.</b>			<b>October, reviewed interim financial statement.</b>						<b>Mandate completed in this area.</b>
Gain reasonable assurance regarding the integrity of PEO's financial statements and financial reporting process and PEO's systems of internal accounting and financial controls.				<b>October, borrowing resolution recommended to council for approval.</b>			<b>March, Auditor's report</b>						<b>Mandate completed in this area.</b>





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Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Gain reasonable assurance that the Corporation complies with all applicable laws, regulations, rules, policies and other requirements of governments, and regulatory agencies relating to financial reporting and disclosure.						<b>October, Requested update on ONCA ramifications to financial reporting.</b>			<b>March, Auditor's report.</b>				<b>Mandate completed in this area.</b>
<b><i>Committee Responsibilities &amp; Duties Related to Accounting Policies</i></b>													
Review with management and external auditors the appropriateness of PEO's accounting policies, reserves, key estimates, and judgments, including changes or variations thereto and obtain reasonable						<b>October, reviewed reserves policy.</b>			<b>March, Met with Auditor in camera.</b>				<b>Mandate completed in this area.</b>



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Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
assurance that they are presented fairly in accordance with generally accepted accounting principles and report thereon to the Council.													
<b>Committee Responsibilities &amp; Duties Related to Controls</b>													
Gain reasonable assurance as to the effectiveness of internal controls as these relate to financial reporting and integrity.							March, reviewed purchasing policy. Auditor's report.						Reliant on external auditor, may need improved internal audit oversight.
Review the plans of the external auditors to gain reasonable assurance that the combined evaluation and testing of controls is comprehensive,						November, reviewed audit plan.							Mandate completed in this area.



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Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
coordinated, and cost-effective.													
Review the expenses of the CEO / Registrar annually for reasonableness													[From Council-approved Expense Policy]
Receive regular reports from management, the external auditors, and its legal department on all significant indications/ detection of fraud and the corrective activity undertaken in respect thereto.						<b>October, management assurance no fraud detected.</b>			<b>March, Auditor's report.</b>				<b>Mandate completed in this area.</b>
<b>Committee Responsibilities &amp; Duties Related to Relationship with External Auditors</b>													
Recommend to the Council the nomination of the external auditors.									<b>March, recommendation to council for retention of auditor for coming year.</b>				<b>Mandate completed in this area.</b>



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Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Approve the remuneration and the terms of engagement of the external auditors.				<b>October, Recommendation to council on retaining audit firm based on RFP</b>									Mandate completed in this area.
Review any unresolved significant issues between management and the external auditor that could affect the financial reporting or internal controls of the Corporation.							<b>March, Met in camera with Auditor</b>						Mandate completed in this area.
Oversee the work of the external auditors and the resolution of disagreements between management and the external auditors with respect to financial reporting.							<b>March, Met in camera with Auditor</b>						Mandate completed in this area.



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Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Committee Responsibilities & Duties Related to the Internal Audit Function													
On an annual basis the Committee will satisfy itself that there are adequate internal controls in place and audits or tests of their effectiveness and that a reasonable process is in place to review or audit processes on a periodic basis.							March, Met in camera with Auditor						
Annually the committee will discuss with PEO's senior financial officer and the external auditor about the adequacy of PEO's internal audit plans and ascertain whether additional resources are required to fulfill							March, Met in camera with auditor						Internal audit addressed with auditor.



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Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
the necessary internal audit functions.													
Consult with other Governance Committees on their needs to draw on internal audit resources each year review and prioritize these and ensure priority areas are integrated into the internal audit plan.													Internal audit not addressed.
<b>Committee Responsibilities &amp; Duties Related to the Risk Oversight</b>													
The committee will gain reasonable assurance that financial risk is being effectively managed. "Financial" risks include those that materially affect financial reporting and financial health	<b>July, Financial risk dialogue, to determine materiality.</b>  <b>Sept. Review financial risks.</b>			<b>November, Pensions committee update requested.</b>			<b>March, review pensions committee update.</b> <b>Review insurance risk.</b>						<b>Mandate completed in this area.</b> <b>Pension plan oversight in place, reporting to FAC established. Need to review SIPP.</b>



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Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
of PEO, including litigation and pension plan risks.													
	<b>Committee Responsibilities &amp; Duties Related to Finance and Investments</b>												
Annually, review PEO's budget to gain reasonable confidence that there is sufficient funding to resource PEO's expected outputs, and that resource allocation aligns with agreed strategic priorities and goals, recommending the budget to Council for approval.	<b>July, Budget assumptions review</b>  <b>Sept., Budget review</b>			<b>October, Budget approval recommendation to council.</b>			<b>March, reviewed budget report</b>						<b>Mandate completed in this area</b>
Oversee PEO's investments, including real estate, gaining reasonable assurance that risk tolerances and	<b>July, Investment's review.</b>												<b>Mandate addressed in this area. Completion of the strategic plan required to fully complete mandated responsibility.</b>



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Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
policies are reasonable, consistent with PEO's strategic plan, and being followed, confirming, or reviewing appointments of investment managers for PEO based on staff's evaluations of performance against objectives.													
Oversee PEO's pension fund to gain reasonable assurance that the pension promise will be kept to beneficiaries on a sustainable basis.	<b>Sept. Update on Pension Plan, discussed Pension Committee (Staff Committee reporting to AFC)</b>			<b>November, Met with investment manager.  Nov., Update on pension committee</b>									<b>Need to review SIPP and make recommendations to council.</b>
OVERALL: Report after each meeting to the next Council	<b>Minutes</b>			<b>Minutes AFC Chair's Report</b>			<b>Minutes AFC Chair's Report</b>			<b>Minutes AFC Chair's Report</b>			<b>Mandate completed in this area.</b>





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Audit & Finance Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
meeting, including a written summary report of key issues, deliberations and recommendations, and a verbal report delivered by the Chair.													
The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and propose changes to the Governance & Nominating Committee for their review and onward recommendation to Council for approval.	July, Terms of reference review.												Mandate completed in this area. May be better to review mandate in third quarter.



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# GOVERNANCE AND NOMINATING COMMITTEE TRANSITION REPORT

## CHAIR'S REPORT

<i><b>Topic</b></i>	<i><b>Transition Report</b></i>
Committee Functioning and Composition	<p>The committee functioned well over the course of the year – its primary activity was stewardship of the Governance Roadmap. This resulted in the committee holding several additional special meetings during the year in addition to its planned pre- and post-Council meetings.</p> <p>Ideally candidates for this committee will have governance, board and/or council experience and related skills.</p>
Meeting Frequency	<p>As you will see in the attached work plan, by the end of they year, the GNC will have met 10 times. This included:</p> <ol style="list-style-type: none"> <li>1. an inaugural meeting that was primarily a committee orientation meeting</li> <li>2. 4 regular quarterly meetings (based on the GNC mandate, regular meetings will be held four times a year, three weeks before the Council, so that Committee Reports and recommendations will be ready and circulated in enough time prior to each Council meeting.)</li> <li>3. Additional meetings, including regular post-Council meetings, to steward the Governance Roadmap with GSI.</li> </ol> <p>Recommended frequency for next year is regular quarterly meetings, three weeks prior to Regular Council meetings, plus the inaugural meeting for organization and orientation. Additional meetings may be required depending on Governance Roadmap related activities.</p>
Work in Progress	<ol style="list-style-type: none"> <li>1. See the attached update on progress on the two-year Governance Roadmap – there are outstanding items, especially from Phases 3 and 4, that are not yet complete. The Phase 3</li> </ol>



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Describe any work in process that will need to be completed by next iteration of the committee – where it stands, what is left to do, timing.	<p>decision items were postponed by Council in the fall of 2021. The Phase 4 deliverables are in progress, as consultations are held with Chapters, and staff then works on the risk assessment of the “Neither” category.</p> <p>2. 2021 and 2022 Elections Issues Reports: Following March 2022 direction to staff to conduct a holistic, phased best practice review aimed at reforming and modernizing the elections system, report expected to include:</p> <ul style="list-style-type: none"> <li>○ Short-term results: operational matters that could be included in updated procedures documents for the 2023 elections</li> <li>○ Long-term results: matters that would require continued and deeper analysis as part of the review of the elections system</li> </ul>
Mandate	The current mandate as delegated by Council is appropriate for the work of this committee.
Focus 2022/23	<ol style="list-style-type: none"> <li>1. Ongoing stewardship of the outstanding items from the Governance Roadmap, including the Risk Assessment process re: Chapters and all other Committees that are neither regulatory nor governance.</li> <li>2. Put in place a process for selecting Regulatory Committee members at PEO.</li> <li>3. Stewardship and co-ordination of the work of the Central Election and Search Committee (CESC).</li> <li>4. Framework for remuneration considerations for the Council.</li> <li>5. Engineers Canada Directors Nominations Process in the context of the recently adopted governance approach.</li> <li>6. Gender Neutral Language and Gender Pronouns – evolving PEO legislation and communications policy.</li> </ol>



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### **GNC COMMITTEE MEMBERSHIP AND ATTENDANCE**

<i><b>Committee Member</b></i>	<i><b>Attendance</b></i>
A. Arenja	8/10
M. Chan	10/10
L. Cutler	10/10
S. MacFarlane	10/10
L. Roberge	10/10
R. Subramanian	8/10
C. Bellini	9/10
N. Colucci	8/10



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### PEO GOVERNANCE WORKPLAN AT A GLANCE (APRIL 2022 UPDATE)

Activities and Outputs PHASE 1: The PEO Council	Status	Activities and Outputs PHASE 2: The PEO Committees	Status
Decide on scope of the Governance Workplan	✓ <sup>1</sup>	Agree in principle on a governance model for PEO's Committees, including criteria for Governance, Regulatory and Other Committees, and how committees are established in the future	✓
Agreement on Governance Model: Governing board responsible for direction and control	✓	Agreement on the Role of the Governance Committees of Council: approval of 4 core Governance Committees and their associated Charters and Workplans)	✓
Agreement on the Role of Council with approval of associated Council Charter and Workplan	✓	Agreement on the Role of the Core Regulatory and Statutory Committees of PEO: approved as mandated by legislation only	✓
Agreement on Rules of Order: agreed to transition from Weinberg's to Nathan's Company Rules	✓	Review and decide on Councillors' role on Regulatory and Statutory Committees: Councillors will not serve on these (with 1 exception as legislated)	✓
Agreement on the Role of the CEO/Registrar with approval of associated Terms of Reference and Delegation of Authority	Delegation approved in principle	Agreement on transition plans for committees	✓
		Determination whether Regulatory Committee members should be appointed and/or elected.	✓
Agreement on the Role of the President/Chair with approval of associated Terms of Reference	✓	Update Regulatory Committee Terms of Reference and workplans: approved to use Statutory Mandates only	✓
Board level governance level policies updated and approved based on the agreed model	Council postponed approval	Formalize "Other Committees" structure: who should serve; competencies and/or elections/appointments; update documentation after any changes; decide on transition plans	Feb. Council approved plan
Revise Councillor submissions policy to reflect their governance role in the new model	✓	Update and deliver Council orientation and education programs to reflect any Phase 1 and 2 changes	✓
Update orientation and education program based on decisions to date.	✓		

<sup>1</sup> Checkmarks indicate activity is complete.


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Activities and Outputs PHASE 3: Council Renewal	Status	Activities and Outputs PHASE 4: Chapters, Volunteers and Others	Status
Conduct a review of PEO current practices in Council renewal compared to best practices: GSI Research Report Aug 2021	✓	Conduct Council Evaluation	Survey completed; report April
Councillors' Attributes Profile (industry experience, skills, diversity including gender, geography/region, visible; education; character): info package and pre-orientation only	✓	Review & decide on roles, scope, mandates, membership, etc. of Chapters, Committee volunteers & other organs.	Feb. Council approved plan
Decide on optimal Council composition (size and mix of engineer and government)	Council postponed final decisions	Document any structural changes to PEO's Chapters and Volunteers in Terms of Reference (charter documents)	In progress: consultations with Chapters, then staff Risk assessments
Review and decide how Council is chosen (elections versus appointments. LGA Appointment process and considerations)		Update Volunteer Code of Conduct/Conflict of Interest and other Chapter and Volunteer related documents	
Review and decide how President is chosen, who is eligible		Develop and implement new orientation program with respect to the roles and responsibilities of PEO's Chapters and committee volunteers	
Engineers Canada Directors Nominations Process in the context of the recently adopted governance approach.		Update Council orientation program based on phase 3 and 4 decisions	
Review the terms/tenure for Council members and the President to determine if change is warranted		Develop Council Education Program	
Update any governance documents based any changes resulting from these decisions			
With GSI input and support PEO's HR Committee will work on an enhanced CEO evaluation and succession plan, and PEO's CEO will work on an enhanced management succession plan	GSI work completed early in Phase 2		
GSI will research and present CEO/Registrar evaluation methodologies to the HR Committee – Committee makes decision on which to adopt	GSI work completed early in Phase 2		
PEO's HR Committee reviews CEO's succession plan for staff beyond the CEO	HRC		
Develop revisions to PEO's Councillor Orientation program including a pre-nomination Orientation item/session for individuals interested in becoming Council members to incorporate any agreed changes	PEO Staff working on this		



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Updates any Council or staff education programs to reflect any Phase 3 changes	Council postponed decisions		
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## Governance and Nominating Committee Workplan (2021/22)

The Council of the Professional Engineers of Ontario (PEO) has established a Governance and Nominating Committee (the “Committee”) responsible to assist the Council in fulfilling its oversight responsibilities and gaining reasonable assurance as to the effectiveness of corporate governance, Council, committee and Council member effectiveness, Council renewal, nominations and elections, and both Governance and Regulatory Committee appointments.

Governance and Nominating Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Regular Meetings will be held four times a year, before each Council meeting, and about a week before the Council’s Plenary sessions when the Governance reform is on that agenda, so that Committee Reports and recommendations will be ready and circulated in enough time prior to each Council meeting.													
	June 14/Aug.9/ Sep. 9			Oct. 5/ Nov. 4/ Dec. 8			Jan. 10/Feb. 4/ Mar. 7 & 24			April			
Committee Responsibilities & Duties Related to Governance													
Gain reasonable assurance regarding corporate governance processes, policies and principles of Council to assist Council in delivering effective governance practices.	August & September: Strategic approach to stewardship, GSI’s comparator research on Council composition.			October: Council attributes review, phase three timeline. Phase 4 proposal review. Minutes, agendas content review. November: Review phase 4. Recommend adoption of approach to Minutes and			January: Phase 4: “Neither”: Chapters and all other Committees, February Phase 4 Chapters activity filter: GNC recommended approach approved by Council (Feb.18)						This year: mainly delegated stewardship of the Governance Roadmap: see separate table





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Governance and Nominating Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Co-ordinate and oversee Council-level policy development, including the maintenance of the Governance Manual, evaluate the effectiveness of, and monitor compliance with Council-level policies not otherwise assigned to another Committee.													
Review at least annually the Charters of the Council and Council Committees, and recommend to the Council any amendments (e.g., to duties, responsibilities, reporting) deemed													



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Governance and Nominating Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
necessary or advisable.													
Evaluate and report at least annually to the Council on the overall performance of the Council, its committees, and its members, and the performance of the Council Chair and Committee Chairs responsible for each committee.													
Oversee the development and implementation of an orientation plan specific to PEO for new Council and Committee members, and ongoing training/education plan for Council and Committee members.							March 7: Review educational videos March 14: review onboarding and orientation.						
Committee Responsibilities & Duties Related to Nominations													
Implement a Council-approved process													



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Governance and Nominating Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
that is structured, transparent, and objective for actively recruiting, evaluating, and selecting qualified, diverse candidates for appointment to Committees.													
Independently recruit, vet and recommend nominees to the Regulatory Committees, driven by needed competencies and attributes.							<b>March:</b> Review Discipline Committee appointment						
Recommend to the Council candidates for appointment or re-appointment to Governance and any other applicable Committees.							<b>March:</b> Process for Filling Vacancies on Council						
Review the nomination processes on a regular basis and	<b>August:</b> GSI report poll						<b>January</b>						<b>Including delegated stewardship of the Succession Planning</b>



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Governance and Nominating Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
recommend improvements to the Council.	September: Reviewed competency-based process												Task Force’s recommendations
Committee Responsibilities & Duties Related to Elections													
On a transitional basis, coordinate and steward the work of the CESC and the RESC.	August: Review CESC 2021 Elections Issues Report			October: CESC communications policy review			March 7: Review CESC 2021 & 2022 Elections Issues Reports						
Encourage people to run for Council.							March 7: Review educational videos						
Support Council in the selection of the Chief Elections Officer.													
Assist the Chief Elections Officer as required.													
Declare election results and receive and respond to complaints regarding the procedures for nominating, electing and voting for members to the Council in accordance							January (or February)						



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Governance and Nominating Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
with PEO's regulations.													
<b>Committee Responsibilities &amp; Duties Related to Risk Oversight</b>													
Review and monitor PEO's risks related to governance, the nomination and election process and the steps taken by management to mitigate those risks.				<b>December:</b> Chapters, and other committees review			<b>January:</b> Phase 4 "Neither": Chapters and all other Committees <b>February:</b> Phase 4 Chapters activity filter <b>March:</b> Chapters, all other Committees; risk assessment process						
OVERALL: Report after each meeting to the next Council meeting, including a written summary report of key issues, deliberations and recommendations, and a verbal report delivered by the Chair.	Chair's report plus minutes			Chair's report plus minutes			Chair's report plus minutes			Chair's report plus minutes			



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Governance and Nominating Committee	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and recommend changes to Council for approval.													



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## HUMAN RESOURCES AND COMPENSATION COMMITTEE TRANSITION REPORT

### CHAIR'S REPORT

<i>Topic</i>	<i>Transition Report</i>
Committee Functioning and Composition	<p>The committee functioned well over the course of the year 2021-22</p> <p>Ideally candidates for this committee will have a background, or at a minimum, a strong interest in Human Resources and Compensation activities.</p>
Meeting Frequency	<p>As you will see in the attached work plan, by the end of the year, the HRCC will have met 8 times. This included:</p> <ol style="list-style-type: none"> <li>1. an inaugural meeting that was strictly a committee orientation meeting</li> <li>2. 4 regular quarterly meetings (based on the HRCC mandate, regular meetings will be held four times a year, three weeks before the Council, so that Committee Reports and recommendations will be ready and circulated in enough time prior to each Council meeting.)</li> <li>3. two extra meetings mainly dedicated to CEO transition activities</li> <li>4. One meeting to establish a smooth transition to next iteration of the Committee.</li> </ol> <p>Recommended frequency for next year is at a minimum every 6 weeks to a maximum of 8.</p>
<p>Work in Progress</p> <p>Describe any work in process that will need to be completed by next iteration of the committee – where it stands, what is left to do, timing.</p>	<ol style="list-style-type: none"> <li>1. Clarify the need for a HR Risk registry</li> <li>2. Refinement of the CEO/Registrar review</li> <li>3. Recommendation to GNC that volunteer compensation be added to the HRCC mandate</li> <li>4. Approval of the whistle blower policy</li> <li>5. Submit for approval by Council the Anti-Workplace Violence and Harassment Policy</li> <li>6. Complete the CEO/Registrar recruitment</li> </ol>



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Mandate	The current mandate as delegated by Council is appropriate for most of the work of this committee. We do recommend no changes to the mandate around CEO succession based on our experience in that area this year.
Focus 2022/23	Work with new CEO on any required areas of development: <ol style="list-style-type: none"> <li>1. Not applicable as CEO/Registrar will be retiring in May 2022</li> <li>2. Continue to develop in house future candidates to be potential successors</li> </ol>

#### **HRC COMMITTEE MEMBERSHIP AND ATTENDANCE**

##### ***Committee Member      Attendance***

P. Quinn                      7/7

L. Roberge                    7/7

Andy Dryland                7/7

S. MacFarlane                6/7

##### ***Committee Member      Attendance***

S. Schelske                    6/7

M. Sterling                    7/7

N. Colucci                      6/7

C. Bellini                        7/7





C-546-2.15  
Appendix C

## Human Resources and Compensation Committee Workplan

The Council of the Professional Engineers of Ontario (PEO) has established a Human Resources and Compensation Committee (the "Committee") to assist Council in fulfilling its oversight responsibilities by providing effective oversight on behalf of Council on PEO's relationship with the CEO/Registrar, human resources policies and plans, including its compensation, benefits plans and Code of Conduct and making recommendations to Council.

