

Briefing Note – Confirmation

C-547-1

CONFIRMATION OF NOTICE AND QUORUM

Purpose: Secretariat to confirm notice and quorum of the meeting.

Prepared by: Eric Chor, Research Analyst

C-547-2

Briefing Note - Decision

APPROVAL OF AGENDA

Purpose: To approve the agenda for the meeting.

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

That:

- a) the agenda, as presented to the meeting at C-547-2, Appendix A be approved; and***
- b) the Chair be authorized to suspend the regular order of business.***

Prepared by: Eric Chor - Research Analyst

Appendices:

- Appendix A – 547th Council meeting agenda

C-547-1.2
Appendix A

Agenda

Kick-off Meeting – 547TH Meeting of the Council - Professional Engineers Ontario
Wednesday, May 4, 2022 / 10:00 am – 2:00 pm (Lunch 12:00 – 12:45 pm)
Virtual Delivery

May 4, 2022 – 10:00 am to 2:00 pm

10:00 am CALL TO ORDER – Formal Public Meeting Begins

<u>AGENDA ITEMS</u>		Spokesperson/ Moved by	Type	Time
PRESIDENT'S OPENING REMARKS AND CALL TO ORDER ACKNOWLEDGEMENT OF ATTENDEES (COUNCIL, STAFF AND GUESTS)				
1.	CONFIRMATION OF NOTICE AND QUORUM	Governance	Confirmation	10:00 am
2.	APPROVAL OF AGENDA	Interim Chair	Decision	
3.	CONFLICTS OF INTEREST: Do any Councillors have a conflict to disclose	Interim Chair	Exception	
4.	SPECIAL RULES OF ORDER	Interim Chair	Decision	10:10 am
5.	APPOINTMENT OF COUNCIL MEETING CHAIR ¹	Interim Chair	Decision	10:25 am
6.	IN-PERSON COUNCIL MEETING PROTOCOL	Chair	Decision	10:30 am
7.	APPOINTMENTS TO COUNCIL TO FILL TWO VACANCIES	Chair	Decision	10:40 am
8.	APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE	Chair	Decision	10:45 am
9.	APPOINTMENT OF VICE PRESIDENT ¹	Chair	Decision	10:50 am
10.	APPOINTMENT OF COUNCILLORS TO GOVERNANCE COMMITTEES FOR 2022-23 <ul style="list-style-type: none"> Audit and Finance Committee Governance and Nominating Committee Human Resources and Compensation Committee Regulatory Policy and Legislation Committee 	Chair	Decision	11:00 am

¹ Secret Vote via Election Runner

<u>AGENDA ITEMS</u>		Spokesperson/ Moved by	Type	Time
	BREAK			11:20 am
11.	APPOINTMENT OF GOVERNANCE COMMITTEE CHAIRS ¹	Chair	Decision	11:30 am
12.	APPOINTMENT(S) TO THE EXECUTIVE COMMITTEE ¹	Chair	Decision	11:40 am
13.	APPOINTMENT OF ELECTED COUNCILLOR TO THE DISCIPLINE COMMITTEE ¹	Chair	Decision	11:50 am
	LUNCH BREAK			12:00 pm
14.	COUNCIL WORKSHOP AND STRATEGIC PLAN UPDATE	Magnetic North	Information	12:45 pm

Formal Public Meeting Ends

UPCOMING MEETINGS: Workshop, Board Meetings, and Plenaries

- **May 12-13, 2022 (Council Workshop)**
- **June 24, 2022 (Council Meeting)**
- **August 24, 2022 (Plenary)**
- **September 23, 2022 (Council Meeting)**
- **October 28, 2022 (Plenary)**
- **November 25, 2022 (Council Meeting)**
- **January 27, 2023 (Plenary)**
- **February 24, 2023 (Council Meeting)**
- **April 5, 2023 (Transition Council Meeting)**

Councillors Code of Conduct

Council expects of itself and its members ethical, business-like and lawful conduct. This includes fiduciary responsibility, proper use of authority and appropriate decorum when acting as Council members or as external representatives of the association. Council expects its members to treat one another and staff members with respect, cooperation and a willingness to deal openly on all matters.

PEO is committed that its operations and business will be conducted in an ethical and legal manner. Each participant (volunteer) is expected to be familiar with, and to adhere to, this code as a condition of their involvement in PEO business. Each participant shall conduct PEO business with honesty, integrity and fairness and in accordance with the applicable laws. The Code of Conduct is intended to provide the terms and/or spirit upon which acceptable/unacceptable conduct is determined and addressed.

At its September 2006 meeting, Council determined that PEO volunteers should meet the same obligations and standards regarding conduct when engaged in PEO activities as they are when engaged in business activities as professional engineers.

[s. 2.4 of the Council Manual]

Briefing Note – Exception

C-547-3

CONFLICTS OF INTEREST

Purpose: Councillors are required to identify any real or perceived conflicts of interest that exist or may exist related to the open Council agenda.