HUMAN RESOURCES AND COMPENSATION COMMITTEE	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Regular Meetings will be held four times a year, about two to three weeks before the Council, so that Committee Reports and recommendations will be ready and circulated in enough time prior to each Council meeting.													
	July 15 <sup>th</sup> /Sept. 2 <sup>nd</sup>			Oct. 13/Dec 8th			February 3rd			June			
Committee Responsibilities & Duties Related to the CEO/Registrar’s Employment Relationship													
Annually review and recommend to Council for approval PEO’s goals and objectives relevant to the performance and compensation of the CEO/Registrar.	July, action item created for CEO to Develop draft goals September, Draft goals approved for recommendation to council.												We have achieved our mandate in this area.



C-546-2.15  
Appendix C

HUMAN RESOURCES AND COMPENSATION COMMITTEE	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Annually evaluate the performance of the CEO/Registrar in light of those goals and objectives.	<b>July, action item to HR Director to develop CEO's performance overview document. Sept. Draft Goal setting process Document reviewed; revisions requested.</b>			<b>October, reviewed CEO goals (In camera)</b>									<b>Evaluation steps and process established.</b>  <b>We have achieved our mandate in this area</b>
Annually review and recommend to Council for approval the remuneration, benefits and perquisites for the CEO/Registrar.													<b>In camera item, chair to update.</b>  <b>We have achieved our mandate in this area</b>



<b>C-546-2.15</b> <b>Appendix C</b>
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HUMAN RESOURCES AND COMPENSATION COMMITTEE	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Annually and on a continuing basis, review and recommend to Council: terms of reference, development and succession plans for the CEO/Registrar.						Dec., reviewed CEO departure procedure		Feb., Reviewed CEO planned exit, Recommended formation and composition of search committee. March, discussed procurement of search firm, scheduled meeting.					<p>The retirement of the CEO/Registrar has moved the Committee from “Succession Planning” to a succession event.</p> <p>The process that was presented in 2021 &amp; adopted by Council worked well.</p> <p>Will need to start new planning cycle with next committee.</p>



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**Appendix C**

<b><i>Committee Responsibilities &amp; Duties Related to the Human Resources Beyond the CEO/Registrar</i></b>					
In conjunction with the CEO/Registrar and the Director of Human Resources, review, report and recommend to the Council: policies for employee compensation, benefits and perquisites, significant human resource issues and ethics codes.	<b>July, Action item to update Anti-workplace Violence and Harassment policy,</b>	<b>October, reviewed Anti-Workplace Violence and Harassment policy asked for modernization. December, Reviewed policy timeline.</b>			<p><b>The Anti-Workplace Violence and Harassment Policy has been updated and will be submit for approval by the 2022-23 Council in 2022-Q2.</b></p> <p><b>The retirement of the CEO/Registrar caused a temporary shift in priorities.</b></p>



C-546-2.15  
Appendix C

<b><i>Committee Responsibilities &amp; Duties Related to Risk Oversight</i></b>					
Review and monitor PEO's major human resource risks and the steps taken by management to mitigate those risks.		<b>December, Discussed compensation for volunteers</b>			<b>Volunteer compensation is out of scope for committee mandate and moved the item back to council for further instruction.</b>  <b>Risk based reporting on material HR issues will need to be developed by staff for next committee.</b>
Oversee the effective implementation and use of a Safe Disclosure ("Whistleblower") Protocol for staff members and others to safely report potential breaches of conduct of senior management to designated trusted third parties, protecting the anonymity of disclosers.		<b>December, Action item to staff to develop whistleblower policy</b>			<b>Policy development in progress.</b>  <b>The retirement of the CEO/Registrar caused a temporary shift in priorities.</b>



**C-546-2.15**  
**Appendix C**

OVERALL: Report after each meeting to the next Council meeting, including a written summary report of key issues, deliberations and recommendations, and a verbal report delivered by the Chair.	<b>Minutes</b>	<b>Minutes</b>	<b>Minutes</b>		<p><b>Minutes detail the committees work as per the mandate.</b></p> <p><b>We have achieved our mandate in this area</b></p>
The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and propose changes to the Governance & Nominating Committee for their review and onward recommendation to Council for approval.			<b>March 1, action item to develop transition template</b>		<p><b>Feb 3<sup>rd</sup> Deferred mandate review, update succession planning.</b></p> <p><b>The retirement of the CEO/Registrar caused a temporary shift in priorities.</b></p>



# REGULATORY POLICY & LEGISLATION COMMITTEE TRANSITION REPORT (INTERIM)

## CHAIR'S REPORT

<i>Topic</i>	<i>Transition Report</i>
Committee Functioning and Composition	<p>We learned a lot over the year about the roles we are meant to play as a committee supporting a governing board. Most importantly that management holds the pen on the development of policy, and woks with government on the development of regulations and legislative changes. The committee needs to provide oversight of these processes, and ensure that board direction is being followed.</p> <p>Ideally candidates for this committee will have a background in right touch legislation and policy development. In addition, a comprehensive understanding of both government and self regulatory body regulatory process protocols is required, preferably through direct experience in a regulatory environment.</p>
Meeting Frequency	<p>As you will see in the attached work plan, by the end of they year, the RPLC will have met 8 times. As we still have one more scheduled meeting, this report is interim and will be updated at the end of April.</p> <p>So far this included:</p> <ol style="list-style-type: none"><li>1. an inaugural meeting that was strictly a committee orientation meeting</li><li>2. 4 regular quarterly meetings (based on the RPLC mandate, regular meetings will be held four times a year, three weeks before the Council, so that Committee Reports and recommendations will be ready and circulated in enough time prior to each Council meeting.)</li><li>3. two extra meetings mainly dedicated to sub-committee communications and oversight</li></ol> <p>The RPLC has been mandated to oversee and co-ordinate the stewardship of regulatory policy throughout PEO, including regulatory policy work of other committees, with a view to transitioning this work to this committee when practical. Winding down of the policy work of other committees is still in process and will be addressed in our April meeting. Moving forward, based on our delegated work plan,</p>



Topic	Transition Report
	quarterly meetings should be sufficient to fulfill the committees mandate once all sub-committee work has been completed.
Work in Progress  Describe any work in process that will need to be completed by next iteration of the committee – where it stands, what is left to do, timing.	<p>The committee provided oversight responsibilities in each of its mandated areas, though a couple of items will still need attention in the upcoming year.</p> <p><b>Risk Oversight:</b> The committee has been tasked with risk oversight on those areas within its scope of responsibilities. Management will need time to prepare a high-level risk assessment.</p> <p><b>Sub Committee Transition:</b> Not all sub-committees are fully prepared to complete their ongoing policy work so the responsibility to provide oversight in this area will continue with the next iteration of the committee.</p> <p>Bylaw Updates: Amendments to Bylaw 1 based on approved Council direction are still outstanding and will require RPLC review. (April meeting planned)</p>
Mandate	The current mandate as delegated by Council is appropriate for the work of this committee. We recommend no changes to the mandate.
Focus 2022/23	<p><b>FARPACTA Compliance:</b> The #1 priority for the upcoming year will be providing oversight to staff's work as the endeavour to work towards FARPACTA compliance.</p> <p><b>Policy Development:</b> Policy development is required on the path to initiation of policy or regulatory work as it is currently unclear how projects get initiated or evaluated prior to initiation. Without policy in this area we run the risk of overloading staff with work that is not in line with council's direction.</p>





**RPLC COMMITTEE MEMBERSHIP AND ATTENDANCE**

<b><i>Committee Member</i></b>	<b><i>Attendance</i></b>
L. MacCumber (Chair)	7/7
P. Broad	7/7
T. Bruyere	5/6
C. Chahine	7/7
C. Chiddle	7/7
J. Chisholm	6/7
L. Notash	4/7
M. Sterling	6/7
N. Colucci	6/7
C. Bellini	7/7



## RPLC WORKPLAN REPORT

The following report uses the RPLC approved workplan to detail our activities and accomplishments over the last year, and how that work relates to our Council mandated responsibilities. In the comments section you will find any suggestions for improvements, work in process or incomplete work that will spill over into the following year's activities.

## RPLC WORKPLAN

The Council of the Professional Engineers of Ontario (PEO) has established the Regulatory Policy & Legislation Committee (the "Committee") is to assist the Council in fulfilling its oversight responsibilities and gaining reasonable assurance as to:

1. The development, review and revisions of legislative changes, regulations, standards, guidelines, bylaws and policies related to PEO's regulatory mandate and protecting and serving the public
2. The identification of regulatory issues for addressing, monitoring and reviewing policy proposals and providing regulatory impact analysis, providing policy coordination with the Attorney General as per Council's approved intents, and reviewing draft legislation for alignment between policy intent and legislative provisions

REGULATORY POLICY & LEGISLATION COMMITTEE	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Regular Meetings will be held four times a year, three weeks before the Council, so that Committee Reports and recommendations will be ready and circulated in enough time prior to each Council meeting.													
	July 8/August 30th			October 25th			Jan 24 <sup>th</sup> /Feb 10th			March 7 <sup>th</sup> /March 31st			
Committee Responsibilities & Duties Related to Legislation and Regulatory Policy													
Provide governance to PEO in the area of regulatory policy and legislation, including reviewing and recommending to Council any amendments, revisions or changes to regulatory policy,				Approved for recommendation to council - Sealed Regulation -Use of Seal			Recommended to council publication of Professional Practice Guideline on Use of Seal  Approved for recommendation to Council			Review Outstanding Council Regulatory Policy Motions – Report Back			We have achieved our mandate in this area.



REGULATORY POLICY & LEGISLATION COMMITTEE	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
related bylaws, standards, guidelines, regulations or legislation to enhance effective regulation of the profession and protection of the public.							<b>Mandatory CPD PRIA</b>						
Monitor and evaluate applicable regulatory policy, relevant bylaws, standards, guidelines, regulations and legislation to gain reasonable assurance that PEO is complying, and to identify opportunities to enhance the effectiveness of regulatory policy.				<b>Reviewed Licensing Stabilization Policy Direction Report back</b>						<b>Review and recommend to council the approval of the Pre-Start Health and Safety Guideline. Review and recommend to council the CPD regulations.</b>			We have achieved our mandate in this area.
Oversee and co-ordinate the stewardship of regulatory policy throughout PEO, including regulatory policy work of other committees, with a view to transitioning	<b>Reviewed Regulatory Policy projects EDTF Recommendations</b>									<b>Review Reports on Committees' Regulatory Policy Project Status</b>			Includes delegated stewardship of the Emerging Disciplines Task Force recommendations and the Action Plan. Work here is still ongoing and will not be completed in this term.



REGULATORY POLICY & LEGISLATION COMMITTEE	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
this work to this committee when practical.													
Act as a custodian for PEO Legislation, identifying PEO policies, rules and operational issues which touch on or affect PEO Legislation and will provide guidance as to which of these should be put into legislation.							Recommended to council approval of Proposed Act Changes (Jan 24 <sup>th</sup> )						We have achieved our mandate in this area.
Inform Council of relevant external Legislative initiatives and changes which may affect PEO Legislation.							Reviewed Licensing Changes roadmap including FARPACTA impacts (February 10 <sup>th</sup> )						We have achieved our mandate in this area.
Review all referred policy proposals that involve authority from the Act, Regulations or By-laws and provide regulatory impact analysis and recommendations to Council.						Reviewed Use of Seal							We have achieved our mandate in this area.



REGULATORY POLICY & LEGISLATION COMMITTEE	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
Review Ontario legislation that conflicts with the authority or provisions of the Professional Engineers Act or its Regulations and make recommendations for corrective actions.									<b>Reviewed Use of Seal – Electronic Commerce Act (Jab 24<sup>th</sup>)</b>				We have achieved our mandate in this area.
<b>Committee Responsibilities &amp; Duties Related to Risk Oversight</b>													
Review and monitor PEO's risks related to regulatory policy and legislation and the steps taken by management to mitigate those risks.													Risk reporting being developed by management.
<b>Committee Responsibilities &amp; Duties Related to Compliance</b>													
Review PEO's regulatory policy and legislative procedures and policies to gain reasonable assurance of compliance with all legal and regulatory requirements and to investigate any non-adherence to those procedures and policies.													We have achieved our mandate in this area.



REGULATORY POLICY & LEGISLATION COMMITTEE	Q3 2021			Q4 2021			Q1 2022			Q2 2022			Actions/Comments
	J	A	S	O	N	D	J	F	M	A	M	J	
OVERALL: Report after each meeting to the next Council meeting, including a written summary report of key issues, deliberations and recommendations, and a verbal report delivered by the Chair.	minutes			minutes			Minutes (Jan 24 <sup>th</sup> )						We have achieved our mandate in this area.
Review the sufficiency of this mandate annually, or sooner if deemed necessary, and propose changes to the Governance & Nominating Committee for their review and onward recommendation to Council for approval.							Work plan Review, February 10th						No changes required.

# Briefing Note – Information

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C-546-2.16

## GOVERNANCE ROADMAP – TWO-YEAR REPORT

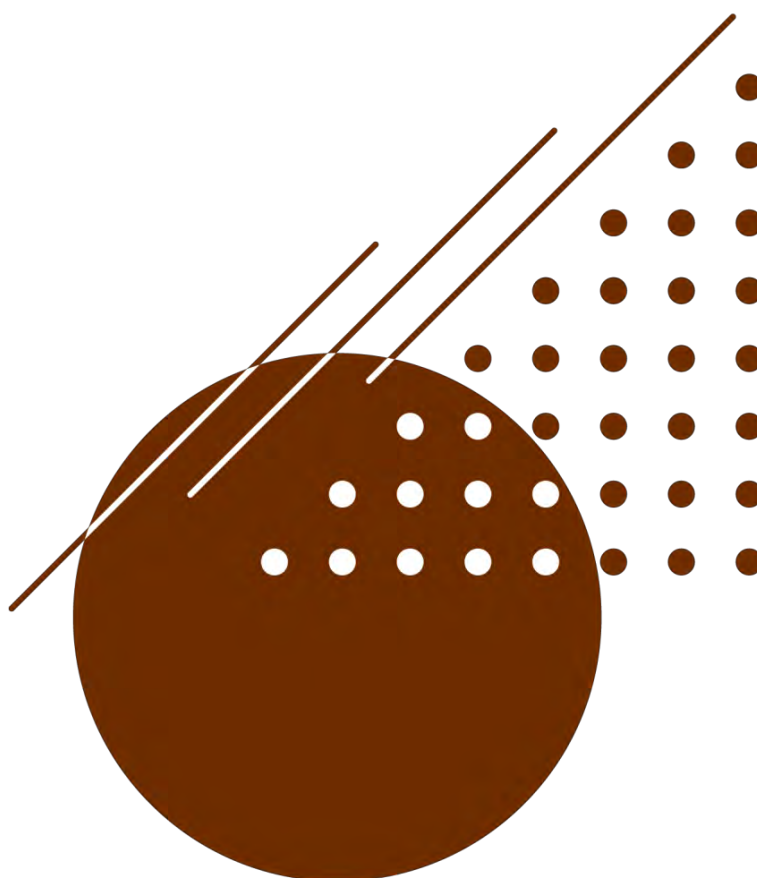
**Prepared by:** Dale Power, Secretariat Administrator

GSI Report: Governance Roadmap – Two-Year Report attached as Appendix A.

Professional Engineers Ontario

# Governance Roadmap: Two-Year Report

March 2022



Governance Solutions

**Confidential – Not for Distribution**



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## Introduction

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In the summer of 2020, PEO engaged Governance Solutions Inc. to assist it in implementing a two-year governance roadmap. This report summarizes that journey, reports on Councillors' self-assessment of progress, and identifies next steps recommended.

Here is how PEO outlined the task in its May 2020 request for competitive proposals:

*The Association of Professional Engineers of Ontario (Professional Engineers Ontario, or "PEO"), a self-regulating professional regulatory body, requires the knowledge and expertise of a skilled governance consultant who will support its governing board (Council) in implementing a governance "roadmap". The consultant will, over two-year period, support the introduction and maintenance of sound governance practices to help ensure that PEO fulfills its statutory mandate in an efficient, reasonable way. The consultant will also ensure that any new model reflects the principle that both operational and governance roles are to be clearly delineated, in order to ensure both effective direction and control by Council and unambiguous operational authority for management.*

The two-year Governance Roadmap was approved by Council in May 2020. It was based on a self-assessment completed by Councillors in February 2020, conducted by GSI. We replicated the questions in the 2020 self-assessment when we conducted this year's on-line survey, to track progress in each area.

## Executive Summary & Recommendations

---

Governance is a journey, not a destination, and as we near the end of a Council year and this two-year Roadmap, PEO and its Council can take stock in how far you have come:

- Of the 49 governance areas evaluated in the 2022 self-assessment survey, Councillors rated 47 of these as improved since 2020, many of them significantly. In fact, the only two that dropped were CEO succession (you face imminent change here) and respectful engagement with management (a small number of instances; this too has actually improved based on GSI's counts while observing meetings.)
- Further, Council meetings are more positive, high-level, and focused on regulatory and governance matters, and much less on operational requests of staff, debate and citing rules of order to block or delay change.
- Council is functioning at a higher, governance direction and control level, and has begun to effectively use its 4 Governance Committees to undertake governance supervision in significant and relevant areas.

### Recommendations

Based on the comments from Councillors (please see these beginning on page 30 of this report) and GSI's own analysis, we begin this report with our recommendations for the next steps in PEO's governance journey:

1. **Stay the course:** during the two-year roadmap, Council approved key governance directions (these are detailed in Appendix One). These include: clarify the governing role of Council, the distinct roles and composition of its 4 Governance Committees and PEO's Regulatory Committees, and a process to de-risk activities that are neither regulatory nor governance while engaging volunteers. Progress is already showing (including significant improvement in PEO's governance effectiveness noted in the Councillors' self-assessment), and this momentum will continue to progress as these governance directions are sustained and implemented. In turn, these will improve PEO's overall effectiveness, always with an eye to achieving PEO's regulatory mandate of protecting the public interest.
2. In that vein, PEO's Council is still rarely getting to **real, substantive regulatory matters**: how effectively is the profession regulated and the public protected? How well are complaints and discipline handled? How do we know, as the self-regulator? How can these be improved? It seems like Council has been dealing indefinitely with one small example – mandatory CPD – like a “hot potato”, while this should seem self-evident to a regulator seeking to protect the public interest. As the RPLC gains momentum in implementing its workplan, Council should encourage and facilitate this work.



3. **Complete the Strategic Plan with measurable outcomes:** PEO undertook governance reform prior to agreeing on a new strategic direction and priorities, but that journey has now begun in earnest. As long as this planning process ends with agreed strategic priorities and measurable outcomes, especially achieving its regulatory mandate, this will be a “missing piece” to solidify PEO’s governance: the governance directions are a framework, like the foundations and external structure of a building; the strategic plan and measures will flesh out that framework, like finishing the rooms of the building.
4. **Revisit the unfinished steps in the Governance Roadmap:** there are three main “to do’s” remaining from the Roadmap, and Council should direct GNC to continue these, and not lose sight of the benefits of finishing the work that has been started, to furnish these rooms of the building. First is to complete the risk assessment of the “neither” activities, including Chapters. Second is to embed the governance directions in PEO’s Regulations, Bylaws and/or Policies as appropriate, to solidify and clarify those steps taken. Third is the question of Council composition, and the extent to which PEO should move to a more competencies-based selection approach for Regulatory Committees and then Council itself. We’d remind Council that, in Phase 3 (fall 2021) GSI completed an extensive research report into the practices of comparator self-regulating professions in these areas. This could be a fundamental shift, and while difficult for a self-regulatory organization to adopt, would signal PEO’s commitment to voluntarily adopting best practices in regulatory governance.

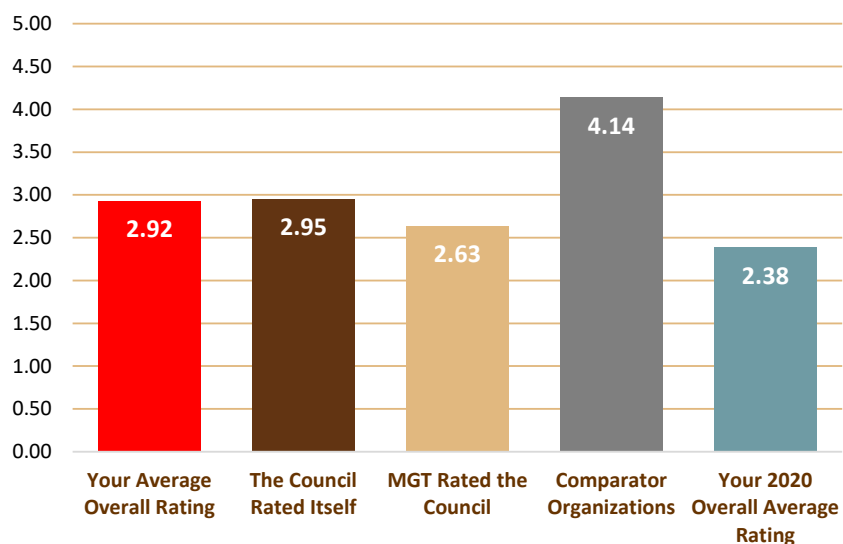
### Highlights and Analysis

The remainder of this section of the report highlights findings from the self-assessment survey completed on-line by Councillors and senior staff (Appendix Three shares these results in detail) along with GSI’s analysis.

From the on-line survey, the chart below provides you with a single, overall average rating of all responses:



### Your Overall Average Rating



You will see significant improvement in PEO's Council's governance effectiveness over the two years: from a 2.38/5 average to a 2.92 average. Several key areas show a 1-point jump or higher (outlined below.) Councillors rate effectiveness slightly higher than management, but this result is what we typically see.

You will also see that PEO's Council still has a distance to go on its journey, when we compare PEO's self-assessment of 2.92 to the average of comparator boards of 4.14. Governance Solutions has a rich database of organizations that have assessed their governance. Their results are provided here in aggregate to provide you with an indication of how well your Council is doing compared to others and to your 2020 results: this is something to aim for in future years.

When we break down these results by the five levels of direction and control, PEO's Council rates highest in Resource Direction and Control – financial budgeting and financial reporting – and in Policy Direction – putting in place relevant governance Regulations, Bylaws and Policies (in PEO's case, you use all three). For example, a key question that we asked was how effectively PEO's Council ...

- Provides effective direction and oversight of regulatory governance ... 2.74

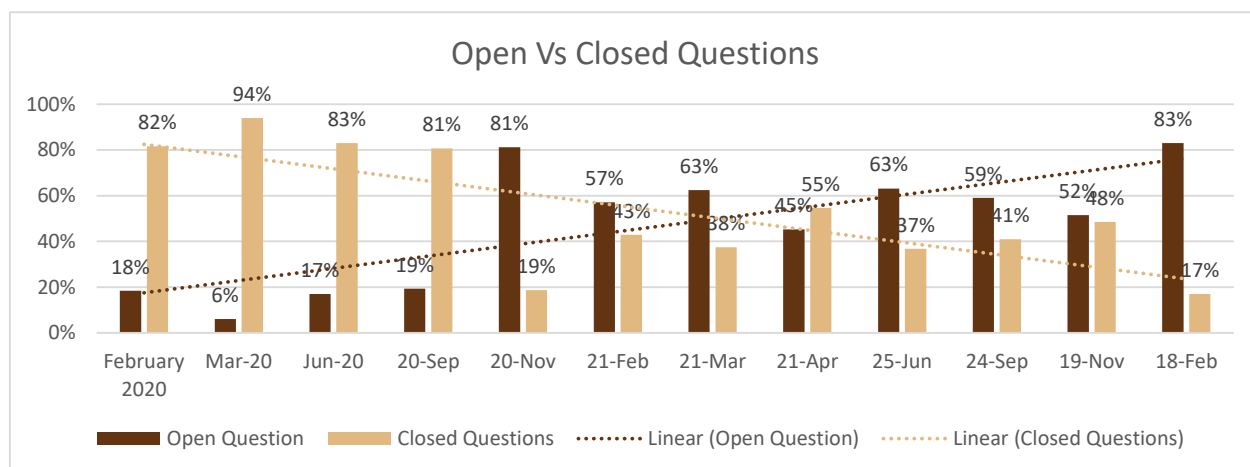
While this result is still only moderate, it is up from 1.88 two years ago – one of the least effective areas two years ago, and a significant improvement.

The four Governance Committees are working well too – these received relatively high ratings from Councillors in the new questions we added this year.

Highlighting PEO's Council's strengths, here are the highest rated questions in the self-assessment survey, all of which are much higher than in 2020:

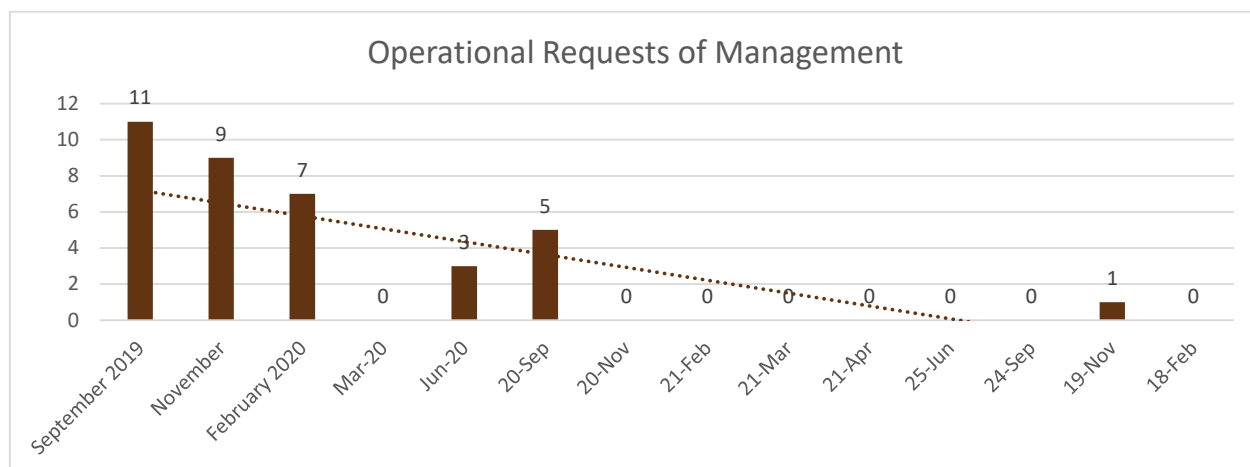
- Receive and review financial statements and reports, including dealing with the auditors ... 3.68
- Conduct business ethically and professionally, with integrity (act honestly and in good faith) ... 3.58
- Ensure minutes are clear and useful, capturing all relevant issues, and decisions ... 3.58
- Obtain adequate resources to carry out its duties and responsibilities (e.g. Council budget, secretariat support) ... 3.53
- Review and approve the operating and capital budgets ... 3.50

Council meeting functioning and Councillors' behaviours have shown the biggest shift over these two years. Here is the trend of Councillors asking open-ended questions at Council meetings compared with closed questions (answerable by a "yes" or "no"):

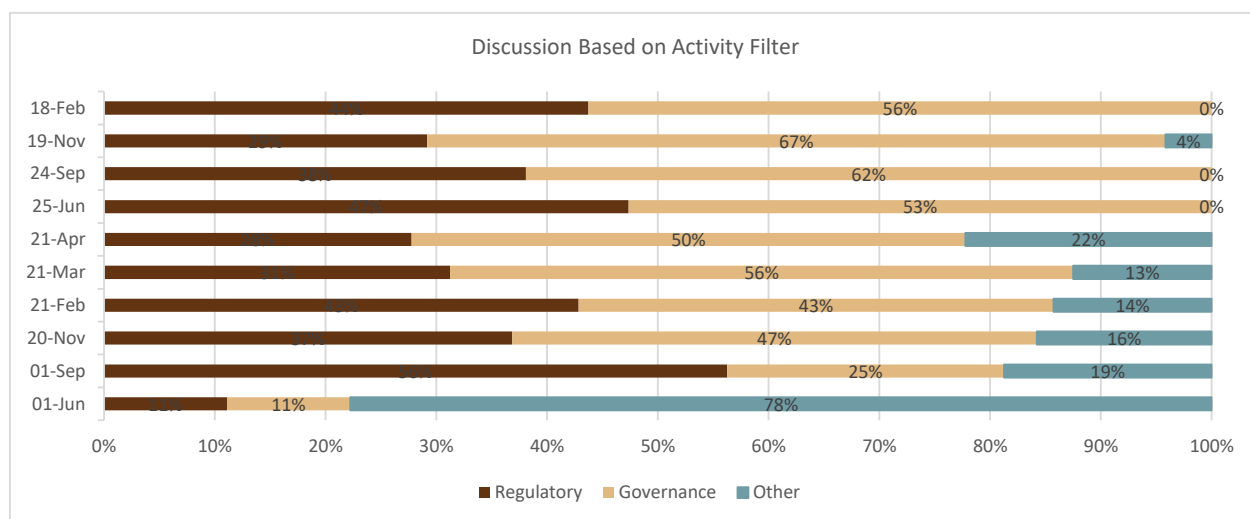


This is indicative of Councillors being more probing and curious, of constructively engaging and promoting dialogue rather than debate or argument. Council agreed to change the way it applies Rules of Order to Council meetings, and Councillors affirm the benefits of a "lighter" touch.

PEO's Council used to be much more hands-on, and strives to be more strategic and less operational. The following chart illustrates how operational requests from Councillors to staff have reduced dramatically. Council agreed to adopt a protocol to direct Councillor's submissions to one of the Governance Committees for review and recommendation before coming to the full Council, and this is working well.



Council has also strived to spend more of its time on regulatory and governance matters, and less on “neither”, and this chart illustrates its success here (the most recent meeting is at the top of this chart):



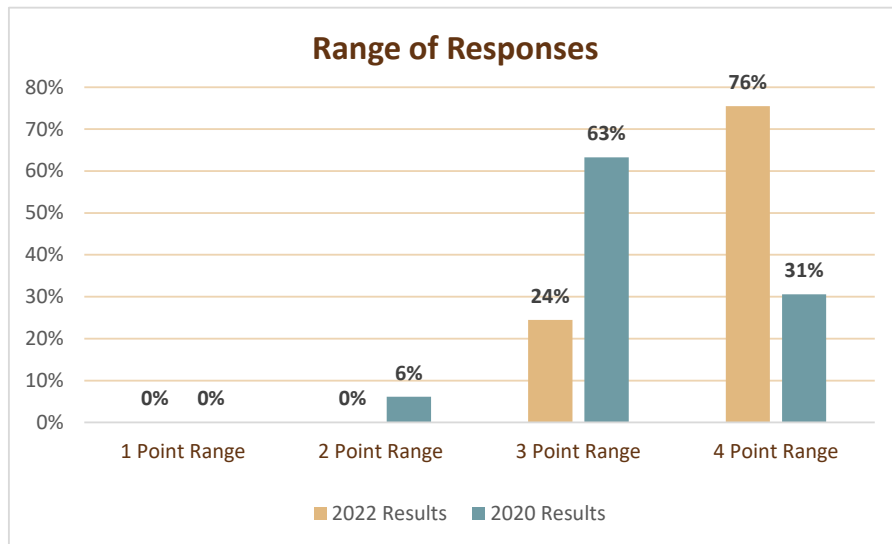
Of course, there are lots of opportunities to enhance governance effectiveness at PEO; other areas of PEO’s governance system rate much lower, in particular the Direction of Strategy and Performance & Risk. This means Council approving a clear Strategic Plan, with consensus on strategic priorities, initiatives, risk appetite and performance measures for a scorecard. Council has begun to work on a new Strategic Plan this year (2022-23), and the accomplishment of that will spill over to all the other areas of governance effectiveness, as long as it ends in clarity on “SMART” objectives (specific, measurable, attainable, resourced and time-bound outcome measures of success.)

Three of the lowest rated areas in the self-assessment survey are:

- Have deliberations and discussions at Council meetings that are strategic (high level) and focus on priority (key) issues ... 2.16

- Encourage – and where able achieve – the best mix of Council members ... 2.22
- Measure PEO's performance ... 2.33

As in 2020, there are wide ranges in responses for the vast majority of capacities surveyed. In fact, the number of questions where responses included both a 5 (outstanding) and a 1 (improvement needed) increased to 76 per cent:



In one way, this is good news, since more Councillors now rate governance areas at PEO as a 5. But the continuing small number of Councillors rating almost all governance areas as a 1 is of concern. This reflects the difficulty in changing culture in an organization that is resistant to change. Further intentional efforts will be needed to continue the momentum brought about by the governance reforms, not to mention adopting any new reforms.

Culture change calls for a sustained cycle of dialogue, structure, orientation and education, and PEO is at the structure (embed governance reform in Regulations, Bylaws and Policies) and orientation/ education steps (orient and educate Council and Committee members and staff on the features and benefits of governance reform.) By embedding the governance directions in structure, orientation and ongoing education, PEO will sustain its governance journey.





## Appendix One: Governance Directions Approved by Council

Here is a summary of the Governance Directions approved by Council during the two-year Roadmap:

Governance Question	Council Directions and Decisions
1. What governance model will PEO adopt?	PEO Council will be a governing-type board leading in direction and control of the organization
2. Will PEO be dual or single mandate?	PEO will primarily be a regulator
3. Will PEO Council elections/appointments be informed by a competency matrix?	<i>(See #20 below)</i>
4. What is the scope of the roles and responsibilities of Council?	Council approved a new Council Charter and Workplan outlining these
5. What rules of order will Council use in its meetings?	Council substituted Wainberg's Society Meetings with Nathan and Goldfarb's Company Meetings
6. Which Committees will Council members serve on?	Council members will only serve on board (governance) committees
7. Which "governance" committees of Council will Council delegate diligence work to?	Council will use 4 core board (governance) committees, Audit & Finance; Human Resources & Compensation; Governance & Nominating; Regulatory Policy & Legislation
8. Who will serve on these committees?	Only members of Council will serve on these 4 core governance type committees
9. What is the scope and roles of these committees?	Council approved Committee Mandates for these committees, and each has an associated workplan
10. Which regulatory and statutory committees will PEO use to add value to its regulatory role and process?	Council approved using the regulatory committees specified in Statute, using their statutory mandates only
11. Who will serve on regulatory and statutory committees?	Council will not appoint Councillors to Regulatory and Statutory Committees (with one exception due to legislation)
12. How will PEO ensure an orderly transition of committee members?	Committee transition plan created and implemented for 2021-22 year
13. What is the optimal size of Council based on its chosen governance models and regulatory mandate?	<i>(Council postponed decisions on these questions)</i>
14. How will Council be composed – how many professional engineers and how many public members?	
15. What terms and term limits are optimal for the PEO Council?	
16. What competencies will be included in the PEO Council competency matrix?	
17. How will Council be chosen (elections, appointments, double key)?	
18. Who is eligible to be President?	
19. How will be President be chosen?	
20. What changes will be implemented for this election year (2022)?	Council agreed to Councillor Attributes, to be included in Nominating package and pre-orientation for candidates.
21. Review & decide on roles, scope, mandates, membership, etc. of Chapters, "Other	Council affirmed the continuation of Chapters, and endorsed the process recommended by the GNC to deal with activities

Committees,” Committee volunteers & other organs.	and outputs of Chapters as well as other activities and outputs that are “neither” regulatory nor governance. Council directed GNC to oversee a risk assessment, which includes consultation with the Chapters, with a view to eliminating high-risk outputs and operationalizing others so that volunteer engagement is maintained, and more effective organizational control is ensured. Council further directed GNC to bring a report with necessary recommendations to Council for decision.
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## Appendix Two: Governance Roadmap Two-Year Update

Here is a summary of the agreed steps in the two-year Governance Roadmap showing which have been completed (check mark/green shading) and which are still outstanding (yellow shading):

Activities and Outputs PHASE 1: The PEO Council	Status	Activities and Outputs PHASE 3: Council Renewal	Status
Decide on scope of the Governance Workplan	✓	Conduct a review of PEO current practices in Council renewal compared to best practices: GSI Research Report Aug 2021	✓
Agreement on Governance Model: Governing board responsible for direction and control	✓	Councillors' Attributes Profile (industry experience, skills, diversity including gender, geography/region, visible; education; character): info package and pre-orientation only	✓
Agreement on the Role of Council with approval of associated Council Charter and Workplan	✓	Decide on optimal Council composition (size and mix of engineers and government)	Council postponed final decisions
Agreement on Rules of Order: agreed to transition from Weinberg's to Nathan's Company Rules	✓	Review and decide how Council is chosen (elections versus appointments)	
Agreement on the Role of the CEO/Registrar with approval of associated Terms of Reference and Delegation of Authority	Delegation approved in principle	Review and decide how President is chosen, who is eligible	
Agreement on the Role of the President/Chair with approval of associated Terms of Reference	✓	Review the terms/tenure for Council members and the President to determine if change is warranted	
Board level governance level policies updated and approved based on the agreed model	Council postponed formal approval	Update any governance documents based any changes resulting from these decisions	GSI work completed early in Phase 2
Revise Councillor submissions policy to reflect their governance role in the new model	✓	With GSI input and support PEO's HR Committee will work on an enhanced CEO evaluation and succession plan, and PEO's CEO will work on an enhanced management succession plan	
Update orientation and education program based on decisions to date	✓	GSI will research and present CEO/Registrar evaluation methodologies to the HR Committee – Committee makes decision on which to adopt	
Activities and Outputs PHASE 2: The PEO Committees	Status	PEO's HR Committee reviews CEO's succession plan for staff beyond the CEO	HRC
Agree in principle on a governance model for PEO's Committees, including criteria for Governance, Regulatory and Other Committees, and how committees are established in the future	✓	Develop revisions to PEO's Councillor Orientation program including a pre-nomination Orientation item/session for individuals interested in becoming Council members to incorporate any agreed changes	PEO Staff working on this
Agreement on the Role of the Governance Committees of Council: approval of 4 core Governance Committees and their associated Charters and Workplans)	✓	Updates any Council or staff education programs to reflect any Phase 3 changes	Council postponed decisions
Agreement on the Role of the Core Regulatory and Statutory Committees of PEO: approved as mandated by legislation only	✓	Activities and Outputs PHASE 4: Chapters, Volunteers and Others	Status

Review and decide on Councillors' role on Regulatory and Statutory Committees: Councillors will not serve on these (with 1 exception as legislated)	✓	Conduct Council Evaluation	Survey completed; report April
Agreement on transition plans for committees	✓	Review & decide on roles, scope, mandates, membership, etc. of Chapters, Committee volunteers & other organs.	Feb. Council approved plan
Determination whether Regulatory Committee members should be appointed and/or elected.	✓	Document any structural changes to PEO's Chapters and Volunteers in Terms of Reference (charter documents)	In progress: consultations with Chapters (via RCC), then Risk assessments (staff and GNC, then to Council)
Update Regulatory Committee Terms of Reference and workplans: approved to use Statutory Mandates only	✓	Update Volunteer Code of Conduct/Conflict of Interest and other Chapter and Volunteer related documents	
Formalize "Other Committees" structure: who should serve; competencies and/or elections/appointments; update documentation after any changes; decide on transition plans	Feb. Council approved plan	Develop and implement new orientation program with respect to the roles and responsibilities of PEO's Chapters and committee volunteers	
Update and deliver Council orientation and education programs to reflect any Phase 1 and 2 changes	✓	Update Council orientation program based on phase 3 and 4 decisions	
		Develop Council Education Program	



## Appendix Three: Results of Self-Assessment Questionnaire

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This section of our report details the results of the recently completed self-assessment questionnaire conducted among PEO's Council members and senior staff. This provides a series of snapshots—pictures in time—taken through differing lenses, of the Council's own assessment of its effectiveness.

GSI asked the same questions as two years ago during the baseline diagnostic that led to the Governance Roadmap, to monitor progress since 2020. These researched questions reflect the activities and outcomes of a highly effective governing board or Council.