No motion required

Prepared by: Eric Chor, Research Analyst

Councillors are to declare and refrain from participating in any Council matters where they might have a real or perceived conflict of interest.

The Council Chair is responsible for ruling on whether a conflict exists if there is a dispute.

The Councillor with a conflict of interest will be required to leave the Council meeting for the duration of the agenda item, including for any respective votes.

If a Councillor wishes guidance on how to identify any conflicts of interest, the following 9-minute video can be referred to:

https://www.youtube.com/watch?v=fjebnky_j6M

Attached is the link to the “Eliminating Bias in the Registration Process Policy” which references Conflict of Interest.

<https://www.peo.on.ca/sites/default/files/2021-03/policy-eliminating-bias.pdf>

Briefing Note – Decision

C-547-4

SPECIAL RULES OF ORDER

Purpose: To consider the *Special Rules of Order* for 2022-2023.

Motion to consider: (requires a two-thirds majority of votes cast to carry)

That the proposed Special Rules of Order, as presented to the meeting at C-547-4, Appendix A, be approved effective immediately and remain in effect until the close of business at the 2023 Annual General Meeting.

Prepared by: Eric Chor - Research Analyst

Moved by: Councillor Arjan Arenja, P.Eng.

1. Need for PEO Action

Special Rules are rules that are adopted to modify or supplement an organization's adopted parliamentary authority. Pursuant to By-Law No. 1, the adopted parliamentary authority for the Association of Professional Engineers of Ontario is *Nathan & Goldfarb's Company Meetings, 12th Edition*.

Subsection 25(3) of By-Law No. 1 requires that, at the first meeting of Council following the Annual General Meeting, all *Special Rules* which were in force immediately before the close of business at the Annual General Meeting are to be presented to Council for adoption and/or amendment, if it so wishes. Council is therefore asked to approve amended *Special Rules* for the next Council year at this time.

The proposed *Special Rules* are essentially the same as the *Special Rules* from 2021-22, but with an acknowledgement of the role now played by the Governance and Nominating Committee in assisting Council with governance committee and other Council appointments.

2. Recommendation

That the *Special Rules* be approved.

3. Next Steps

If approved by Council, the *Special Rules* will apply throughout the 2022-2023 Council year and any affected staff and Committee chairs will be notified accordingly.

4. Appendices

- Appendix A – Proposed *Special Rules* for the 2022-2023 Council year (clean).
- Appendix B - Proposed *Special Rules* for the 2022-23 Council year (showing amendments from 2021-22)

**C-547-4
Appendix A**



PROPOSED SPECIAL RULES OF ORDER

AT

PEO MEETINGS

2022-2023

1. INTRODUCTION

Special Rules are rules that are adopted to modify or supplement an organization's adopted parliamentary authority. The adopted parliamentary authority for the Association of Professional Engineers of Ontario is *Nathan & Goldfarb's Company Meetings* 12th edition. *Special Rules* are made pursuant to By-Law No. 1.

All members of Council and committees are required to know and abide by both *Nathan & Goldfarb's Company Meetings* and the *Special Rules*.

2. RECONSIDERING AND RESCINDING MOTIONS

2.1 A two-thirds vote is required to reconsider or rescind a resolution made during the then same Council year.

2.2 A motion to reconsider or rescind a resolution made outside the same Council year requires the same vote to pass as the resolution which it seeks to have reconsidered or rescinded.

3. SPEAKING RIGHTS

Every voter has the right to speak twice up to two (2) minutes on each debatable motion. The maker of the motion may choose to speak last as their second opportunity, which will end discussion.

4. LIMITING OR EXTENDING LIMITS OF DEBATE

Debate may be limited or extended by the chair without objection or by a 2/3 vote of eligible voters.

5. PROCEDURES FOR COUNCIL MEETING CHAIR, VICE PRESIDENT, AND OTHER COUNCIL APPOINTMENTS

The following procedures are to be used when making Council Meeting Chair, Vice President and other Council appointments, except as otherwise provided in these Special Rules or in the Act, Regulation or By-Laws:

5.1 As soon as possible prior to the meeting at which such appointments are to be made, the Registrar or designate will ask Councillors to express their interest in serving as Council Meeting Chair, Vice President, member of the Executive Committee, and any other position that Council is required to fill from amongst its members.

5.2 At the meeting, the Chair, who for clarity is the person who served as Chair of Council for the meeting immediately prior to this meeting *or* in that person's absence, such other person as the meeting may choose for this purpose, will ask for additional nominations. If

none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.

5.3 Each candidate will be asked if they consent to the nomination.

5.4 A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Manager, Secretariat that they consent to the nomination and agree to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of their nomination.

5.5 Each nominee will be afforded an opportunity to make a brief (2 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees, so long as such comments do not exceed 2 minutes when read.

5.6 Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).

5.7 Upon completion of the vote, the results will be presented and the Chair will declare the nominee(s) with the most votes elected.

5.8 Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected.

5.9 Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.

5.10 In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.

5.11 If applicable, ballots cast will remain with the Secretariat until a motion to destroy the ballots has been passed by Council.

6. PROCEDURES FOR GOVERNANCE COMMITTEE APPOINTMENTS

6.1 The following procedures are to be used when making appointments to the following committees of Council:

- (a) Governance and Nominating Committee
- (b) Regulatory Policy and Legislation Committee
- (c) Audit and Finance Committee
- (d) Human Resources and Compensation Committee

- 6.2 As soon as possible prior to the meeting at which such appointments are to be made; the Registrar or designate will ask Councillors to express their preference for serving on the aforementioned Committees and whether they wish to serve as chair of any Committee for which they have expressed a preference.
- 6.3 Councillors will advise the Registrar or designate of their Committee participation preferences in the manner prescribed.
- 6.4 The Registrar or designate will advise the Governance and Nominating Committee (GNC) of Councillors' Committee participation preferences.
- 6.5 The GNC will review Councillors' Committee participation preferences and agree on recommendations for appointment to Committees.
- 6.6 The GNC will report to Council on its recommendations.
- 6.7 The Chair will ask for additional nominations or requests for changes in the recommendations presented. If none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.
- 6.8 Council shall confirm the membership of the Committees by resolution.
- 6.9 Once the membership of Committees has been confirmed, Council will choose a chair for each committee using the election process set out above for the Council Meeting Chair, Vice President and other Council appointments, with necessary modifications.

**C-547-4
Appendix B**



**Professional Engineers
Ontario**

PROPOSED SPECIAL RULES OF ORDER

AT

PEO MEETINGS

2022-2023

1. INTRODUCTION

Special Rules are rules that are adopted to modify or supplement an organization's adopted parliamentary authority. The adopted parliamentary authority for the Association of Professional Engineers of Ontario is *Nathan & Goldfarb's Company Meetings* 12th edition. *Special Rules* are made pursuant to By-Law No. 1.

All members of Council and committees are required to know and abide by both *Nathan & Goldfarb's Company Meetings* and the *Special Rules*.

2. RECONSIDERING AND RESCINDING MOTIONS

2.1 A two-thirds vote is required to reconsider or rescind a resolution made during the then same Council year.

2.2 A motion to reconsider or rescind a resolution made outside the same Council year requires the same vote to pass as the resolution which it seeks to have reconsidered or rescinded.

3. SPEAKING RIGHTS

Every voter has the right to speak twice up to two (2) minutes on each debatable motion. The maker of the motion may choose to speak last as their second opportunity, which will end discussion.

4. LIMITING OR EXTENDING LIMITS OF DEBATE

Debate may be limited or extended by the chair without objection or by a 2/3 vote of eligible voters.

5. PROCEDURES FOR COUNCIL MEETING CHAIR, VICE PRESIDENT, AND OTHER COUNCIL APPOINTMENTS

The following procedures are to be used when making Council Meeting Chair, Vice President and other Council appointments, except as otherwise provided in these Special Rules or in the Act, Regulation or By-Laws:

5.1 As soon as possible prior to the meeting at which such appointments are to be made, the Registrar or designate will ask Councillors to express their interest in serving as Council Meeting Chair, Vice President, ~~member of the Discipline Committee, and~~ member of the Executive Committee, and any other position that Council is required to fill from amongst its members. ~~and member of the Joint Relations Committee.~~

5.2 At the meeting, the Chair, who for clarity is the person who served as Chair of Council for the meeting immediately prior to this meeting *or* in that person's absence, such other person as the meeting may choose for this purpose, will ask for additional nominations. If

none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.

5.3 Each candidate will be asked if they consent to the nomination.

5.4 A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Manager, Secretariat that they consent to the nomination and agree to serve in that capacity, if appointed, as well as any comments the candidate might otherwise provide at the meeting in support of their nomination.

5.5 Each nominee will be afforded an opportunity to make a brief (2 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees, so long as such comments do not exceed 2 minutes when read.

5.6 Councillors will vote for the number of positions available (e.g. – Vice President – select one name), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).

5.7 Upon completion of the vote, the results will be presented and the Chair will declare the nominee(s) with the most votes elected.

5.8 Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected.

5.9 Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.

5.10 In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.

5.11 If applicable, ballots cast will remain with the Secretariat until a motion to destroy the ballots has been passed by Council.

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- (c) Audit and Finance Committee
- (d) Human Resources and Compensation Committee

6.2 As soon as possible prior to the meeting at which such appointments are to be made; the Registrar or designate will ask Councillors to express their preference for serving on the aforementioned Committees and whether they wish to serve as chair of any Committee for which they have expressed a preference.

6.3 Councillors will advise the Registrar or designate of their Committee participation preferences in the manner prescribed.

6.4 The Registrar or designate will advise the Governance and Nominating Committee (GNC) of Councillors' Committee participation preferences.

6.36.5 The GNC will review Councillors' Committee participation preferences and agree on recommendations for appointment to Committees.