Twenty individuals responded to the questionnaire: 17 Council members and 3 members of the senior staff. Survey respondents were asked to evaluate how well the Council is currently doing in each area of expectation, using the following as a guide:

- 5 —outstanding, excellent, no improvement needed
- 4 —better than satisfactory, less than completely outstanding
- 3 —fully satisfactory, meeting the standard in this area
- 2 — less than fully satisfactory, but not lowest rating
- 1 —improvement needed, not meeting standard, and/or developmental
- N/K — no knowledge or not able to assess the Council in this category

The results are reported in the following ways:

1. A single, overall average rating of all responses, compared with all other organizations in our comprehensive database. This indicates how well your Council is doing compared to others.
2. Ratings and scorecard of the effectiveness of your Council in direction and control – the “front” and “back” ends of governance.
3. Ratings of the effectiveness of the Council in applying the key governance principles any organization should excel at and live out.
4. Rating of how effective the Council is at constructive engagement. That is, to engage with various levels of stakeholder – particularly the CEO, management, and members—constructively.
5. Ratings – overall, and by internal and external relationships – of the effectiveness and strength of relationships.
6. A detailed findings table of the questions in the online survey, which includes:
  - a. your Council's average ratings
  - b. the results of the Council shown separately from those of management

- c. the range of responses for each question
  - d. average ratings of comparator organizations
  - e. comparison results from the previous Council evaluation in 2020
7. Results for the custom questions related to regulatory effectiveness and committees can be found near the end of this report. These results are not included in the charts or statistical analyses as they are not based on the core, benchmarked best practices questions that have been designed for robustness and comparability.

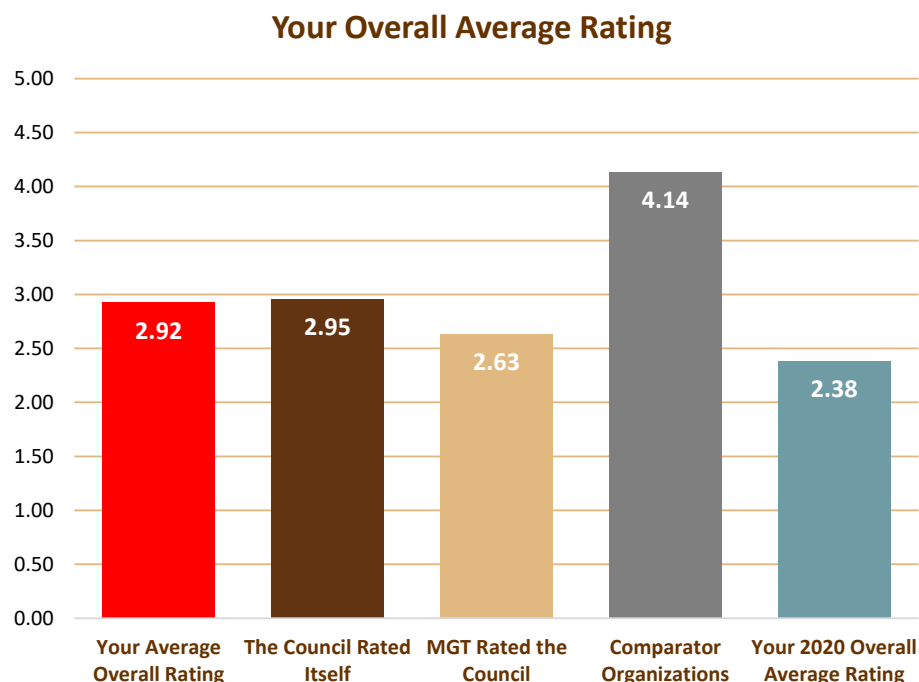
As a help, all charts found in this report are colour coded. If your results are:

“green,” you are typically doing well in this area

“yellow,” you will want to determine the specifics needing improvement and implement a plan

“red,” you will want to dig deeply into this area and take immediate steps to determine the cause and rectify the problem

The chart below provides you with a single, overall average rating of all responses:

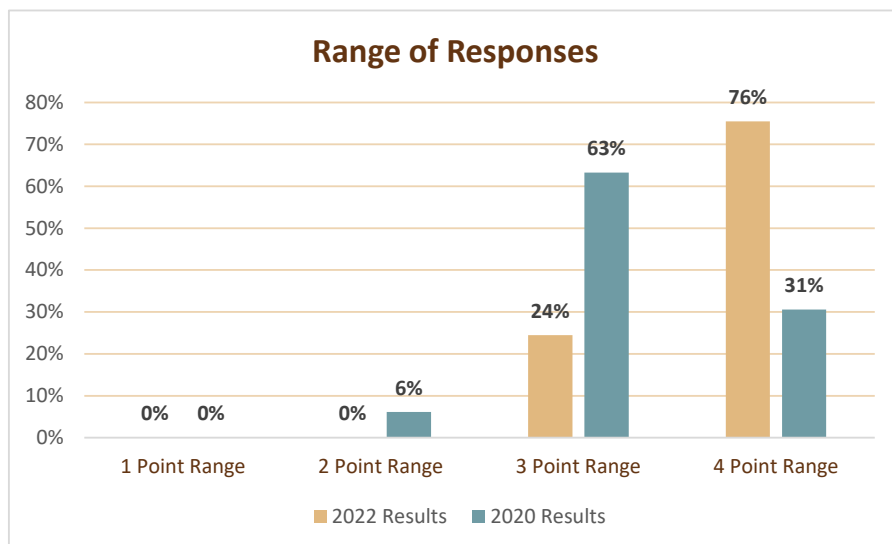


There has been significant improvement in PEO’s Council’s governance effectiveness over the two years: from a 2.38/5 average to a 2.92 average. Councillors rate effectiveness slightly higher than management, but this variance is typically what we see.

Clearly, PEO’s Council still has a long way to go, when we compare PEO’s self-assessment of 2.92 to the average of comparator boards of 4.14. Governance Solutions has a rich database of organizations that

have assessed their governance. Their results are provided here in aggregate to provide you with an indication of how well your Council is doing compared to others and to your 2020 results.

As in 2020, there are wide ranges in responses for the vast majority of capacities surveyed. In fact, the number of questions where responses included both a 5 (outstanding) and a 1 (improvement needed) increased to 76 per cent:



In one way, this is good news, since more Councillors now rated governance areas at PEO as a 5. But the continuing small number of Councillors rating governance areas as a 1 is of concern. This reflects the difficulty in changing culture in an organization that is resistant to change. Further intentional efforts will be needed to continue the momentum brought about by the governance reforms, not to mention adopting any new reforms.

Culture change calls for a sustained cycle of dialogue, structure, orientation and education, and PEO is at the structure (embed governance reform in Regulations, Bylaws and Policies) and orientation/education steps (orient and educate Council and Committee members and staff on the features and benefits of governance reform.)

## Direction and Control

The definition of corporate governance is “the system by which organizations are directed and controlled.”<sup>1</sup> In organizations where there is a separation of ownership and management, Councils (Boards of Directors<sup>2</sup>) are typically responsible for the governance of their organizations.

They fulfill their governance duties by concentrating their time, energy and focus on strategic:

<sup>1</sup> Cadbury Report 1992

<sup>2</sup> Throughout this section, we refer to the “Board” interchangeably with PEO’s Council, as a generic term.

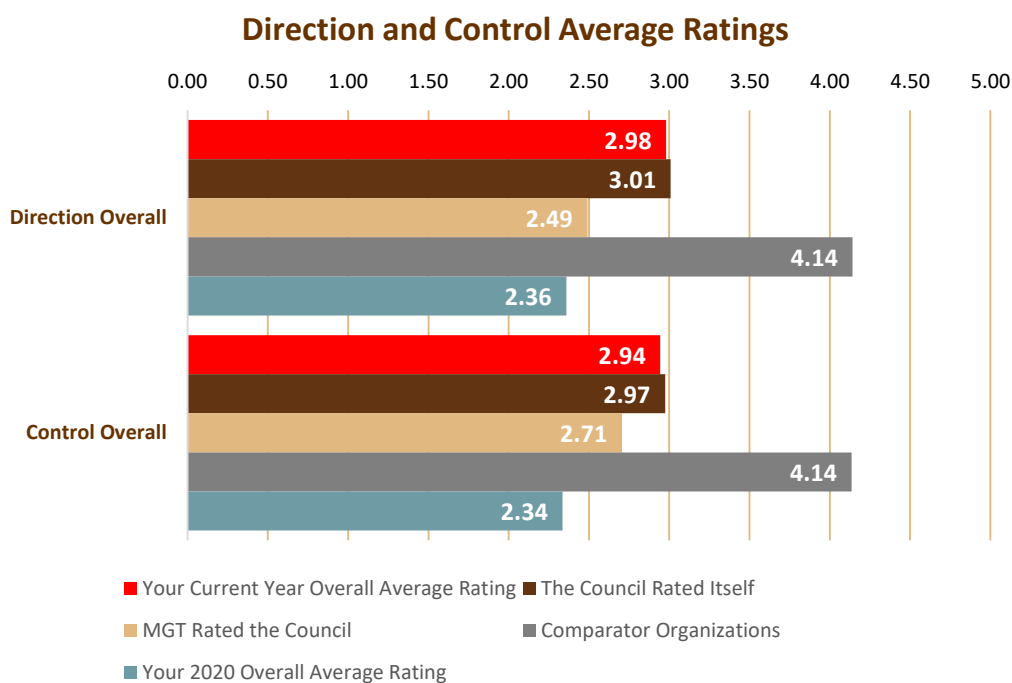
- direction, i.e. planning, risk governance, delegation, policy setting, and resourcing; and
- control, i.e. oversight, monitoring, evaluation and measurement of the plan, risk, people, policy, and disclosure.

PEO's Council agreed in 2020 that it seeks to be a governing-type board, where Council, as the governing body, sets the direction and uses its controls to ensure the organization is on course. For an organization to be strategically "in control" means the board has confidence (reasonable assurance) that the organization is moving in the direction it has approved.

While the Board focuses on strategic direction and control, the CEO performs the actual day-to-day work of the organization, developing, and delivering products and services.

The work of the Board and CEO is integrative. They are partners collaborating in achieving the organization's mission, vision, goals, and objectives. Each does what they are uniquely equipped to do, and each respects the other's potential to succeed and to excel.

The chart below illustrates the overall average "direction" and "control" ratings for your Council as compared to other organizations:



### Council Evaluation Scorecard

Boards/Councils seek and need to receive strategic information in each of these five areas of the "governance system", corresponding to their main roles in direction and control:



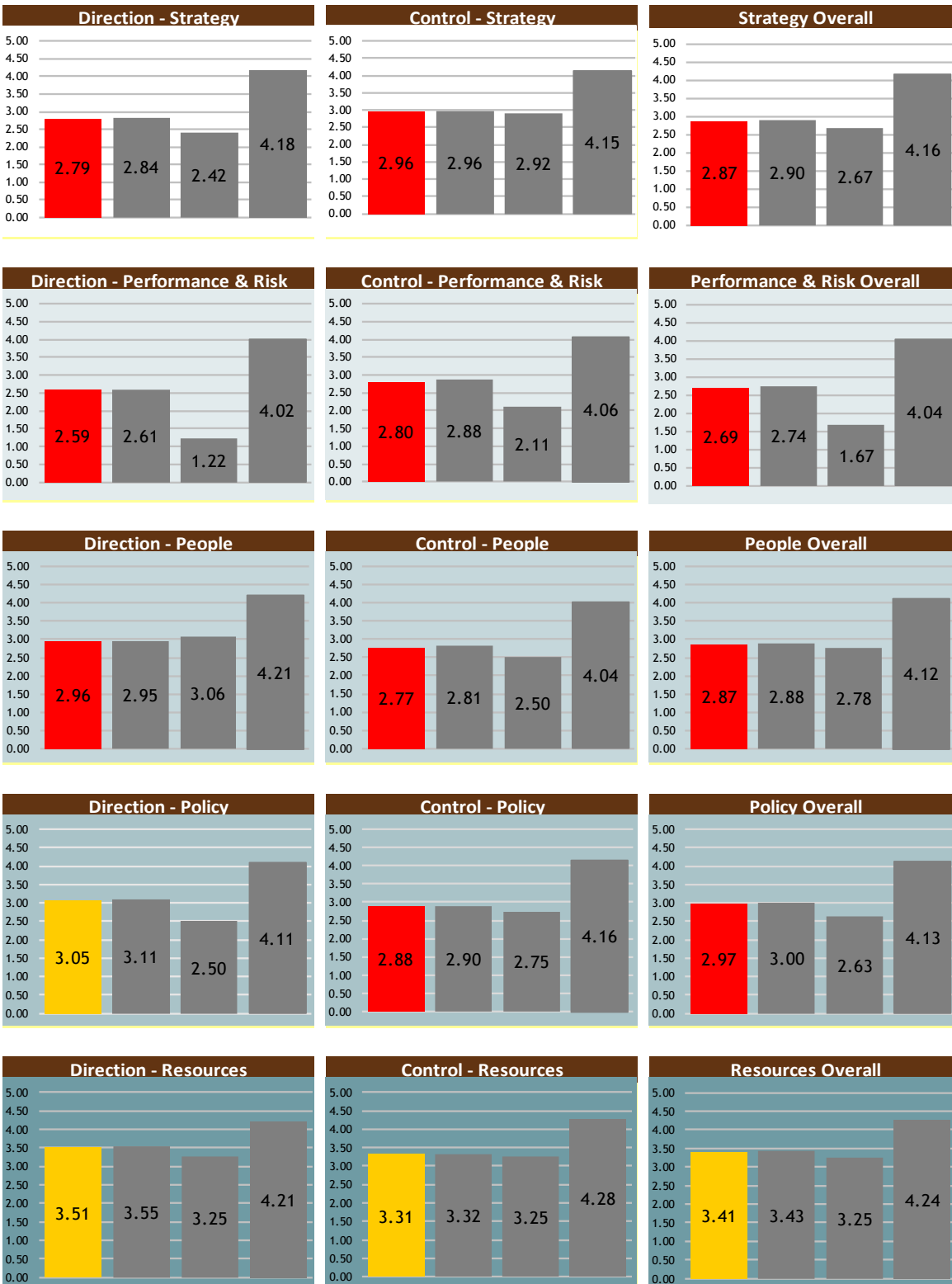
1. **Strategy Setting and Accomplishment:** Setting the strategic direction of the organization, including strategic planning. This calls for a wide range of strategic information, from environmental scans, SWOT, situational and sensitivity analyses, to financial projections.
2. **Performance and Risk Oversight and Monitoring:** Setting risk appetite and tolerances, key performance measures and targets, and gaining reasonable assurance that the organization is going – and can be expected to continue to go – substantially in the direction that the Board approved. This role calls for the largest amount of strategic information, often for Committees of the Board, including enterprise risk management assessments and mapping, financial statements and variance analysis, performance dashboards or scorecards, and non-financial and policy monitoring reports.
3. **Care and Oversight of People:** Directly managing the employment relationship with the CEO. This is the most “hands-on” role of the Board, and consequently calls for more detailed strategic information on the CEO’s performance, leadership and relationship expectations and results, as well as robust compensation information.
4. **Policy Creation and Oversight:** Setting and overseeing the fulfillment of policy for the board and the organization. These are the high-level guiding policies that guide the work of the board and the organization. This means establishing policies and the control framework within which management operates (the “why” and the “what.”) This does not mean dictating procedures (the “how.”)
5. **Allocation and Distribution of Resources:** Overseeing the external and public disclosures of strategic information by the organization. The Board has a role in signing off on corporate disclosures, encompassing the whole gamut of periodic and continuous reporting, beginning with the budget and culminating in the annual report, audited financial statements and annual filings.

The *Council Evaluation Scorecard* below provides you with a snapshot of the effectiveness of your Council in direction and control in each of these five levels of governance. This scorecard can be used to help you focus on where to invest your energy as a Council.



## Council Evaluation Scorecard

Legend: 1-Your Average Rating; 2-Council Rating; 3-Management Rating; 4-Comparator Organization



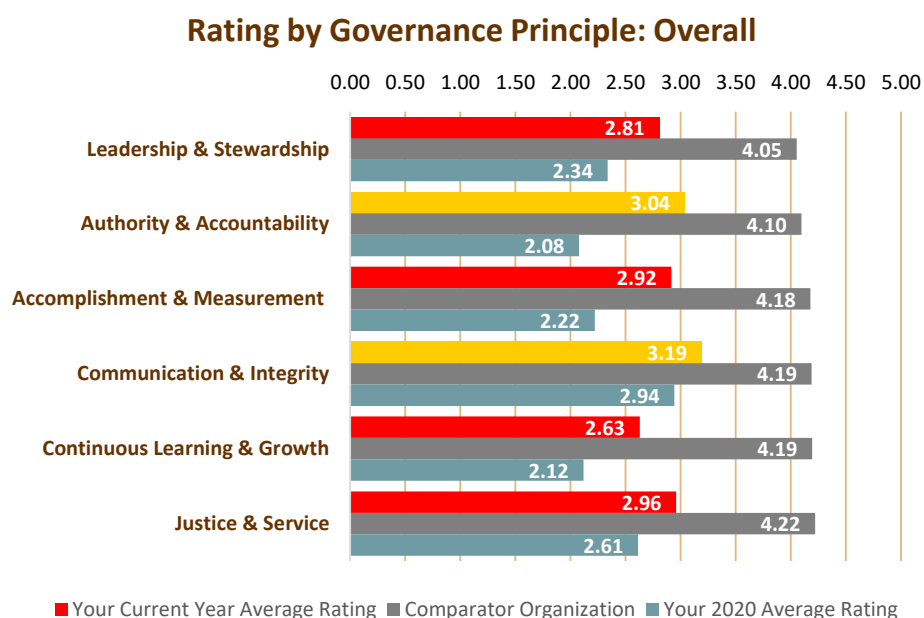
PEO's Council rates highest in Resource Direction and Control – financial budgeting and financial reporting – and in Policy Direction – putting place relevant governance Regulations, Bylaws and Policies (in PEO's case, you use all three).

All the other areas of PEO's governance system rate much lower, in particular the Direction of Strategy and Performance & Risk. This means Council approving a clear Strategic Plan, with consensus on strategic priorities, initiatives, risk appetite and performance measures for a scorecard. Council has begun to work on a new Strategic Plan this year (2022-23), and the accomplishment of that will spill over to all the other areas of governance effectiveness, as long as it ends in clarity on "SMART" objectives (specific, measurable, attainable, resourced and time-bound outcome measures of success.)

### Results: Governance Principles

Over its multi-year history, Governance Solutions has conducted significant research into the principles that underlie corporate governance. These are a comprehensive set of principles that are all integral. Each is specific in its definition and application. None overlaps with another. They build on and touch each other. However, each has its own meaning and purpose completely different from the other.

The chart below illustrates the Council's overall effectiveness rating organized by these twelve principles in six pairs and compares your results with other boards/councils:



The questions in each of these thematically paired set of governance principles offer proxies for specific roles and responsibilities of the Council. As with the direction and control scorecard, they are helpful for focusing your governance improvement efforts.

### Leadership & Stewardship (2.81/5.00)

Stewardship of the organization is given to the Board. They have been entrusted with the direction of the organization which means exercising stewardship over all its resources—resources which belong to others—in the most effective and preservative way. And the board must provide effective leadership sufficient to honour that stewardship.

They must lead, guide and develop the resources (financial, human, technical, etc.) toward the best interests of the organization, toward the benefit of both the resources and the owners of the organization.

### Authority & Accountability (3.04/5.00)

The board does this by ensuring that wherever authority is delegated, systems are put in place to confirm accountability of that delegated authority. Just as the board has been entrusted and empowered with, and is accountable for, the authority to steward and lead the organization, they are to empower the Chief Executive Officer (CEO) to steward and lead the day-to-day operations of the organization.

Owners and other stakeholders expect accountability from the board, and similarly, the board expects to be able to count on the CEO to use that delegated authority wisely. Cascaded throughout the organization, accountability and delegated authority levels are meant to enable everyone to reach their potential, and thus the potential of the organization.

### Accomplishment & Measurement (2.92/5.00)

Every organization has a purpose in mind which the board has stewardship and authority over. Every board must determine if that purpose is being accomplished.

The board is ultimately responsible for the organization accomplishing that purpose (vision, mission, goals, and objectives) and for achieving measurable and significant results. Therefore, boards ensure standards and targets are in place which make it possible to assess results (outcomes), make course corrections when and where necessary, and celebrate successes.

PEO's lower rating here reflects the absence of a clear strategic plan and organizational performance scorecard with measures of success.

### Communication & Integrity (3.19/5.00)

While the board may not be the primary voice of communication between the organization and its owners and other stakeholders, they are responsible to see that the organization, through the CEO, communicates everything they need to know, from compliance reporting through periodic and annual reporting of results. And, the board ensures integrity of information and unashamed transparency so

the organization's owners and other stakeholders can clearly see what is really going on inside the organization. This allows trust to be built toward a unified whole.

Communications, whether internal or external, should be multi-faceted, engaging, and unifying. Integrity of information in its many forms should be complete—in content, character, relationships, and the use of power.

PEO rates a little higher in transparency and communications.

### **Continuous Learning & Growth (2.63/5.00)**

The organization should be continually learning and maturing at all levels, from the front lines of the organization to the boardroom. The more an organization learns, the more it can apply that knowledge and product/service innovation to its customers. Encouraging a culture of innovation and change throughout the organization is integral to its continued success and growth. If an organization does not innovate, it will peak and decline.

Growth is a necessary benefit to the organization—a product of the continuous learning and innovation imperative.

This is the lowest rated of the governance principles at PEO, reflecting a culture that is resistant to change, and does not embrace learning and growth.

### **Justice & Service (2.96/5.00)**

Organizations must follow any laws and regulations that apply to them and to which they are subject. And they must follow both the letter and the spirit of those. They must treat owners, stakeholders, and others justly and equitably. The board sets both the tone for this and the boundaries.

All organizations are created to be in the service of others, whether owner, stakeholder, or customer alike. The principle of service lived out in the boardroom will find a board that is actively engaged in overseeing the direction and control of the service culture imperatives of the organization.

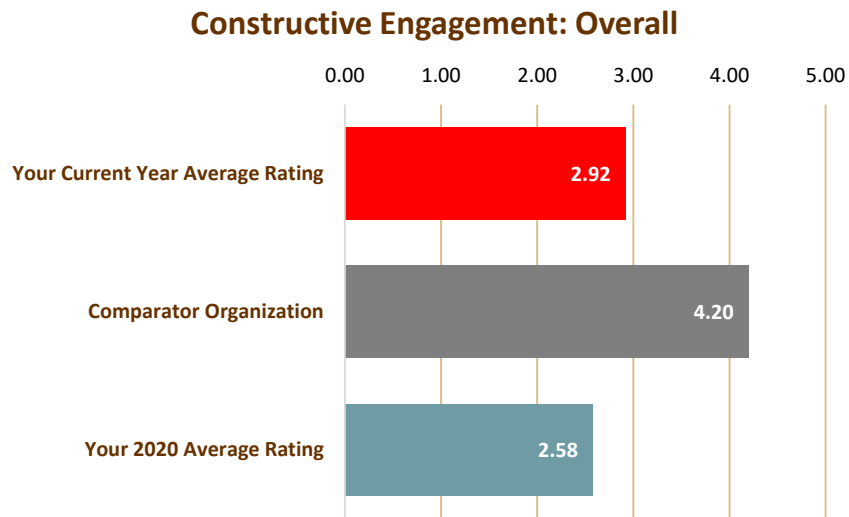
### **Results: Constructive Engagement and Relationships**

Constructive engagement is based on the premise that it is possible to mediate while at the same time applying pressure. This effort is intended to result in positive change. Emphasis is placed on the process rather than the ultimate objective. Because change can be destabilizing, engaging with others through a constructive process will apply the pressure needed for change while at the same time it ensures change in an orderly way.

In applying this concept to the boardroom, directors must take all views into account to make decisions in the best interest of the organization—not in the interests of the loudest and most convincing voices. They must engage with others in orderly, proactive, positive, and constructive ways, as together they build the organization for its sole benefit.

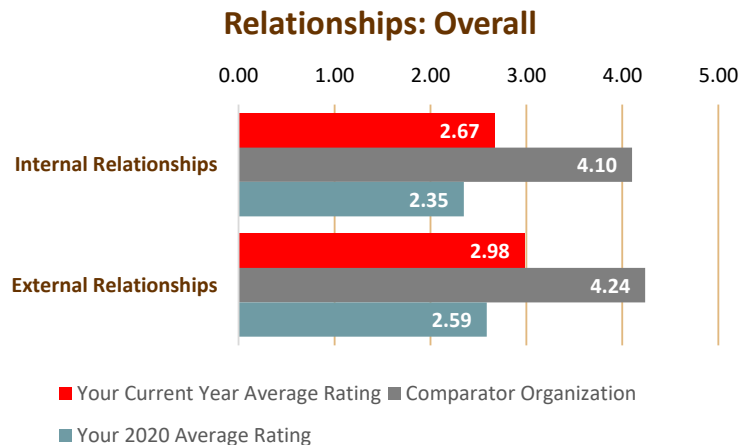


The chart below provides average ratings of PEO's Council's effectiveness in constructive engagement—that is to engage with various levels of stakeholders—particularly the CEO, management, and members constructively:



As with other areas of governance effectiveness, PEO's Council has room to improve its constructive engagement, although it has improved since 2020 (2.58 to 2.92).

An organization can have a world-class governance system, however, if relationships are poor, the system will falter. It is only as good as the people using the system. Conversely, when relationships are strong, the governance system creates a tremendous foundation and springboard for organizational success. The chart below provides average ratings about the effectiveness and strength of your Council's internal and external relationships:



Both internal and external relationships are better today than in the baseline diagnostic, but internal relationships – Councillors – staff and Councillor – Councillor – have a long way to go.

## Detailed Findings from Self-Assessment

This table is a listing by each of the questions asked in the evaluation survey, including:

- a. your Council's average ratings
- b. the results from Council members shown separately from those of management
- c. the range of responses for each question
- d. average ratings of comparator organizations
- e. comparison results from the previous Council evaluation in 2020

	How would you rate the Council's effectiveness to...?	2022 Average Rating	The Council Rated Itself	MGT Rated the Council	Range	Comparator Organizations	Your 2020 Overall Average Rating
1.	Establish a clear sense of purpose, strategic direction, and priorities, including vision, mission, and values.	↑ 2.85	2.88	2.67	5-1	4.05	2.17
2.	Understand the most significant risks (and opportunities) facing PEO.	↑ 2.55	2.53	2.67	5-1	4.03	2.13
3.	Establish, with management, risk tolerances and appetites for the PEO.	↑ 2.28	2.35	1.00	5-1	4.03	1.83
4.	Recruit and have the right CEO/Registrar in place, and plan for their succession.	↓ 3.22	3.19	3.50	5-1	4.04	3.59
5.	Encourage – and where able achieve – the best mix of Council members.	↑ 2.22	2.25	2.00	5-1	4.01	2.00
6.	Review and approve the operating and capital budgets.	↑ 3.50	3.56	3.00	5-1	4.18	2.63
7.	Oversee management and control of resources (stewardship).	↑ 2.94	2.93	3.00	5-1	4.05	2.25
8.	Gain reasonable assurance (confidence) in a robust system of internal controls.	↑ 2.89	2.88	3.00	5-1	4.03	2.09

	How would you rate the Council's effectiveness to...?	2022 Average Rating	The Council Rated Itself	MGT Rated the Council	Range	Comparator Organizations	Your 2020 Overall Average Rating
9.	Articulate the right roles and responsibilities of the Council, committees and CEO/Registrar (e.g. charters, mandates, terms of reference, position descriptions).	↑ <b>3.37</b>	3.41	3.00	5-1	4.08	2.08
10.	Delegate authority levels to the CEO/Registrar, in writing, clearly.	↑ <b>3.22</b>	3.38	2.00	5-1	4.03	2.18
11.	Have clear accountability of the Council, committees, and CEO/Registrar. (e.g. Performance Evaluations)	↑ <b>2.58</b>	2.65	2.00	5-1	4.06	1.91
12.	Fulfill the roles and responsibilities expected of it (the Council).	↑ <b>2.84</b>	2.94	2.00	5-1	4.06	2.04
13.	Obtain adequate resources to carry out its duties and responsibilities (e.g. Council budget, secretariat support).	↑ <b>3.53</b>	3.53	3.50	5-1	4.23	2.33
14.	Strike an appropriate committee structure that makes good use of committees.	↑ <b>3.11</b>	3.12	3.00	5-1	4.14	1.71
15.	Monitor management's compliance with major Council-approved policies.	↑ <b>2.61</b>	2.63	2.50	4-1	4.06	1.96
16.	Gain reasonable assurance (confidence) in the PEO's legal and regulatory compliance.	↑ <b>3.05</b>	3.06	3.00	5-1	4.11	2.42
17.	Measure PEO's performance.	↑ <b>2.33</b>	2.38	2.00	4-1	4.06	2.17
18.	Receive and review financial statements and reports,	↑ <b>3.68</b>	3.71	3.50	5-2	4.51	2.74







	How would you rate the Council's effectiveness to...?	2022 Average Rating	The Council Rated Itself	MGT Rated the Council	Range	Comparator Organizations	Your 2020 Overall Average Rating
	including dealing with the auditors.						
19.	Regularly receive and review clear non-financial performance reporting (e.g. scorecard/dashboard).	↑ 2.79	3.00	1.00	5-1	4.15	1.57
20.	Receive comprehensive and regular updates on PEO's key risks.	↑ 2.53	2.65	1.50	4-1	4.04	2.09
21.	Be confident management is taking appropriate action on key risks that could affect results and disclosures.	↑ 2.95	3.06	2.00	4-1	4.03	2.36
22.	Gain reasonable assurance (confidence) in the accomplishment of strategic objectives.	↑ 2.83	2.88	2.50	4-1	4.03	2.00
23.	Oversee major programs, initiatives, and projects of PEO.	↑ 3.00	3.12	2.00	5-1	4.05	2.26
24.	Exercise reasonable care, diligence, and skill (duty of care).	↑ 3.21	3.35	2.00	5-1	4.56	2.57
25.	Receive accurate, complete, and timely information at the Council (including pre-reading materials).	↑ 3.42	3.35	4.00	5-1	4.12	2.83
26.	Be confident that the content and format of management presentations to the Council are appropriate and sufficient.	↑ 3.47	3.53	3.00	5-1	4.08	3.04
27.	Ask probing and informed questions of management	↑ 2.89	3.06	1.50	5-1	4.07	2.67

	How would you rate the Council's effectiveness to...?	2022 Average Rating	The Council Rated Itself	MGT Rated the Council	Range	Comparator Organizations	Your 2020 Overall Average Rating
	about the PEO's results and disclosures.						
28.	Communicate: two-way and proactively.	↑ 2.84	2.88	2.50	4-1	4.06	2.63
29.	Clearly report and disclose relevant material results, facts, and changes to stakeholder and members and other appropriate parties (e.g. financial, governance, and compensation disclosures).	↑ 2.79	2.76	3.00	5-1	4.38	2.67
30.	Report— with transparency, clarity, and accountability.	↑ 2.95	2.94	3.00	4-1	4.10	2.75
31.	Conduct business ethically and professionally, with integrity (act honestly and in good faith).	↑ 3.58	3.59	3.50	5-1	4.55	3.50
32.	Ensure minutes are clear and useful, capturing all relevant issues, and decisions.	↑ 3.58	3.59	3.50	5-1	4.15	3.46
33.	Function well with management and make decisions wisely.	↑ 3.16	3.24	2.50	5-2	4.10	2.63
34.	Have deliberations and discussions at Council meetings that are strategic (high level) and focus on priority (key) issues.	↑ 2.16	2.24	1.50	5-1	4.01	1.92
35.	Cover all necessary agenda items with enough time for complete and healthy debate (open expression of dissent).	↑ 3.00	2.88	4.00	5-1	4.06	2.67
36.	Promote a culture of innovation throughout PEO.	↑ 2.44	2.38	3.00	5-1	4.06	1.70




	How would you rate the Council's effectiveness to...?	2022 Average Rating	The Council Rated Itself	MGT Rated the Council	Range	Comparator Organizations	Your 2020 Overall Average Rating
37.	Oversee human resources and compensation policies, plans and employee engagement and development.	↑ 2.71	2.69	3.00	4-1	4.01	1.85
38.	Change, improve and learn from the past.	↑ 2.42	2.41	2.50	4-1	4.03	2.09
39.	Receive the appropriate amount and quality of orientation and onboarding.	↑ 2.83	2.88	2.00	5-1	4.13	2.13
40.	Have access to – and use – ongoing director education.	↑ 2.31	2.33	2.00	5-1	4.18	1.95
41.	Act in the best interests of PEO (fiduciary duty).	↑ 3.21	3.24	3.00	5-1	4.47	2.67
42.	Be confident that all key stakeholders' voices are heard and considered.	↑ 2.47	2.47	2.50	4-1	4.09	2.33
43.	Think and act independently of management or any one stakeholder's interest (independence).	↑ 2.89	2.94	2.50	5-1	4.19	2.50
44.	Engage with management in a respectful and constructive manner.	↓ 2.84	2.82	3.00	5-1	4.35	3.08
45.	Identify and deal with conflicts of interest – and conflicts of loyalty – among council members.	↑ 2.95	2.82	4.00	5-1	4.13	2.57
46.	Deal fairly with stakeholders, government, management, and staff (equity).	↑ 3.26	3.29	3.00	5-1	4.45	2.71
47.	Promote sustainable development balanced with environmental best practice.	↑ 2.94	2.94	N/K	5-1	3.99	2.30



	How would you rate the Council's effectiveness to...?	2022 Average Rating	The Council Rated Itself	MGT Rated the Council	Range	Comparator Organizations	Your 2020 Overall Average Rating
48.	Be confident that PEO is acting as a responsible citizen, including social and community responsibility.	 <b>3.11</b>	3.13	3.00	5-1	4.10	2.74
Average of All Survey Responses		 <b>2.92</b>	2.95	2.63		4.14	2.38

### Custom Questions

This table provides the results from custom questions added to the survey. The results in this table are not included in the charts or statistical analyses since these questions are customized for PEO:

	How would you rate the Council's effectiveness to...?	2022 Average Rating	The Council Rated Itself	MGT Rated the Council	Range	Your 2020 Overall Average Rating
1.	Provide effective direction and oversight of regulatory governance.	 <b>2.74</b>	2.82	2.00	5-1	1.88
2.	The Audit & Finance Committee reports completely and accurately to the board following each meeting.	<b>3.44</b>	3.47	3.00	5-1	N/A
3.	OVERALL the Audit & Finance Committee fulfills its mandate effectively.	<b>3.56</b>	3.59	3.00	5-1	N/A
4.	The Governance & Nominating Committee reports completely and accurately to the board following each meeting.	<b>3.39</b>	3.41	3.00	5-1	N/A
5.	OVERALL the Governance & Nominating Committee fulfills its mandate effectively.	<b>3.00</b>	3.00	3.00	5-1	N/A
6.	The Human Resources & Compensation Committee reports	<b>3.50</b>	3.53	3.00	5-1	N/A



	How would you rate the Council's effectiveness to...?	2022 Average Rating	The Council Rated Itself	MGT Rated the Council	Range	Your 2020 Overall Average Rating
	completely and accurately to the board following each meeting.					
7.	OVERALL the Human Resources & Compensation Committee fulfills its mandate effectively.	<b>3.28</b>	3.29	3.00	5-1	N/A
8.	The Regulatory Policy & Legislation Committee reports completely and accurately to the board following each meeting.	<b>3.78</b>	3.75	4.00	5-2	N/A
9.	OVERALL the Regulatory Policy & Legislation Committee fulfills its mandate effectively.	<b>3.26</b>	3.24	3.50	5-1	N/A

### Comments and Suggestions from Survey Respondents

Here are the comments and suggestions made by survey respondents to the open-ended questions at the end of the online survey. Take care when contemplating these for the following reasons:

1. Consider any comment or suggestion in the larger context of this report, the board, and the organization itself. A comment from a single individual does not necessarily constitute the view of all individuals – it is just that – a comment from a single person.
2. Carefully examine the implications of implementing any governance process or policy change suggested. In governance, there is not always a single right answer, but there are some wrong answers. A suggestion may seem like a good idea at first glance, but it may lead to unintended consequences if care is not taken.
3. Do your best not to take comments personally. At times, when completing anonymous surveys, people have been known to take the liberty of saying something about colleagues that they would never say in their presence. Consider and contextualize them, learn any positive lessons that can be applied, and move on to the next remark.
4. Find the diamonds in the rough: sometimes a great suggestion is buried in the comments. Proactively seek these out, so they are not missed.
5. Look for common threads (patterns, themes) in these comments and suggestions as these are often most helpful to governance improvements.



### Question:

What suggestions can you offer the Council to improve its effectiveness?

### Answers:

Govern in the public interest to provide oversight and direction to PEO to deliver on its mandate. Do not govern in the interests of the license holders!

Fuller participation in discussion. Councillors who have a tendency to speak first and frequently to make an effort to leave the floor for others to speak up first.

Enhance the level of trust between Council and its committees so that debates don't happen twice - at committee and then again at Council. But also, committees to provide sufficient evidence of robust debate to encourage that trust to evolve.

Our rules of order mandate "appropriate time to deliberate" also "Chair should try to achieve consensus ... before the meeting". Neither of these is practiced, EXE should stop trying to nominate & endorse their friends and instead seek councillors who are public service driven.

Less time wasting on procedural issues and endlessly debating the same point. Implement a set time for debate on each agenda item and let each person speak only once. No endless discussion with the same person being heard multiple times.

Need more council meetings a year. Increasing to perhaps six or eight will get more work done as Council.

Council must continue to provide detailed and targeted education around the roles and responsibilities of Council to avoid haggling over minutiae.

Has operated until recently, for over a year, without a strategic plan. The current strategic plan is very inwardly-turned, focusing on governance issue.

Digressions from regulatory matters need to be reduced during Council meetings. Numerous use of "point of order" when not appropriate. Discussion of staff performance in open Council meetings.

While we are focusing on strategic issues better, we don't have a strategic roadmap (similar to a governance roadmap). Therefore, while we are often focusing on strategic issues it seems to be on a case-by-case basis rather than mapping out what we want to achieve over the next 1-3 years.

I believe many on council do not understand PEO's role as a Regulatory Body and the obligations to protect the public interest over members. There is a fundamental misunderstanding of what it means to be given the privilege to self-regulate and the associated role of the governing body. I think the orientation needs to provide better clarity for this.

I believe this has been caused by not dealing with council composition and skills at the beginning of the governance journey and the low rankings will not improve until council understands their roles and responsibilities to the public and not the "members".

Staff need to provide way more briefing reports related to issues that are discussed. Chapters are being discussed, yet no briefing report has even been presented to Council or committee. PEO staff function appears broken down. CEO/Registrar needs to understand their role and the staff's role. The CEO/Registrar says it is not fair to ask staff to make changes to policies. That is exactly staff's job to make changes to policies and then the Board approves it and then the Board needs to defend the decisions.

Cut the two minute rule. Deliberations require time and patience, and curtailing debate leads to poorer outcomes.

Establish clarity of the purpose of PEO, role of PEO's Governing Council and role of Councillors. Councillors need to reconcile whether PEO is a Regulator or Association when the two conflict - which trumps? Councillors need to understand that Governance is Direction & Monitoring vs. "picking up the pen" to do the work. In addition, Councillors need to understand their risk as Directors of PEO as a non-profit corporation. Is PEO compliant with AODA, Occupational Health & Safety (Violence in the Workplace) and Human Rights legislation? The new Non-Profit Corporations Act? Is PEO Tax & Pension regulation compliant?

Act and deliver on the clear licensing priorities that Council already raised through the Emerging Disciplines Task Force and other Council motions over the past five years.

Still need to focus on strategic discussions and not get into deep operations. Creating on-the-fly motions and amendments bog down meeting momentum at times. Use activity filter to inform on Council priorities and where to dedicate Council efforts.

Focus on strategic questions - why and what, not how - and avoid getting into operational matters. Feel comfortable with making decisions based on "just enough" information instead of all details. Stay within mandate.