6.6 ~~The Registrar or designate GNC will report to Council on the preferences as declared its recommendations. If the number of members asking to serve on a Committee exceeds its target membership, the number of members on the committee shall be reduced by the Chair and those not selected shall be given the opportunity to choose another committee instead.~~

6.46.7 The Chair will ask for additional nominations or requests for changes in the recommendations presented. If none are received, the Chair will declare nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.

6.56.8 Council shall confirm the membership of ~~the~~ the Committees by resolution.

6.66.9 Once the membership of Committees has been confirmed, Council will choose a chair for each committee using the election process set out above for the Council Meeting Chair, Vice-President and other Council appointments, with necessary modifications.

Briefing Note – Decision

C-547-5

APPOINTMENT OF COUNCIL MEETING CHAIR

Purpose: To appoint a Council Meeting Chair for the 2022-2023 Council year.

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

That [name to be inserted at the meeting] be appointed the Council Meeting Chair for the 2022-2023 Council year or until their successor is appointed.

Prepared by: Eric Chor, Research Analyst

Moved by: Councillor Arjan Arenja, P.Eng.

1. Need for PEO Action / Process to be followed

Since 2011, Council has had some form of process for selecting a Council Meeting Chair, a role separate from that of President. The current role of the Chair is described in one of the Charters approved in principle by Council at its March 2021 meeting (Appendix A). The core responsibility of the Chair is to propose the agenda for, and preside over, Council meetings.

Those wishing to put their name forward for the position of Council Meeting Chair for the 2022-2023 term submitted their names before the meeting. The Governance and Nominating Committee is not making a recommendation for this position. In addition to candidates who have expressed interest there can be also be self-nominations from the floor. Voting is by secret ballot.

The selection process is described in more detail in the 2021-22 and, if approved, 2022-23 *Special Rules of Order*.

2. Appendices

- Appendix A – President and Chair Charter (Approved in Principle, March 2021)
- Appendix B – Council Meeting Chair Candidate Names submitted to Date



Approved-in-principle by
Council on March 26, 2021

C-547-5
Appendix A

President and Chair Charter

Mandate

The President is the elected leader of Professional Engineers Ontario. The Chair, who is typically also the President, leads Council in carrying out its governance and fiduciary responsibilities to fulfill PEO's mandate to regulate the practice of professional engineering and to govern its members, in order that the public interest is served and protected.

Powers

The authority of the President and Chair rests in the powers given to them by Council, as well as by the General Regulations and is subject to any limits set out in the Act and Bylaws of PEO.

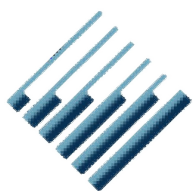
Responsibilities

Acting as Chair of Council:

The Chair provides leadership in guiding Council and coordinating its activities to enhance the effectiveness of PEO's governance, oversee Council operations and processes, act as liaison between the Council and the CEO/Registrar.

In addition to the Chair fulfilling the duties and responsibilities of a Councillor, other specific responsibilities as Chair are to:

- Ensure orderly deliberation and decision-making at Council meetings, making use of the approved rules of order and ensuring all voices are heard.
- Ensure that Council meeting votes reflect consensus decisions or clearly decided motions.
- Work in conjunction with the CEO/Registrar to ensure the effectiveness and efficiency of Council meetings.
- Determine, review, and ensure the completeness of membership meeting and Council agendas, minutes and pre-read information in conjunction with the CEO/Registrar and ensure that the CEO/Registrar provides the Council with sufficient and appropriate information enabling the Council to fulfill its responsibilities and to make decisions.
- Ensure that Councillors' submissions and new business items are appropriately triaged and managed (including directing to staff and/or committee for further review and action as per the Councillor Submission Policy).
- Attend applicable committee meetings, whether as a member or observer, to facilitate the co-ordination of regulatory and governance work across PEO's governing bodies.
- Ensure that Council meeting discussions are focused on regulatory and governance issues of a strategic nature, in keeping with Council's own prescribed role as a governance board.
- Build Council transparency, unity, solidarity, and trust.
- Understand the need for and utilize in-camera meetings appropriately.



Professional Engineers Ontario

- Demonstrate Council's integrity and ethical behaviour including conflict of interest declarations when appropriate.
- Coach Councillors, collectively and individually, to ensure full utilization of individual capabilities and optimum performance of the Council.
- Speak on behalf of the Council, stating Council's position on issues it has considered or policies that PEO has previously adopted, as per the Communication policy.
- In conjunction with CEO/Registrar, ensure that the Councillors are, always duly informed on matters of substance which fall within Council's regulatory governance mandate.
- Refer requests from external organizations to the CEO/Registrar for corporate response and inform Councillors of such requests and PEO's response as the President and Chair sees fit.
- Maintain open lines of communication with Councillors between meetings.
- Satisfy, from time to time, such other duties and responsibilities as may be assigned by the Council.
- Leads by example on role modelling PEO's Core Values and Governance Principles and Policies

Acting as President of PEO:

In addition to fulfilling the duties and responsibilities of Council Chair, other specific responsibilities as President of PEO are to:

- Preside over Member meetings, including the Annual General Meeting, ensuring an orderly consideration of business
- Represent PEO to the public, members and staff: The President speaks for Council with all levels of government, universities, industry, and all external stakeholders, except in other specifically authorized instances. The President will coordinate with the CEO/Registrar on external engagement to ensure a consistent message and to avoid overlaps, in alignment with PEO's Communication Policy.
- Represent PEO at the annual general meeting of Engineers Canada, as a constituent member.