Develop the skills through concerted effort to ensure that directions or council motions reflect the Direction and Control governance model. This should include assurance that Council operates in its governance lanes, as opposed to intervening and operational lane. Make better use of the supporting governance committees to ensure that recommendations for Council direction are living the new governance model and pushing the strategic imperatives forward.

### **Question:**

What should be the Council's priorities for the next twelve months?

### **Answers:**

Stop interfering with the operations. Focus on the strategic issues, ranging from backlogs to how to meet the new government requirements (FARPACTA).

Ensure management is on track in its work to meet the schedule for regulatory change as a result of recent provincial legislation. Really understand the scope of the governance committees and enhance their charters/work plans as their role is better understood.

Put much more emphasis on communicating the work of Council to all stakeholders so that the purpose and intent of the change work we are undertaking is evident and understood.

Encouraging regrowth from the roots, and eliminating staff impediments such as silos.

Finalizing the governance changes. Reduce the size of Council; longer terms for Councilors; competency matrix for Councilors; address the role of Chapters.

Formalizing a Climate Action / Climate Change committee and practice guidelines.

Licensing process revamp - to address Bill 27 and other gaps and areas of improvement. Develop and use Key Performance Indicators that are simple and clear.

Develop and implement a 360 degree evaluation process of Council, by staff to identify areas of improvement.

Developing an outward looking strategic plan for 2023 to 25. It needs to identify public interest issues that are at risk such as climate change and deal with them effectively.

Hire CAO Replacement. Modernize Licensing.

1) Ensuring that we use the new governance structure to focus on the key priorities of PEO and not backtrack on our governance structure unless it is proven that it doesn't work effectively. 2) Complete implementation of the roadmap to the extent we decide to complete it. i.e. some things like adjusting Council size may not be worth the effort. 3) Develop our 3-year strategy and start focusing more on strategic issues than governance.

Evaluating risk, including reputational risk, and performance reporting. I think it is essential from a regulatory perspective that Council fully understands the need from a public interest perspective to implement Continuing Professional Development and meet the requirements soon to be legislated under Bill 27. Staff must be able to put these two items as a priority over everything to minimize reputational risk.

Actively get a system in place where all of Council's direct specific deliverables to be made by the committees. Staff needs to understand their role in moving issues forward. Chair of committees need to understand how work gets completed and not give lectures to Councilors on how we aren't supposed to do the work. No, Councilors don't do the work, but we need to oversee the work since at the end of the day we need to defend it. Staff seem to not want Council to oversee their work. In fact, they seem to want us to rubber stamp it before they even do it (e.g., Chapters, compulsory mandatory development).

Regaining the confidence of the members, establishing more lines of communications, and reconsidering the cancellation of Dimensions.



Continue with the Governance Roadmap. Continue with the Transformational Change Plan. Put Leadership in place that is courageous and oversee the culture of PEO via the CEO/Registrar?

Taking action on licensing modernization, including reducing the years of experience requirements for license and the process for applicants using a strong customer service approach

Revisit and act upon Council composition and reform (phase 3?). License modernization, revisit experience requirements, capture practitioners in "emerging disciplines". Preserve the gains made and establish corporate memory of governance best practices to new Councilors annually.

Overseeing Transformation progress, including Mandatory CPD and FARPACTA licensing changes development. Finish deliberations on Governance Road Map and cement the changes in structure, attitudes and behaviours.

Adhering and utilizing the new governance structures to focus on meeting the explicit government directives related to FARPACTA, i.e. accelerate the licensing changes to ensure PEO meets and exceeds the targets.

### **Question:**

Overall, what is the most important message you would like to communicate on your evaluation of the Council's effectiveness?

### **Answers:**

Understand your role as a Director! Get trained! PEO is not a political organization; you may have been elected to serve on the council but the license holders are not your constituents! Your duty is to PEO to provide it with clear oversight and direction to deliver on its mandate to regulate the profession of engineering in Ontario in the public interest! Embrace the required governance change or the government will come and take the right to self-regulation away!

While we have made progress putting new structures in place, we are not yet comfortable using them. The broad scope of change in the organization is complicating this as we are very far from being at a steady state right now, and we are not yet fully sure how to manage this evolution through the new structure. We have to distinguish between the standing work of council and the work related to the current change project which is significant. Until we have a firm grasp of this we will underperform.

Councillors need better understanding of their fiduciary role and have less interest in free lunches.

We have made good progress but need to stay the course and complete the governance transformation. We will then be on a solid foundation to develop a strategic plan and implement the plan through the management team.

Council should have mechanisms in place where certain items/topics can only be voted on by a members memorandum. Council can be more effective with more group activities/ team bonding activities/ in person meetings.

Council continues to belabour minor issues like composition of minutes, agenda approval etc. The fact that Council members are unable to utilize available technology (iPad and Diligent boards/PC and diligent boards) continues to waste council time is plain disrespectful. Council should not engage in or entertain discussions that are not relevant to governance and regulatory items, i.e. discussing operational items like ceasing paper publications.

Does well on basic regulatory and governance issues. However, most activities are focused inwardly. The many public interest issues at risk are largely ignored.

We have a lot of work to do!

Council has been effective in making the required governance changes and in not proceeding with those changes it has determined are not in the best interest of the organization. It is now critical that we use this new structure to try to solve our key strategic concerns and not try to re-create or revert back to other governance models.

This has been a very frustrating year on council. There is a clear misunderstanding of our roles, obligations and fiduciary duty, even during public meetings. So much time is wasted by a few that are unable to focus on asking good questions that are in the public interest. Others choose to continually micromanage staff and push their own agenda before their term is up, due to a misunderstanding of their role. If this continues, I believe it is a matter of time before PEO council is put under government supervision and loses the right to self-regulate after 100 years. The continued focus on "consulting with members" in public meetings but no mention of public interest is embarrassing for those of us that see the need for change.

Council appears to be afraid to tackle issues and direct staff through the CEO/Registrar to do their job. Transparency on issues is still very poorly handled and far too many issues that should be discussed in open session are discussed in camera.

A Council divided on self-governance cannot be effective, either we are, or we are not, and they are two different things.

PEO has just started their governance improvement, but it is a multiple year journey. I have seen some improvement in Council's effectiveness over this past year, but these changes are just taking hold and can easily be discarded by future Councils and by staff who allow governance processes to be bypassed by not pushing back on volunteers when they are pushing into operations. Staff are the "keepers" of the governance processes. Governance improvements need to be fully embedded in Council Culture and supported in operations and PEO is not there yet. Both staff and Councillors need governance education, to really understanding risk management (their own liability & risks to PEO - mitigation of both) and understand their fiduciary duty to PEO as an organization -- the "orphaned child". To understand that there is no difference between an elected Councillor or an Appointed Councillor they all have the same fiduciary duty to PEO.

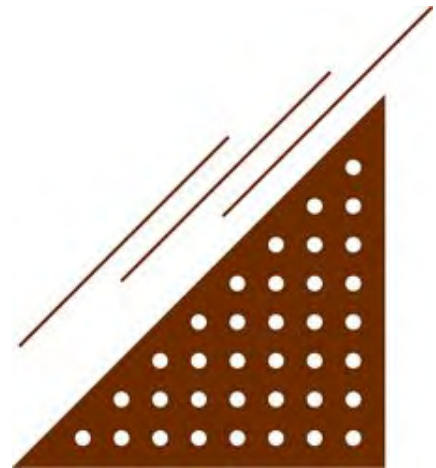
Council continues to use process to delay getting things done. The new governance committees have potential but are working in isolation, too slowly and are not communicating and working with other

PEO committees and stakeholders, and thus they are missing the bigger picture and not getting much accomplished towards public protection modernization. They could be more effective if they consulted on what their clear deliverables would be for the following year and then delivered on these more quickly to build a momentum of change that is desperately needed. The governance committees appear controlled by staff and their pace of action also appears limited by their staff resources.

PEO governance and Council effectiveness has improved over this two year journey, however gains need to be preserved while acting upon some existing shortcomings that were not addressed adequately during this transformation.

Council has significant headway on many Governance issues, but must avoid slipping back into "old ways" once the Road Map work is completed.

Support the governance changes by walking the talk. Adopting best practices requires sticking with it. Culture change takes courage and perseverance.



## About Governance Solutions

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**Governance Solutions**

# Briefing Note – Decision

C-546-3.0

## CONSENT AGENDA

**Purpose:** To approve the items contained in the consent agenda

**Motion(s) to consider:** (requires a simple majority of votes cast to carry)

***That the consent agenda be approved.***

**Prepared by:** Dale Power, Secretariat Administrator

Routine agenda items that may be approved without debate are included in a consent agenda and may be moved in a single motion. However, the minutes of the meeting will reflect each item as if it was dealt with separately. Including routine items on a consent agenda expedites the meeting.

Items included on the consent agenda may be removed and dealt with separately if they contain issues or matters that require review.

Please review the minutes ahead of time for errors or omissions and advise Dale Power (416-224-1100, extension 1130 or [dpower@peo.on.ca](mailto:dpower@peo.on.ca)) if there are any required revisions prior to the meeting so that the minutes, when presented, may be considered within the consent agenda.

The following items are contained in the consent agenda:

- 3.1 Minutes – 545<sup>th</sup> Council meeting – February 18, 2022
- 3.2 Consulting Engineers Designation Applications
- 3.3 Changes to the 2022 Statutory and Regulatory Committees' Membership Lists

# Briefing Note - Decision

C-546-3.1

## OPEN SESSION MINUTES – 545<sup>th</sup> Council Meeting – February 18, 2022

**Purpose:** To record that the minutes of the open session of the 544<sup>th</sup> meeting of Council accurately reflects the business transacted at those meetings.

**Motion to consider:** (requires a simple majority of votes cast to carry)

***That the minutes of the 545<sup>th</sup> meeting of Council, held February 18, 2022, as presented to the meeting at C-546-3.1, Appendix A, accurately reflect the business transacted at that meeting.***

Prepared by: Dale Power, Secretariat Administrator

### 1. Need for PEO Action

In accordance with best business practices, Council should record that minutes of an open session of a meeting of Council accurately reflect the business transacted at a meeting.

### 2. Current Policy

Chapter X Minutes, Section 211 Approval of minutes of previous meeting, of Nathan and Goldfarb's Company Meetings states under Comment that, "There does not appear to be any obligation to have minutes signed to be valid or approved, but it is considered good practice. The motion does not by itself ratify or adopt the business transacted; it merely approves the minutes."

### 3. Appendices

- Appendix A - Minutes – 545<sup>th</sup> Council open session meeting – February 18, 2022

**C-546-3.1  
Appendix A**

## MINUTES

The 545th MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was held via ZOOM Videoconference on Friday, February 18, 2022, 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
  - 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
  - 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
  - R. Subramanian, P.Eng., Northern Region Councillor
  - S. Sung, Lieutenant Governor-in-Council Appointee
  - R. Walker, P.Eng., Eastern Region Councillor
- Regrets:**
- R. Brunet, P.Eng., Lieutenant Governor-in-Council Appointee
  - Q. C. Jackson Kouakou, Barrister and Solicitor, Lieutenant Governor-in-Council Appointee
  - S. Schelske, P.Eng., Lieutenant Governor-in-Council Appointee
- 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
  - P. Gavilanez, Acting Director, Human Resources
  - D. Smith, Director, Communications
  - M. Wehrle, Director, Information Technology
  - 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:

- M. Barzallo, Compliance Analyst, Office of the Fairness Commissioner
- D.A. Brown, Governance Solutions Inc.
- D.L. Brown, Governance Solutions Inc.
- D. Brown, Former PEO President
- H. Brown, CEO, Brown & Cohen
- S. Cameron, Ministry of the Attorney General's Office (minutes 12406 and 12407 only)
- D. Chui, P.Eng., PEO Director, Engineers Canada
- N. Hill, P.Eng., PEO Director, Engineers Canada
- 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
- R. Steinecke, Maciura LeBlanc (minute 12409 only)

Council convened at 10:00 a.m. on Friday, February 18, 2022.

#### **CALL TO ORDER**

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

#### **12398 - APPROVAL OF AGENDA (OPEN SESSION)**

The Chair advised that discussion regarding item 2.10 Election Issues would take place immediately after the lunch break with legal counsel Richard Steinecke present. He further noted that legal advice provided by Richard Steinecke would be made public after the Council meeting.

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

**That:**

- a) The open agenda, as presented to the meeting at C-545-1.2, Appendix A be approved; and**
- b) the Chair be authorized to suspend the regular order of business.**

**CARRIED**

#### **12399 - DECLARATION OF CONFLICTS OF INTEREST**

There were no conflicts of interest declared.

#### **12400 - PRESIDENT'S REPORT**

The Chair provided a verbal report on the following topics:



- Resignation of Councillor Todd Bruyere, P.Eng., Lieutenant Governor-in-Council Appointee as of February 11, 2022. Attorney General Doug Downey has acknowledged the resignation and thanked Mr. Bruyere for his service. President Bellini, on behalf of PEO Council, also thanked Todd for his service to PEO since 2020.
- Annual meeting with Attorney General Doug Downey on November 22, 2021 to provide a thorough update on PEO's ongoing transformation project to become a modern, effective regulator as well as discussing the Canadian experience requirement, mandatory Continuing Professional Development for practitioners and PEO's anti-racism and anti-discrimination initiatives.
- Attended the virtual Ontario Professional Engineers Awards dinner on November 26, 2021. In line with PEO's regulatory focus this will be the last year for PEO involvement with the awards. The OPEA program has been fully transitioned to OSPE, beginning with the 2022 event.
- Attended the Scarborough Chapter AGM on January 22, 2022 providing a 30-minute presentation on PEO's transformation project.
- On February 16, 2022 President Bellini participated in the Black Engineers of Canada fireside chat where he joined presidents from fellow regulators from BC, the Yukon, Alberta and Nova Scotia in discussing what is being done to improve equity, diversity and inclusion in engineering. President Bellini spoke about PEO's ongoing transformation project, particularly around what PEO is doing to address areas where it can be more transparent and objective in making regulatory determinations, such as reviewing PEO's licensing processes as well as the 12-month Canadian experience requirement. He also discussed PEO's Anti-Racism and Anti-Discrimination Exploratory Working Group that is developing recommendations on how best to address issues of racism and discrimination in all aspects of PEO's work as a regulator, an organization and an employer.

It was noted that at the February 2020 meeting Council debated on a policy recommendation on indigenous matters. The Chair advised that the governance process would be followed in moving the truth and reconciliation policy forward. He advised that staff would take the initiative to make this happen and that a report would be provided at the April 8, 2022 Council meeting.

#### **12401 - CEO/REGISTRAR'S REPORT**

CEO/Registrar Zuccon noted that his report was in the agenda package. He referred to the *Fair Access to Regulated Professions and Compulsory Trades Act* (FARPACTA) changes which provide clear direction on Licensure processes. He also discussed the Academic Review Committee (ARC) and ERC reviews. With over 7,800 applications PEO had another record year. He then responded to questions.

#### **Further information requested**

- In next report provide an update regarding the challenges? to conducting more ERC interviews
- Information Discovery and Digitization Capacity Project - a target completion date as to when will be fully digitized in the report
- 1,643 left the profession – is there a metric when people become re-employed – take under advisement
- Revenues are in excess of 6.9 million – is there any risk to PEO's not for profit status?

#### **12402 - NOMINATION OF PEO DIRECTOR TO ENGINEERS CANADA BOARD**

President-elect Colucci advised that he wished to withdraw his name as a candidate for nomination of PEO Director to the Engineers Canada Board.

Since President Bellini had put his name forward as a candidate he passed the gavel to President-elect Colucci.

President-elect Colucci advised that there were two candidates, Christian Bellini and Darla Campbell, who were invited to speak to their candidacy. Following this an election was held. Following the election it was announced that President Bellini was the successful candidate.

Moved by Councillor MacCumber, seconded by Councillor Chiddle:

**That Christian Bellini, P.Eng. be nominated as a PEO Director to the Engineers Canada Board of Directors, for a three-year term effective as of the 2022 Engineers Canada Annual General Meeting.**

**CARRIED**

President-elect Colucci returned the gavel to President Bellini.

#### **12403 - ENGINEERS CANADA DIRECTORS REPORT**

D. Chui referred to some of the items in the Engineers Canada Directors Update January 2022 which included Gold level certification, National Members Database, Equity, Diversity and Inclusion, Infinity Program, Engineers Canada scholarship, etc.

#### **12404 - GUIDELINE - USE OF THE PROFESSIONAL ENGINEER'S SEAL**

The proposed guideline will reflect the amendments to Regulation 941 which will come into effect on July 1, 2022. Councillor MacCumber advised that many of the amendments are to address inconsistencies and provide clarification.

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

**That Council:**

**Approve the publication of the guideline Use of the Professional Engineer's Seal as presented to the meeting at C-545-2.5, Appendix B;**

**Direct the Registrar to publish the guideline and notify members and the public of its publication through usual PEO communications; and**

**Stand down the PSC subcommittee which prepared the Use of the Professional Engineer's Seal guideline.**

**CARRIED**

#### **12405 - GOVERNANCE ROADMAP - PHASE 4**

Council was asked to approve a process to establish policy direction regarding activities and outputs that were classified as neither regulatory nor governance based on the Activity Filter.

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

**Whereas Council, responding to a recommendation of the 2019 External Regulatory Review, authorized the use of an Activity Filter to determine which activities and outputs were regulatory, which were governance, and which were neither; and**

**Whereas the application of the Activity Filter suggested that Chapters' activities and associated outputs are neither regulatory nor governance,**

**Therefore,**

- 1. Council nonetheless affirms the continuation of Chapters as currently referenced in the regulations and by-laws of the Association, and endorses the process recommended by the Governance & Nominating Committee (GNC) to deal with activities and outputs of Chapters as well as other activities and outputs that are "neither" regulatory nor governance, as illustrated in the Appendix to this Briefing Note.**
- 2. Council directs that GNC oversee a risk assessment, with a view to eliminating high-risk outputs and operationalizing others so that volunteer engagement is maintained, and more effective organizational control is ensured.**
- 3. Council further directs GNC to bring a report with necessary recommendations to Council for decision.**

Moved by Councillor Chisholm, seconded by Councillor Chahine:

**That the Governance Roadmap – Phase 4 motion be postponed to the next meeting of Council.**

**DEFEATED**

Moved by Councillor Notash, seconded by Councillor Chahine:

**That the second paragraph be amended to include "which includes consultation with the Chapters"**

**CARRIED**

The main motion as amended was then voted on.

**Whereas Council, responding to a recommendation of the 2019 External Regulatory Review, authorized the use of an Activity Filter to determine which activities and outputs were regulatory, which were governance, and which were neither; and**

**Whereas the application of the Activity Filter suggested that Chapters' activities and associated outputs are neither regulatory nor governance,**

**Therefore,**

- 1. Council nonetheless affirms the continuation of Chapters as currently referenced in the regulations and by-laws of the Association, and endorses the process recommended by the Governance & Nominating Committee (GNC) to deal with activities and outputs of Chapters as well as other activities and outputs that are "neither" regulatory nor governance, as illustrated in the Appendix to this Briefing Note.**

2. Council directs that GNC oversee a risk assessment, which includes consultation with the Chapters, with a view to eliminating high-risk outputs and operationalizing others so that volunteer engagement is maintained, and more effective organizational control is ensured.

3. Council further directs GNC to bring a report with necessary recommendations to Council for decision.

**CARRIED**  
**1 abstained**

#### **12406 - ACT CHANGES - OPERATIONAL AND PROCEDURAL IMPROVEMENTS**

Council was asked to approve operational and procedural improvements to the Act to support mandatory annual reporting and audits, electronic communication, efficiency, mandatory CPD participation and to streamline timeframes for complaints. Councillor MacCumber, Regulatory and Policy Legislation Committee (RPLC) Chair advised that changes to the Act would allow the Complaints Committee to act on Registrar's Investigation reports without having to open a new complaint so that work is not duplicated. Following Council's approval, the Ministry of the Attorney General will be asked to amend the *Professional Engineers Act* accordingly.