And any additional duties or responsibilities as delegated by Council from time to time.

Process

- The President-elect is elected by PEO's members annually. The President-elect serves as a member of Council and then serves as President. The President-elect will approve the President's expenses.
- The President of PEO typically serves as Chair of Council.
- The President serves for a term of one year. The Chair will also typically serve for one-year coinciding with the President's term of office.
- The President assumes office effective at the Council's first meeting following the annual general meeting.
- If the Chair is absent from a meeting of the Council or unable to act, the President-elect would act for the President and serve as chair in their absence.
- In the event the office of President becomes vacant, the President-elect will become the President and may be appointed by Council as Chair. If the President-elect is unable to assume office, Council will abide by the process for appointing a new President as outlined in the Regulations.

Review: Every three years by Council.

C-547-5
Appendix B

Council Meeting Chair Candidate Names submitted to Date

Nick Colucci

C-547-6

Briefing Note – Decision

IN-PERSON COUNCIL MEETING PROTOCOL

Purpose: To obtain Council’s approval of safety measures to support the resumption of in-person Council meetings.

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

That Council approve the safety measures, as outlined in Appendix A to C-547-6, in support of the resumption of in-person Council meetings at PEO’s premises at 40 Sheppard Avenue West, Toronto.

Prepared by: Meg Feres, Supervisor, Council Operations

1. Need for PEO Action

As various COVID-19 health and other restrictions are lifted by the province of Ontario, PEO has resumed a “hybrid” model of operations, with a mixture of both in-person and virtual activities.

The health and safety of our staff, council, volunteers and guests is of the utmost importance to PEO as we transition out of the pandemic. With the return to the office for Council, volunteers and guests, the organization is committed to ensuring that safety measures are in place, communicated and followed for the protection of everyone while on the premises.

Please reference the attached Appendix A for more details related to the safety measures.

2. Appendix

- Appendix A – *Protocols for Entering PEO Office*



Protocols for Entering PEO Office

All Council members are required to review this document prior to entering the office at 40 Sheppard Avenue.

The health and safety of our staff, council, volunteers and guests is of the utmost importance to PEO as we transition out of the pandemic. With the return to the office for council, volunteers and guests, we need to make sure that safety measures are in place, communicated and followed for the protection of everyone while on the premises.

SAFETY MEASURES

PEO has the following safety measures in place:

- Council visiting the PEO office will be required to provide proof of vaccination prior to entering the premises, proof must be sent via email to hr@peo.on.ca
- We will continue to respect social distancing by maintaining six feet of distance between one another including in common areas such as the lobby and elevators.
- Council will be required to wear masks in common areas but may remove masks while they are sitting or eating/drinking.
- Council will be required to conduct and submit self-assessments before entering the office prior to each visit.
This can be done by completing a COVID screening questionnaire prior to visiting the office using the link below. Please complete the screening form each day that you come into the office. The form may be completed up to 48 hours in advance, or on arrival.
<https://forms.office.com/pages/responsepage.aspx?id=BJfuOc9DHUuLliVWnag3EfXe6bY8PDZEsamvSNpwrypUOEIxnZjOU1hSRk0xOVMyRDhLT1VER1VLUy4u&fsw=0>
- Guests that have indicated on the screening form that they are feeling well, that they haven't recently tested positive for Covid and they have not been in close contact with anyone that has Covid – may enter the premises.

If you have any questions, please feel free to email PEO's HR Business Partner, Nabila Mughal at nmughal@peo.on.ca

Thank you.

Briefing Note – Decision

RECOMMENDED APPOINTMENTS TO COUNCIL TO FILL VACANCIES

Purpose: To fill two vacancies on Council following resignations which took effect following the Annual General Meeting on April 30, 2022.

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

WHEREAS on April 8, 2022 Council passed a motion instructing the Governance and Nominating Committee (GNC) to adopt a process for recruiting potential candidates for vacant Council positions; and

WHEREAS Pat Quinn, serving as a Councillor-at-Large, and Ramesh Subramanian, serving as a Northern Region Councillor, resigned from Council effective at the 2022 PEO Annual General meeting on April 30, 2022;

THEREFORE, BE IT RESOLVED:

That Council appoint Chantal Chiddle as a Councillor-at-Large and Luc Roberge as a Northern Region Councillor, each to serve the remaining time in the offices vacated by Pat Quinn and Ramesh Subramanian, that is, to the end of the 2023 Annual General Meeting.

Prepared by: Meg Feres, Supervisor, Council Operations

Moved by: Arjan Arenja, P.Eng

1. Need for PEO Action

On December 6, 2021, the CEO/Registrar was notified by Councillor Ramesh Subramanian of his intention to resign from Council effective at the 2022 PEO Annual General meeting on April 30, 2022. Councillor Subramanian's term of office would otherwise expire at the close of the 2023 PEO Annual General Meeting.

On March 17, 2022, President Bellini was notified by Councillor Pat Quinn of his intention to resign from Council effective at the 2022 PEO Annual General meeting on April 30, 2022. Councillor Quinn's term of office would otherwise expire at the close of the 2023 PEO Annual General Meeting.

On April 12, 2022 staff, on behalf of the GNC, initiated the first step of the Council-approved process to contact Chantal Chiddle and Luc Roberge, the first runners-up from the most recent Council elections in the regions where the vacancies have arisen, to determine if they are interested in serving the unexpired portion of the respective terms. Both responded and indicated their interest.

On April 30, 2022 at PEO's Annual General Meeting, the resignations of Councillors Quinn and Subramanian took effect.

Subsection 3(10) of the *Professional Engineers Act* states that Council shall fill vacancies *as soon as practicable*. (Appendix A).

2. Proposed Action/Recommendation

It is within the mandate of the Governance and Nominating Committee to propose individuals for Council to consider in the context of Council's role in filling vacancies.

Since the vacancies have arisen in the Councillor-at-Large role and in the Northern Region, in accordance with the approach adopted by Council on April 8, 2022, the GNC recommends that Council appoint the first runners-up from the most recent Council elections for the respective positions. Both Chantal Chiddle (at-large) and Luc Roberge (Northern) have expressed interest in serving the unexpired portion of the respective terms.

The final decision on appointments rests with Council.

3. Next Steps (if motion approved)

The Secretariat would contact both Ms. Chiddle and Mr. Roberge, to advise them of their appointment to Council, effective May 4, 2022.

4. Appendices

- Appendix A – Subsection 3(10) of the *Professional Engineers Act*
- Appendix B – Chantal Chiddle's Expression of Interest
- Appendix C – Luc Roberge's Expression of Interest

Excerpt from the *Professional Engineers Act*

Vacancies

3 (10) Where one or more vacancies occur in the membership of the Council, the members remaining in office constitute the Council so long as their number is not fewer than a quorum. R.S.O. 1990, c. P.28, s. 3 (10).

Filling of vacancy

(11) A vacancy on the Council caused by the death, resignation, removal or incapacity to act of an elected member of the Council shall be filled as soon as practicable by a member of the Association,

- (a) where a quorum of the Council remains in office, appointed by the majority of the Council, and the member so appointed shall be deemed to be an elected member of the Council; or
- (b) where no quorum of the Council remains in office, elected in accordance with the regulations,

and the member so appointed or elected shall hold office for the unexpired portion of the term of office of the member whose office he or she is elected or appointed to fill. R.S.O. 1990, c. P.28, s. 3 (11).

Chantal Chiddle's Expression of Interest: Councillor-at-Large

Thank you for confirming Chantal.

Best,

Meg Feres (she/her)
Supervisor, Council Operations
Professional Engineers Ontario (PEO)
Ste 101 - 40 Sheppard Avenue West, Toronto, ON M2N 6K9
Tel: 416-224-1100 (ext 1078)
Email: mferes@peo.on.ca

From: Chantal Chiddle <cchiddle@peo.on.ca>
Sent: April 12, 2022 6:11 PM
To: Secretariat <secretariat@peo.on.ca>
Subject: Filling Vacant Position - Councillor at Large

Hello

Please note that I am willing to fulfill the councillor at large roll that has become open due to Patrick Quinn's resignation.

Chantal Chiddle, P. Eng., FEC
Eastern Region Councillor
Vice President - Appointed
Professional Engineers Ontario

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Hello

I have sent my answer to the Secretariat email.

To keep everyone in the loop, I did say I agreed to complete the unexpired portion of the term.

Chantal Chiddle, P. Eng., FEC
Eastern Region Councillor
Vice President - Appointed
Professional Engineers Ontario

From: Meg Feres <mferes@peo.on.ca>
Sent: Tuesday, April 12, 2022 10:26:51 AM
To: Chantal Chiddle <cchiddle@peo.on.ca>

Cc: Arjan Arenja <aarenja@peo.on.ca>; Liz Maier <lmaier@peo.on.ca>

Subject: Your Expression of Interest RE: Filling Vacancy for Councillor-at-Large

Dear Councillor Chiddle:

On April 8, 2022 PEO's Council passed the following motion in respect of the process to use to fill vacant positions on Council.