Moved by Councillor MacCumber, seconded by Councillor Chiddle:

Required a two-thirds vote cast to carry

**That Council approves requesting the Ministry of the Attorney General to amend the Professional Engineers Act to**

- 1. Provide for electronic delivery of all notices and communication by the Association, as per C-545-2.7, Appendix A;**
- 2. Allow for the mandatory collection and submission of regulatory information from holders of all licence types and certificates of authorization and designations to permit electronic communication to and from the Association, audits, and sanctions for non-compliance with such, as per C-545-2.7, Appendix B; and**
- 3. Allow the Complaints Committee to act on Registrar's Investigation reports without having to open a new complaint, as per C-545-2.7, Appendix C.**

#### **12407 - MANDATORY CPD - REGULATION CHANGE PRELIMINARY REGULATORY IMPACT ASSESSMENT**

Councillor MacCumber advised that the preliminary regulatory impact assessment (PRIA) is a document required to receive Cabinet approval before PEO can ask the Attorney General's office to draft any regulations. The costs associated with PRIA are to the public, not to PEO members and not to PEO for operational issues. This document has to be approved by Council and submitted to the Attorney General's office in order to begin the policy work and the final drafting of any regulations changes. She noted that the cost of the implementation will come at a later stage.

Moved by Councillor MacCumber, seconded by Councillor Chiddle:

**That Council approve the Preliminary Regulatory Impact Assessment (PRIA) and accompanying appendices for the creation of a mandatory CPD program based on PEAK and request the Ministry of the Attorney General to draft necessary amendments to Regulation 941.**

**CARRIED****12408 - ANTI-RACISM AND ANTI-DISCRIMINATION EXPLORATORY WORKING GROUP (AREWG) UPDATE**

Councillor MacCumber advised that a consultation on the draft Anti-racism and Equity Code (ARE Code), managed through a third party, was underway. This consultation will close in March in order to meet the Council approved timelines. She noted that this will be a broad consultation including the Attorney General's Office and the Office of the Fairness Commissioner as well as the public and the profession. She also noted that AREWG would be taking up the Indigenous Land Acknowledgement/Truth & Reconciliation item as part of the working group's action plan.

**12409 - ELECTION ISSUES**

Richard Steinecke, Steinecke Maciura LeBlanc, was asked to provide a legal opinion regarding a complaint that certain communications by PEO during the election period were inappropriate and contrary to the Caretaker Convention employed by Canadian legislatures during election periods and constitute a conflict of interest. This legal opinion was circulated to Council on February 17, 2022. President Bellini advised that this opinion would be available to the public once the 2022 election was closed. R. Steinecke, as part of his opinion, offered some suggestions for moving forward in future elections. President Bellini advised that in the past the Central Election and Search Committee (CESC) provided an Issues Report to go before Council. This report will now go to the Governance and Nominating Committee (GNC) for review and recommendations to Council.

R. Steinecke received comments and responded accordingly.

Moved by Councillor Quinn, seconded by Councillor Notash:

**That the election processes be reviewed by Council before the 2023 election procedures are approved in June 2022.**

**DEFEATED****12410 - GOVERNANCE COMMITTEE UPDATE**

The four governance committees provided a written update.

A councillor referred to the December 15, 2021 D&O insurance presentation by Marsh Insurance Company wherein she asked about risks from an insurance perspective related to in-camera meetings not being recorded and only rudimentary minutes taken. Staff will follow up.

Staff will follow up regarding a question that was asked at the December 15, 2021 D&O presentation by Marsh Insurance Company on risks from an insurance perspective related to in-camera meetings not being recorded and only rudimentary minutes taken.

Councillor Arenja advised that GNC would be looking at how PEO appoints Engineer Canada Directors

**12411 - 2023 - 2025 STRATEGIC PLAN**

Summary notes from the 2023-2025 Strategic Plan Kick-Off Meeting on January 28, 2022 were included in the agenda package.

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**12412 - CONSENT AGENDA**

Moved by Councillor Arenja, seconded by Councillor Chiddle:

**That the consent agenda be approved, consisting of:**

**3.1 Minutes – 544th Council meeting – November 19, 2021**

**3.2 Changes to the 2022 Statutory and Regulatory Committees' Membership Lists**

**CARRIED**

**12413 - C-544 MEETING MINUTES**

**That the minutes of the 544th meeting of Council, held November 19, 2021, as presented to the meeting at C-545-3.1, Appendix A, accurately reflect the business transacted at that meeting.**

**CARRIED**

**12414 - CHANGES TO THE 2022 STATUTORY AND REGULATORY COMMITTEES' MEMBERSHIP LISTS**

**That Council appoint Waguih ElMaraghy, P.Eng., as chair of the Academic Requirements Committee (ARC), and Andrew Cornel, P.Eng., as chair of the Experience Requirement Committee (ERC), as presented to the meeting at C-545-3.2, Appendix A.**

**CARRIED**

Moved by Councillor Roberge, seconded by Vice-President Spink:

**That Council move in-camera.**

**CARRIED**

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C. Bellini, P.Eng., Chair

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R. Martin, Corporate Secretary

# Briefing Note – Decision

## CONSULTING ENGINEER DESIGNATION APPLICATIONS

**Purpose:** Pursuant to subsection 61(2) of Regulation 941 under the *Professional Engineers Act*, the Consulting Engineer Designation Committee (CEDC) may make recommendations to Council in respect of all matters relating to application for designation as a consulting engineer. The CEDC makes the following recommendations.

**Motion for Council to consider: (requires a simple majority of votes cast to carry)**

1. That Council approve the exemption from examinations and the applications for designation as Consulting Engineer as set out in C-546-3.2, Appendix A, Section 1.
2. That Council approve the applications for redesignation as Consulting Engineer as set out in C-546-3.2, 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-544446-3.2 A, Section 3.

**Prepared by:** Cliff Knox, P.Eng, Division Manager, Licensing & Registration; and Imelda Suarez, Staff Support

**Moved by:** Nick Colucci, P.Eng.

### 1. Need for PEO Action

Pursuant to subsection 61(2) of Regulation 941, the Consulting Engineers Designation Committee may make recommendations to Council on all matters related to the designation, as described in the Regulation. Decisions are made by Council itself.

Council is asked to accept the recommendations of the Consulting Engineer Designation Committee (CEDC) as set out above.

### *Examinations*

With respect to initial applications for designation, clause 56(1)(d) of the Regulation refers to a requirement for applicants to pass examinations prescribed by Council or to have been exempted from such exams. There are currently no examinations set for this purpose. The request to exempt from examinations is hence a formality required by the wording of the Regulation.

The Regulation does not reference any examination requirement for redesignation as a consulting engineer.

### *Designation Requirements*

Subsection 56(1) of the Regulation sets out the criteria for an applicant’s initial designation as a consulting engineer. Failure to meet one or more of these criteria are grounds for denying the application.

The designation or redesignation expires five years from the date it is issued and the criteria for redesignation are set out in subsection 57(2) of the Regulation. Failure to

meet one or more of the criteria are grounds for denying the application for redesignation.

*Permission to Use the Title*

Section 68 of the Regulation sets out the conditions for granting permission for a holder of a certificate of authorization to use the title “consulting engineer” or an approved variation in its business style. Failure to meet the conditions is a basis for denying a request for permission to use the title in connection with the applicant’s Certificate of Authorization.

**2. Next Steps (if motion approved)**

The applicants will be informed by the CEO/Registrar of Council's decision, in accordance with section 58 of the Regulation.

**3. Peer Review & Process Followed**

<b>Process Followed</b>	All applications were reviewed by PEO staff, the Regional Subcommittees of CEDC and later approved by CEDC on March 17, 2022.
<b>Council Identified Review</b>	Not applicable. Required by Regulation.
<b>Actual Motion Review</b>	As stated under above process.

**4. Appendices**

- Appendix A – Report of the Consulting Engineer Designation Committee
- Appendix B – Legal Implications



<p>C-546-3.2 Appendix A</p>
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To the 546<sup>th</sup> Meeting of the Council of  
Professional Engineers Ontario

**REPORT OF THE CONSULTING ENGINEER DESIGNATION COMMITTEE**

**Chair: Steve van der Woerd, P.Eng.**

- 1. The Committee has reviewed the following applications for DESIGNATION and recommends to Council that these 15 applicants be exempted from examinations pursuant to Section 56(2) of O.Reg.941 and that they be considered for DESIGNATION AS CONSULTING ENGINEER, having met the requirements pursuant to Section 56(1) of O.Reg.941:**

#	P.Eng.	Company Name	Address	Licence #
1.1	Anrep, Frank	Anrep Incorporated	199 Red Log Lane, Bancroft ON, K0L 1C0	1132018
1.2	Butrsingkorn, Peera	MCW Consultants Ltd	615-207 Queen's Quay W, Toronto ON, M5J 1A7	100078349
1.3	Chiasson, Stephane	SNC Lavalin	2140 Regent St S, Sudbury ON, P3E 5S8	100173503
1.4	Golakovich, Mark	Sabourin & Kimble Associates Ltd.	110 Old Kingston Rd, Ajax ON, L1T 2Z9	100164446
1.5	Gulzar, Abdullah	Vellore Engineering Ltd.	15 Vas Rd, Woodbridge ON,	100101907
1.6	Hall, Michael	Condeland Engineering Ltd.	200- 350 Creditstone Rd, Concorde ON, L4K 3Z2	90534686
1.7	Lau, Kai Pak (Desmond)	MCW Consultants Ltd	615-207 Queen's Quay W, Toronto ON, M5J 1A7	90434283
1.8	Lee, Bernard	Soil Engineers Ltd	100-90 West Beaver Creek Rd, Richmond Hill ON, L4B 1E7	100104568
1.9	Lohonyai, Adam	Origin and Cause Inc	1-1336 Sandhill Dr, Ancaster ON, L9G 4V5	100233966
1.10	Martin, Jeffrey	Element Forensic Engineering Inc.	5420 Mainway, Unit 2D, Burlington ON, L7L 6A4	100168670
1.11	Matthews, Michael	Jacobs Consultancy Canada Inc.	200-1565 Carling Ave, Ottawa ON, K1Z 8R1	100226434
1.12	Pace, Michael	DEI & Associates Inc.	55 Northland Rd, Waterloo ON, N2V 1Y8	100171722
1.13	Sabourin, Ryan	Sabourin & Kimble Associates Ltd.	110 Old Kingston Rd, Ajax ON, L1T 2Z9	100135594

1.14	Tumanguil, Jericho	2790997 Ontario Inc (o/a) Engineering Constructs	34 Woodcreek Dr, Brampton ON, L6Z 4V5	100151998
1.15	Wong, Wai-Man (Fanny)	CH2M Hill Canada Limited	400-245 Consumers Rd, Toronto ON, M2J 1R3	90444357

- 2. The Committee has reviewed the following applications for REDESIGNATION and recommends to Council that these 32 applicants be granted REDESIGNATION AS CONSULTING ENGINEER, having met the requirements pursuant to Section 57(2) of O.Reg.941:**

#	P.Eng.	Company Name	Address	Licence #
2.1	Bolhous, Aaron	CHA Canada, Inc.	404-80 King St, St Catharines ON, L2R 7G1	100055524
2.2	Bowick, John	Blackwell Bowick Partnership Limited	1301-134 Peter St, Toronto ON, M5V 2H2	90360991
2.3	Brisson, Andre	Objective Engineering Inc.	A-151 Oxford St, Ingersoll ON, N5C 2V8	100024703
2.4	Chase, Evan	Vanderwesten & Rutherford Associates Inc.	7242 Colonel Talbot Rd, London ON, N6L1H8	90339540
2.5	Corbett, Ivan	GeoTerre Limited	215 Advance Blvd, Unit 5/6, Brampton ON, L6T 4V9	90228842
2.6	Dedhar, Saleem	S2S Environmental Inc.	260 - 1099 Kingston Rd, Pickering ON, L1V 1B5	11057502
2.7	Fernandez, Isabelle	Vanderwesten & Rutherford Associates Inc.	260-1130 Morrison Dr, Ottawa ON, K2H 9N6	100153936
2.8	Gerrits, Francis	Western Mechanical Electrical Millwright Services Ltd.	160 Brock St, Barrie ON, L4N 2M4	90372004
2.9	Gonsalves, Stanislaus	EXP Services Inc.	1595 Clark Blvd, Brampton ON, L6T 4V1	16533010
2.10	Graham, Levi	Black Creek Engineering Inc.	1086 Modeland Rd, Sarnia ON, N7S 2Y0	100009184
2.11	Hamann, Stephen	Hamann Engineering Structural Consultants Ltd.	44 Caronridge Cres, Scarborough ON, M1W 1L2	18023010
2.12	Hughes, Kevin	Renoasis Ltd. (o/a) Renoasis Engineering	1-240 Industrial Parkway S, Aurora ON, L4G 3V6	100155576
2.13	Johnson, Jason	Dillon Consulting Limited	1400-130 Dufferin Ave, London ON, N6A 5R2	100106598
2.14	Kapusniak, Kenneth	HGS Limited	3260 Devon Dr, Windsor ON, N8X 4L4	90476318
2.15	Kennedy, Mark	MIG Engineering (2011) Ltd.	453 Christina St N, Sarnia ON, N7T 5W3	90227257
2.16	Korany, Yasser	Origin and Cause Inc.	120 Watline Ave, Mississauga ON, L4Z 2C1	100037649
2.17	Kwan, John	K.O. & Partners Ltd.	15-333 Denison St, Markham ON, L3R 2Z4	90247354

2.18	Lazarek, Marcin	Pario Engineering & Environmental Sciences LP	553 Basaltic Rd, Unit B, Concord ON, L4K 4W8	90451758
2.19	Le, Canh	MCW Consultants Ltd	615-207 Queen's Quay W, Toronto ON, M5J 1A7	25956301
2.20	Lorenzen, James	Lorenzen Engineering Corporation	123 Consortium Crt, London ON, N6E 2S8	27397504
2.21	Marcu, Mihail	Marcu, Mihail Ion	5 Woodward Ave, Dundas ON, L9H 4J4	29038403
2.22	Mitches, Julie	Peter T. Mitches & Associates Limited	102-2680 Matheson Blvd E, Mississauga ON, L4W 0A5	100085848
2.23	Monkman, John	Bendigo Consulting Inc.	666 Ardleigh Cres, Burlington ON, L7L 4K8	32345514
2.24	Pearson, Gary	Pearson Engineering Ltd.	B7-48 Alliance Blvd, Barrie ON, L4M 5K3	100061986
2.25	Schuknecht, Brent	Johnson Sustronk Weinstein + Associates	1-44 East Beaver Creek Rd, Richmond Hill ON, L4B 1G8	90295445
2.26	Steadman, Michael	CHA Canada, Inc.	404-80 King St, St Catharines ON, L2R 7G1	90475898
2.27	Sutton, Peter	Terrapex Environmental Ltd.	90 Scarsdale Rd, Toronto ON, M3B 2R7	90444639
2.28	Tape, William	Haddad Morgan and Associates Ltd.	1316 Ouellette Ave, Windsor ON, N8X 1J8	100026210
2.29	Tassone, Nicola	Building Sciences Inc.	1-221 Rayette Rd, Concord ON, L4K 2G1	90262601
2.30	Thompson, James	Thompson, James Arthur	686 Peterborough Ave, Peterborough ON, K0L 1H0	46190500
2.31	Trudell, Marc	Englobe Corp.	417 Exeter Rd, London ON, N6E 2Z3	47048509
2.32	Udall, Jeffrey	Caskanette Udall Consulting Engineers	675 Queen St S, Kitchener ON, N2M 1A1	90522376

3. The Committee recommends to Council that the following **10 FIRMS** be granted **PERMISSION TO USE THE TITLE “CONSULTING ENGINEERS”** (or variations thereof), having met the requirements pursuant to Section 68 of O.Reg.941:

#	Company Name	Address	Designated Consulting Engineer(s)
3.1	Cermak Peterka Petersen Wind Engineering Consultants, Ltd.	4400-181 Bay St, Toronto ON, M5J 2T3	Jon Galsworthy, P.Eng.
3.2	Hytco Energy Inc.	349 Fairlawn Ave, Toronto ON, M5M 1T5	Yousef Taghipoor, P.Eng.
3.3	J.L. Richards & Associates Limited	864 Lady Ellen Place, Ottawa ON, K1Z 5M2	Saverio Parrotta, P.Eng., Brian Hein, P.Eng., Ryan Matthews, P.Eng., and Michael Troop, P.Eng.
3.4	Jacobs Consultancy Canada Inc.	400-245 Consumers Rd, Toronto ON, M2J 1R3	Ryan Connor, P.Eng.

3.5	Lesmile Engineering Inc.	2 Malabar Pl, North York ON, M3B 1A5	Qin Ze Yang, P.Eng.
3.6	McIntosh Perry Consulting Engineers Ltd.	115 Walgreen Rd, RR3, Carp ON, K0A 1L0	Steven Pilgrim, P.Eng.
3.7	Mott MacDonald Canada Limited	400-145 Wellington St W, Toronto ON, M5J 1H8	Thomas Woods, P.Eng. and Manohar Mudhar, P.Eng.
3.8	Smart Structural Solutions Ltd.	295-7250 Keele St, Concorde ON, L4K 1Z8	Hamidreza Hemati, P.Eng.
3.9	The Hidi Group Inc.	200-155 Gordon Baker Rd, North York ON, M2H 3N5	David Sinclair, P.Eng.
3.10	The NB Partnership Engineers Inc.	3-71 Marycroft Ave, Woodbridge ON, L4L 5Y6	Syed Naqui, P.Eng.

C-546-3.2  
Appendix B

**CONSULTING ENGINEER DESIGNATION APPLICATIONS**

**Legal Implications/Authority**

1. Pursuant to Section 56(2), Council has the authority to exempt an applicant from any of the examinations required by section 56(1) to be taken by an applicant for a Consulting Engineer Designation if Council is satisfied that the applicant has appropriate qualifications.

Pursuant to Section 56(1) Council **shall** designate as a Consulting Engineer every applicant for the Designation who meets the requirements set out in Section 56(1)(a-d). As a result, there does not appear to be any discretion for Council to refuse applicants who meet the requirements.

2. Pursuant to Section 57(2) Council **shall** redesignate as a consulting engineer every applicant who meets the requirements of section 57(2) (a-c). As a result, there does not appear to be any discretion for Council to refuse applicants who meet the requirements.

# Briefing Note – Decision

C-546-3.3

## CHANGES TO THE 2022 COMMITTEES MEMBERSHIP LISTS

**Purpose:** To appoint members to the Academic Requirements Committee (ARC), Consulting Engineer Designation Committee (CEDC) and Complaints Committee (COC), a chair and vice chair to the Consulting Engineer Designation Committee (CEDC) and to inform Council of other in-year changes to the *2022 Committees Membership Lists*.

**Motion(s) to consider:** (requires a simple majority of votes cast to carry)

**That Council appoint members to the Academic Requirements Committee (ARC), Consulting Engineer Designation Committee (CEDC) and Complaints Committee (COC) as presented to the meeting at C-546-3.3, Appendix A, and a chair and vice chair to the Consulting Engineer Designation Committee (CEDC) as presented to the meeting at C-546-3.3, Appendix B.**

**Prepared by:** Viktoriya Aleksandrova – Committee Coordinator

**Moved by:** Councillor Chan, P.Eng.

### 1. Need for PEO Action

Subsections 40.(1) and 62.(1) of the *Regulation 941/90* of the *Professional Engineers Act* and 23(1) of the *Act* require that members of the Academic Requirements Committee (ARC), Consulting Engineer Designation Committee (CEDC) and Complaints Committee (COC) respectively be appointed by Council.

Dr. Seimer Tsang, P.Eng., a member of the Association, is recommended for appointment to the Academic Requirements Committee (ARC).

Ms. Dalila Giusti, P.Eng., a member of the Association, is recommended for appointment to the Consulting Engineer Designation Committee (CEDC).

Mr. Mark Campbell, P.Eng., a member of the Association, is recommended for appointment to the Complaints Committee (COC).

All members recommended for appointment to their respective committees have completed the required mandatory training for PEO volunteers. The above appointments are for a one-year term with the potential for re-appointment by Council thereafter, as per the applicable policy.

*Appendix A* contains the names and resumes of members proposed for appointment to their respective committees.

Pursuant to subsection 62.(1) of the *Regulation 941/90* of the *Act*, Council is to appoint a chair and vice chair to the Consulting Engineer Designation Committee (CEDC). The election of chair and vice chair took place in March 2022. The names of chair and vice chair are presented for Council's approval/appointment in *Appendix B*.