That Council instruct the Governance and Nominating Committee to adopt the following process for recruiting potential candidates for vacant elected positions:

- *Contact the first runner-up from the most recent Council election for the position where the vacancy has arisen to determine if they are interested in serving the unexpired portion of the Council member's term and if so recommend that Council appoint that person at the earliest opportunity; or*
- *In the event the first runner-up for a position declines, contact the next runner-up in the most recent election and, if that person is willing, recommend them for appointment as above; and if that runner-up declines, continue this process in sequence with additional runners-up, as applicable; or*
- *In the event that all runners-up decline, or where there were no runners-up because of an acclamation at the time of the last election, invite expressions of interest from those PEO Members eligible to fill the vacancy, consider candidates and make a recommendation to Council at an appropriate time.*

and

That Council further instruct the Regulatory Policy and Legislation Committee to consider and make appropriate recommendations to Council with respect to setting out the above process in a regulation or by-law.

On March 17, 2022, President Bellini was notified by Councillor Pat Quinn of his intention to resign from Council effective at the 2022 PEO Annual General meeting on April 30, 2022. Councillor Quinn's term of office would otherwise expire at the close of the 2023 PEO Annual General Meeting.

Since the vacancy is for a Councillor-at-Large position, in accordance with the motion's directive and on behalf of the GNC, we are contacting you as the first runner up in the 2022 Councillor-at-Large election to determine if you are interested in serving the unexpired portion of Councillor Quinn's term.

Please send your response to Secretariat@peo.on.ca by **April 18**. If your response indicates that you are interested and willing to serve on Council, the GNC will recommend that Council appoint you at the earliest opportunity. It is anticipated that Council will be considering this matter at its May 4, 2022 meeting.

We look forward to hearing from you.

Best regards,

Meg Feres (she/her)
Supervisor, Council Operations
Professional Engineers Ontario (PEO)
Ste 101 - 40 Sheppard Avenue West, Toronto, ON M2N 6K9

Tel: 416-224-1100 (ext 1078)

Email: mferes@peo.on.ca

Luc Roberge's Expression of Interest: Northern Region Councillor

Thanks for your response, Luc.

Best.

Meg Feres (she/her)
Supervisor, Council Operations
Professional Engineers Ontario (PEO)
Ste 101 - 40 Sheppard Avenue West, Toronto, ON M2N 6K9
Tel: 416-224-1100 (ext 1078)
Email: mferes@peo.on.ca

From: luc roberge
Sent: April 14, 2022 1:24 PM
To: Meg Feres <mferes@peo.on.ca>
Cc: Luc Roberge
Subject: RE: FW: Your Expression of Interest RE: Filling Vacancy for Northern Regional Councillor

Yes I am interested and would like to continue serving on Council as Northern Councillor

Merci,

Luc R

Sent from my Samsung device.

----- Original message -----

From: Meg Feres <mferes@peo.on.ca>
Date: 2022-04-14 11:53 (GMT-05:00)
To: Luc Roberge
Subject: FW: Your Expression of Interest RE: Filling Vacancy for Northern Regional Councillor

Hi Luc:

Just a quick follow-up before the long weekend to ensure that you received the message below.

Best regards,

Meg Feres (she/her)

Supervisor, Council Operations

Professional Engineers Ontario (PEO)

Ste 101 - 40 Sheppard Avenue West, Toronto, ON M2N 6K9

Tel: 416-224-1100 (ext 1078)

Email: mferes@peo.on.ca

From: Secretariat <secretariat@peo.on.ca>

Sent: April 12, 2022 10:26 AM

To: Luc Roberge <lroberge@peo.on.ca>

Cc: Arjan Arenja <aarenja@peo.on.ca>; Liz Maier <lmaier@peo.on.ca>; Meg Feres <mferes@peo.on.ca>

Subject: Your Expression of Interest RE: Filling Vacancy for Northern Regional Councillor

Dear Councillor Roberge:

On April 8, 2022 PEO's Council passed the following motion in respect of the process to use to fill vacant positions on Council.

That Council instruct the Governance and Nominating Committee to adopt the following process for recruiting potential candidates for vacant elected positions:

- *Contact the first runner-up from the most recent Council election for the position where the vacancy has arisen to determine if they are interested in serving the unexpired portion of the Council member's term and if so recommend that Council appoint that person at the earliest opportunity; or*
- *In the event the first runner-up for a position declines, contact the next runner-up in the most recent election and, if that person is willing, recommend them for appointment as above; and if that runner-up declines, continue this process in sequence with additional runners-up, as applicable; or*
- *In the event that all runners-up decline, or where there were no runners-up because of an acclamation at the time of the last election, invite expressions of interest from those PEO Members eligible to fill the vacancy, consider candidates and make a recommendation to Council at an appropriate time.*

and

That Council further instruct the Regulatory Policy and Legislation Committee to consider and make appropriate recommendations to Council with respect to setting out the above process in a regulation or by-law.

On December 6, 2021, the CEO/Registrar was notified by Councillor Ramesh Subramanian of his intention to resign from Council effective at the 2022 PEO Annual General meeting on April 30, 2022. Councillor Subramanian's term of office would otherwise expire at the close of the 2023 PEO Annual General Meeting.

Since the vacancy has arisen in the Northern Region, in accordance with the motion's directive and on behalf of the GNC, we are contacting you as the first runner up in the 2022 Northern Region election to determine if you are interested in serving the unexpired portion of Councillor Subramanian's term.