*Appendix C* is presented for information only and outlines other changes to the *2022 Committees Membership Lists*.

### 2. Next Steps (if motion approved)

The *2022 Committees Membership Lists* will be updated accordingly. Resigned members will receive digital *Certificates of Appreciation* in accordance with the protocol.

## **Changes to the 2022 Committees Membership Lists**

### **546<sup>th</sup> Council Meeting**

#### **3. Appendices**

- Appendix A – Names members proposed for appointment to ARC, CEDC and COC
  - Appendix A(i) – Resume of Dr. Seimer Tsang, P.Eng.
  - Appendix A(ii) – Resume of Ms. Dalila Giusti, P.Eng.
  - Appendix A(iii) – Resume of Mr. Mark Campbell, P.Eng.
- Appendix B – Names of chair and vice chair proposed for appointment to CEDC
- Appendix C – Other changes to the *2022 Committees Membership Lists*.

## Changes to the 2022 Committees Membership Lists

### 546<sup>th</sup> Council Meeting

C-546-3.3  
Appendix A

#### Names of members proposed for appointment:

First/Last Name	Term of Service	Committee / Task Force
Seimer Tsang, P.Eng.	One-year term	Academic Requirements Committee (ARC)
Dalila Giusti, P.Eng.	One-year term	Consulting Engineer Designation Committee (CEDC)
Mark Campbell, P.Eng.	One-year term	Complaints Committee (COC)



**Education**

- B. Eng. (1968), M. Eng. (1971), D. Eng. (1976), Sir George Williams/Concordia University, Montreal, Quebec, Canada

**Relevant Work History**

- 1968 – 1977, Graduate Studies, Laboratory Instructor and Sessional Lecturer, Mechanical Engineering Department, Sir George Williams/Concordia University
- 1977 – 2005, Professor, Mechanical Engineering Department, Lakehead University, Thunder Bay, Ontario (15 years as Department Chair)

**Professional Engineers Ontario Activities**

- Member of PEO since 1977
- Lakehead Chapter Executive, 1996 – 2008; Vice-Chair, 1997 – 1998; Chair, 1998 – 2002; (Leader: National Engineering Week & Engineers Day for Lakehead Chapter)
- Member of Chapter Structure and Revitalization Team (START I), 1999 – 2000
- Member of Academic Requirements Committee, 1999 – 2020
- Member of ARC Subcommittee which drafted the 2001 and 2015 editions of the Licensing and Registration Policies and Guidelines (aka the Red Book)
- Faculty Advisory Committee of Student Membership Program Lakehead University Committee, 1999 – 2005
- Member of OSPE/PEO Provincial Wide Participation Working Group, 2001
- Member of Council, 2003 – 2008 (Co-Chair of Chapter Boundary task Force 2007 – new Chapter Boundaries endorsed by Council)
- Member of Discipline Committee, 2003 – 2007, 2009 – 2011
- Member of Ontario Professional Engineers Foundation for Education, 2006 – 2008
- Member of Central Election and Search Committee, 2008 – 2009

**The Canadian Engineering Accreditation Board (CEAB)**

The engineering education standards in Canada is set by the Canadian Engineering Accreditation Board (CEAB) which is a standing committee of Engineers Canada. Each regulatory body in the provinces and territories of Canada has representation in the governing board that approves the accreditation standards in engineering education in Canada. Graduates from an accredited engineering program do not have to write technical examinations for the Professional Engineer, P. Eng., licence to practise professional engineering anywhere in Canada. But they all must write the Profession Practice Examination (PPE), acquire four (4) years of relevant engineering experience based on a set of criteria, and pay a fee to qualify for the P. Eng. Licence.

For graduates from a non-CEAB accredited engineering program, the licensing standards are set by the regulatory bodies following the recommendations from the Canadian Engineering

Seimer Tsang, P. Eng., Resume Summary, April 2021

Qualification Board (CEQB,) which is a standing committee of Engineers Canada with representations from the regulatory bodies of the provinces and territories of Canada.

Members of the Academic Requirements Committee (ARC) of Professional Engineers Ontario (PEO) follow the Licensing and Registration Policies and Guidelines (aka the Red Book) in the assessment of academic qualifications of non-CEAB graduates for the P. Eng. Licence. Instead of having to read the entire Red Book for the understanding of the licensing policies and guidelines, a summary of assessment processes is provided in the document titled *“Interpretive Statement on Equivalent Engineering Education Qualifications”* which was endorsed by the PEO Council in March 2017.

### **As Mechanical Engineering Department Chair at Lakehead University**

- Among other duties, the Chair must make sure the Mechanical Engineering Program curriculum is current and continuously satisfy the Canadian Engineering Accreditation Board (CEAB) accreditation criteria.
- Read the yearly published CEAB accreditation report, watch for changes in accreditation criteria and adjust program elements (a lengthy university process for any curriculum changes) accordingly.
- Prior to the CEAB accreditation visit, prepare massive documents for the accreditation of the Mechanical Engineering Program (which achieved the maximum 6-years accreditation twice during my tenure as chair of the department).
- This Canadian engineering accreditation process is unique and well recognized in the world in engineering education. The requirements for the P. Eng. Licence to practise professional engineering are written into laws and regulation in the provinces and territories.

**DALILA C. GIUSTI, P.ENG.**

**EDUCATION**

B.A.Sc., University of Toronto, 1984, Civil Engineering.

Undergraduate thesis topic "Sound Mechanisms and Methods of Control in Residential Development".

Course on Noise Control for Buildings and Manufacturing Plants, Bolt, Beranek and Newman, 1985. The course included the fundamentals of acoustics and sound propagation; and design of noise and vibration control for buildings and mechanical equipment.



**AFFILIATIONS**

Association of Professional Engineers of Ontario (PEO)  
Designated Consulting Engineer (PEO)  
Canadian Acoustical Association (Treasurer)  
Experience Requirements Committee (ERC), (PEO)

**EXPERIENCE**

2003 to date - President, Jade Acoustics Inc., Vaughan 1989

to 2003 - Vice-president, Jade Acoustics Inc., Vaughan

Responsible for all aspects of company projects including environmental noise and vibration studies for residential developments including multi-family residences (townhouses, highrise), single family homes; and co-operative developments, control of noise and vibration in buildings due to occupants and mechanical equipment for both residential and commercial facilities, industrial noise control and room acoustics design.

Experience includes preparation of environmental noise studies for both the private sector and government agencies to address noise created by transportation vehicles, industrial operations, mechanical equipment, quarry and pit operations and landfills.

The preparation of the environmental noise studies involves on-site noise measurements, data analyses, design of mitigative measures, report preparation, interfacing with consultants, various levels of government, the public and client liaison.

Involved in committees convened by the Ministry of the Environment to review the noise prediction models (STAMSON 4.1) and to study revisions to the model noise control by-laws.

1984 to 1989 - Senior Engineer, Valcoustics Canada Ltd., Toronto

Responsible for supervision of technical staff, testing, analysis, design, report writing and client liaison.

Preparation of environmental impact studies of noise and vibration for residential, commercial and industrial development and public works projects such as highways, airports, etc., including measurements, analysis, design, computations and report writing.



#### **OTHER PROFESSIONAL ACTIVITIES**

Contributing researcher and author of the "Traffic Noise and its Mitigation" section, Roads and Transportation Association of Canada (RTAC) Geometric Design Standards Manual.

Lecturer for cross Canada RTAC seminars on the topic of "Traffic Noise and its Mitigation".

Section in RTAC Manual and lectures included the basic principles of acoustics with emphasis on traffic noise, criteria used to evaluate traffic noise, traffic noise prediction techniques, mitigative measures and sound barrier design.

Research for proposed changes to OBC with respect to exterior noise.

Participating consultant interviewed for the educational video tape, prepared by Event Horizon, "Applied Mathematics: Quadratics", discussion on the acoustics of Roy Thomson Hall.

Expert witness before the Local Planning Appeal Tribunal (LPAT), Ontario Municipal Board (OMB) and the Alcohol & Gaming Commission of Ontario (AGCO).



**MARK CAMPBELL, M.Eng., P.Eng.**  
Structural Engineer

**Years of Professional Experience** 15

#### Education and Affiliations

- Professional Engineers Ontario
- Masters of Engineering, University of Toronto, 2010
- Bachelor of Applied Science, Engineering, University of Waterloo, 2006

#### Work Experience

*WalterFedy*

- Structural Engineering Lead (2021-Present)

#### *Prior Employment*

- Senior Project Manager, Structures, WSP (2014-2021)
- Engineer/Project Manager, Structures, Halsall Associates (2008-2014)
- Structural Designer, MMM Group (2006-2008)

#### Contact Information

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Mark Campbell has over 15 years of structural design and project management experience for a variety of structures including multi-tenant residential developments, emergency service buildings, community centres, arenas, educational institutions, healthcare facilities, and aviation facilities. He enjoys the challenge of finding innovative solutions for building design to meet the client's overall vision while working with the entire project team to create a safe and efficient structural design.

Mark has experience leading both the structural delivery and multi-disciplinary projects of various scope and size with construction costs ranging from \$1 million up to \$600 million. He has experience in the design of structural steel, reinforced concrete, post-tensioned concrete, masonry, and timber structures.

#### HIGHLIGHTED PROJECT EXPERIENCE

##### **City of Toronto – Toronto Pan Am Sports Centre**

This Design-Build-Finance (DBF) project is on the University of Toronto's Scarborough campus. The 300,000 SF facility was used during the Toronto 2015 Pan Am Games and was designed to facilitate broadcasts and security for the international sporting environment. It includes two ten-lane, 52 metre international competition pools and a 5.5 metre deep diving tank. The main competition pool includes a spectator capacity of ~6,000. The facility has an indoor recreational track, fitness facilities, and flexible gymnasium spaces for training and competition. The Canadian Sport Institute occupies a portion of the facility and conducts research on elite athletes. The project is certified LEED Gold. Mark was the Structural Project Manager for this \$160 million, award-winning project.

##### **Corner Brook Acute Care Hospital, Corner Brook, NFLD**

This Design-Build-Finance-Maintain (DBFM) project, led by PCL, is a seven-storey, 600,000 SF, 164-bed acute care facility, including an expanded cancer care program with radiation services. The new hospital includes three main hospital floors, an interstitial mechanical floor, followed by three floors of inpatient units. The building interfaces with the existing adjacent long term care facility at two levels and shares a loading dock. The structural system is composite structural steel framing with a concrete on steel deck floor structure supported by steel columns. Lateral loads are resisted by limited ductility vertical steel cross bracing. The cancer care bunker structure is separated from the main building with an expansion joint. The two bunkers were constructed with cast-in-place concrete. The building structure was designed and detailed to meet the requirements of a post-disaster building. Mark was the overall Engineering Project Manager for this \$750 million project.

##### **City of Toronto/TCDSB/TDSB – Canoe Landing Campus**

Recognizing a vital need for a missing social and educational nexus in Toronto's booming downtown core, the new Canoe Landing Campus houses a community recreation centre, public and Catholic elementary schools, and a child care centre within one innovative campus. To the benefit of the community, the City of Toronto and two publicly funded school boards collaborated to create better facilities than they could have built individually. The project comprises two buildings with an underground parking garage. The buildings are connected through bridge corridors on the second and third floors. The roof accommodates occupied courtyards, PV arrays, and green roof. The north building includes a community centre, TCDSB gymnasium and multipurpose room, and TDSB art and science classrooms. The north building has three storeys with a floor area of 64,500 SF plus 16,000 SF of semi-underground parking. The south building includes a daycare centre, TDSB, and TCDSB school rooms. The south building has three storeys with a floor area of 80,000 SF plus 22,600 SF of underground parking. Mark served as Structural Project Manager on this \$65 million project.

Mark Campbell,  
M.Eng., P.Eng.

### **Peel Regional Paramedic Services, Reporting Station R3**

The 50,000 SF building is a two-storey slab on grade structure with a one-storey vehicle bay valued at \$14 million. The station contains an administration area (office space, training rooms, and storage), a vehicle apparatus bay on the first floor, and lockers and change rooms on the second floor. Mark served as Structural Project Manager on this assignment.

### **TD Place Stadium, Lansdowne Park**

This is a 360,000 SF stadium project within the \$130 million Lansdowne Park Redevelopment project in Ottawa, Ontario (formerly Frank Clair Stadium and Civic Centre). The new stadium was designed to accommodate professional, university, and community sports. The most striking feature of the design is a \$7.5 million “veil” of glued laminated Alaskan yellow cedar that rises up from the back side of the new south side stands and curls over the top. The project included the structural design of the new south stands, the design of the veil structure comprised of glulam curved frames, and the retrofitting and modification of the north stands to incorporate a new elevator and stair shaft, and modification and addition of ramps on the east side. Mark served as the Project Engineer and Coordinator on this \$71 million project.

### **Durham Regional Police Services – Clarington Police Complex, Phase 2**

This project involved the overall master plan, design, and construction of Phase 2 of the new complex that consists of two buildings: the Centre for Investigative Excellence and the Regional Support Centre. Both buildings were designed as post-disaster buildings and LEED Silver certified. The Centre for Investigative Excellence is 47,000 SF and is estimated at \$15 million. It mainly functions as an office-type building for the investigative team with some space for public interaction. The structure for the two-storey building is cast-in-place concrete with two-way concrete slab supported on concrete columns. The second floor of this building was framed with steel and the floor system is concrete on steel deck. The Regional Support Centre is 114,000 SF and is estimated at \$33 million. It contains a fleet garage, evidence and property storage, and the canine and tactical services units. It is mainly a one-storey structural steel building with a partial second floor mezzanine and is designed as a post disaster building. Mark was the overall and Structural Project Manager for this \$48 million project.

### **City of Brampton – Gore Meadows Aquatics and Fitness Centre, Phase 2**

Conceived of as the new “Centre of the Community”, the facility combines sport, fitness, and library services on one site and under one roof. The central organizing element of the building is a timber-framed public galleria that stretches along the main façade and links the community centre, aquatics centre, and public library. The project was phase two of the Brampton East Community Centre that is 170,000 SF and includes a 25 metre lap pool, leisure pool, fitness centre including a cantilevered running track, and an outdoor ice rink. The project features a main promenade comprised of multiple sloped columns supporting a glulam roof and a large glulam roof structure over the ice rink. The project is registered for LEED certification and valued at \$32 million. Mark served as the Structural Project Manager on this assignment.

### **Brock University – Roy and Lois Cairns Bioscience Research Complex**

This project consisted of a 183,000 SF state of the art research and teaching facility. The main building is a four-storey structure with a “double height” basement level. The structure for the building is a cast-in-place two-way slab concrete system with continuous drops along the longer span. The building houses mainly research laboratories which include a CL3 Laboratory, Vivarium and Phytotron, teaching space, and a multilevel mechanical area to service these spaces. A significant architectural feature of this building is the east side entrance over which a full bay of the building cantilevers out by nine metres. The support of three levels is accomplished by the use of cantilever post-tensioned roof beams being supported at the roof. Mark served as Project Engineer on this \$85 million project.

### **Roy B. Clarkson Fire Hall and Paramedic Station, Station #302**

This project consists of a new 18,000 SF fire and paramedic station. The fire station consists of four double drive-thru truck bays, maintenance, and repair workroom that are fully equipped, as well as living quarters and amenity spaces. The paramedic station includes two side-by-side drive-thru vehicle bays, along with amenity spaces and a separate entrance. The building was built to LEED Silver standards and valued at \$6 million. Mark served as Structural Project Manager on this assignment.

Mark Campbell,  
M.Eng., P.Eng.

### **Valley Line West LRT Extension Pursuit, Edmonton, AB**

The Valley Line West LRT in Edmonton is in the planning stages and is proposed to have 16 stops (14 street level, 2 elevated) over its 14-kilometre length between Downtown and Lewis Farms. In addition to the elevated stations and at-grade stops, there are two large mixed-use facilities, the Gerry Wright Operations and Maintenance facility as well as the Lewis Farms LRV storage facility. These facilities include office space, heavy maintenance shops, overhead platforms, large bridge cranes, train wash stations, and train storage areas. Additionally, eight utility complexes are located along the system length, providing utility services and equipment off site from the stations. Each structure type required tailored foundations, lateral load designs, as well as a combination of construction materials including long-span steel and precast elements to complement in-situ construction details. Mark was responsible for the pursuit-level design documents of the two above-grade stations, serving as Structural Project Manager, valued at \$2.2 billion (estimate).

### **Ryerson University – ILC Building, Feasibility Study**

As part of Ryerson University's overall master plan, a feasibility study was completed for the redevelopment of the International Living and Learning Centre (ILC). The site was identified for redevelopment to add much-needed density for the University. The feasibility study was based on the demolition of the existing eleven-storey building and constructing a new building with ten floors of podium for academic programming with a 40-storey tower above for student residences. A unique aspect of the project is the shared parking garage with the adjacent building and the requirement to maintain garage access to the existing building throughout the redevelopment. Mark served as the overall Project Manager for engineering services on this assignment.

### **Toronto Catholic District School Board – St. Joseph's Morrow Park Catholic Secondary School**

The 105,000 SF project consisted of a two-storey building for classrooms, administration offices, and support services. The building contains a two-storey-high gymnasium, chapel, and theatre on the ground floor along with typical classrooms and cafeteria. The second floor includes classrooms, labs, and a library. The roof accommodates a green roof on 40% of the total area. There is one level of underground parking below the building with a capacity of 95 parking spaces. The parking garage has three exit stairways to the building along with the entrance ramp on the north-west end. Mark served as Structural Project Manager on this \$28 million project.

### **Thompson Airport Terminal, Thompson, MB**

The proposed passenger terminal building is a single storey structure with a mechanical penthouse in the middle of the building and a crawl space under the footprint of the building. The approximate area of the structural steel framed building is 45,500 SF. The terminal is unique for a regional airport in that it has been designed to accommodate both secure (CATSA screened) and non-secure passenger flights and has the flexibility to adjust the allocation of holdroom space based on changing demands by both sectors. The intent of the design is to provide a signature building for the community that meets the long-term needs of the travelling public and airline operators, while providing inviting interior spaces and a simplified wayfinding experience. Mark served as Structural Project Manager on this \$26 million project.

### **Eglinton Crosstown LRT Level 2 Analysis for Existing Structures**

This project determined the impact of tunnelling induced settlement on existing structures, recommended risk mitigation measures, and provided cost estimates for potential damage caused by future tunnelling activities. The potential impacts on buildings vary by soil type through which the tunnels are constructed, as well as the building type, framing, and proximity to the right of way. Five specific buildings were selected for carrying a detailed soil-structure interaction study. The buildings represent a different class of building, by height, material, or use, encountered across the eleven kilometres of projected tunnelling work on Eglinton Ave. Mark served as Project Engineer on this assignment.

## Changes to the 2022 Committees Membership Lists

### 546<sup>th</sup> Council Meeting

C-546-3.3  
Appendix B

#### Proposed CEDC chair and vice chair (elected by the committee):

First/Last Name	Term of Service	Committee / Task Force
Steven van der Woerd, P.Eng.	2 <sup>nd</sup> one-year term	Consulting Engineer Designation Committee (CEDC)
Michael Rosenblitt, P.Eng.	1 <sup>st</sup> one-year term	Consulting Engineer Designation Committee (CEDC)



**Changes to the 2022 Committees Membership Lists****546<sup>th</sup> Council Meeting**C-546-3.3  
Appendix C**Other changes – Chair/Vice Chair (elected by the committee):**

<b>First/Last Name</b>	<b>Term of Service</b>	<b>Committee / Task Force</b>
Jeffrey Lee, P.Eng.	1 <sup>st</sup> one-year term	Government Liaison Committee (GLC) Chair
Asif Khan, P.Eng.	1 <sup>st</sup> one-year term	Government Liaison Committee (GLC) Vice Chair

**Resignations/Retirements:**

<b>First/Last Name</b>	<b>Service Dates</b>	<b>Committee / Task Force</b>
Vicki Hilborn, P.Eng.	2019 – AGM 2022	Equity and Diversity Committee (EDC) member
Ramesh Subramanian, P.Eng.	2018 – AGM 2022	Equity and Diversity Committee (EDC) member