Please send your response to Secretariat@peo.on.ca by April 18. If your response indicates that you are interested and willing to serve on Council, the GNC will recommend that Council appoint you at the

earliest opportunity. It is anticipated that Council will be considering this matter at its May 4, 2022 meeting.

We look forward to hearing from you.

Best regards,

Meg Feres (she/her)

Supervisor, Council Operations

Professional Engineers Ontario (PEO)

Ste 101 - 40 Sheppard Avenue West, Toronto, ON M2N 6K9

Tel: 416-224-1100 (ext 1078)

Email: mferes@peo.on.ca

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Briefing Note – Decision

C-547-8

APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE

Purpose: To approve the Chair of the Regional Councillors Committee for the 2022-2023 Council year.

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

That [insert name here] be appointed as Chair of the Regional Councillors Committee, effective immediately and to hold office until the close of business at the 2023 Annual General meeting.

Prepared by: Eric Chor, Research Analyst

Moved by:

1. Need for PEO Action

The Regional Councillors Committee has various roles assigned to it by Council, including with respect to the oversight of Chapters.

The Terms of Reference for the RCC prescribe that the Committee be composed of the ten elected members from each of the five regions. Because of the composition, its membership and operations are aligned to the Council year.

The Terms of Reference also require that the chair is to be elected by and from among members of the RCC for a one-year term. Existing Council policies require that this choice be ratified by Council.

The RCC historically has met immediately following the Annual General Meeting for the purpose of appointing a Chair for the ensuing Council year. This process has now been completed.

Council is being asked to ratify the appointment of the Chair of the Regional Councillors Committee.

2. Recommendation

That Council approve the appointment of the Chair of the RCC.

3. Peer Review & Process Followed

Process Followed	Per the RCC Terms of Reference.
Council Identified Review	Council is the appropriate peer group.
Actual Motion Review	N/A

Briefing Note – Decision

C-547-9

APPOINTMENT OF VICE PRESIDENT

Purpose: To appoint a Vice President for the 2022-2023 Council year.

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

That [name to be inserted at the meeting] be appointed as Vice President for the 2022-2023 Council year.

Prepared by: Eric Chor, Research Analyst

Moved by: Councillor Arjan Arenja, P.Eng.

1. Need for PEO Action / Process to be followed

Clause 3(1)2 of Regulation 941 under the *Professional Engineers Act* (Appendix A) requires that Council appoint a Vice President from among the Councillors who are members of the Association - that is either elected by the members under s.3(2)(a) of the Act or appointed by the Lieutenant Governor in Council under s.3(2)(b) of the Act.

Those wishing to be considered for the position of Vice President (appointed) submitted their names before the meeting. On April 25, 2022 the Governance and Nominating Committee (GNC) met to consider expressions of interest, but made no recommendations.

The final decision on appointments rests with Council. Council will hold a secret vote for the position based on who has expressed interest, including any new self-nominations from the floor.

The proposed procedures are in accordance with the 2021-22, and if approved, the 2022-23 *Special Rules of Order*.

2. Proposed Action / Recommendation

Council is asked to appoint a Vice President from among those who are eligible and who have put their names forward.

3. Next Steps (if motion approved)

The voting procedures to appoint a Vice President will be in accordance with the proposed *Special Rules*.

4. Appendix

- Appendix A – Referenced sections of the *Professional Engineers Act* and Regulation 941
- Appendix B – Vice-President Candidate Names submitted to Date

3(1)2 of Regulation 941 under the *Professional Engineers Act*

Additional officers

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

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 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.

3(2)(a) and (b) of the *Professional Engineers Act*

Composition of Council

(2) The Council shall be composed of,

(a) not fewer than fifteen and not more than twenty persons who are members of the Association and who are elected by the members of the Association as provided by the regulations;

(b) not fewer than five and not more than seven persons who are members of the Association and who are appointed by the Lieutenant Governor in Council;

C-547-9
Appendix B

Vice-President Candidate Names submitted to Date

Lorne Cutler

Briefing Note – Decision

APPOINTMENT OF COUNCILLORS TO GOVERNANCE COMMITTEES FOR 2022-2023

Purpose: To appoint Councillors to governance committees.

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

1. That the Audit and Finance Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2022-2023 Council year.
2. That the Governance and Nominating Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2022-2023 Council year.
3. That the Human Resources and Compensation Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2022-2023 Council year.
4. That the Regulatory Policy and Legislation Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2022-2023 Council year.

Prepared by: Eric Chor, Research Analyst

Moved by: Councillor Arjan Arenja, P.Eng.

1. Need for PEO Action / Process to be followed

At its meeting on April 30, 2021, Council formally approved the establishment and initial mandates of four (4) new governance committees as specified above. Each Councillor is expected to serve on one such committee, optimally for the duration of their term on Council. The mandates for the four committees are appended to this briefing note. Councillors have been invited to specify preferences for serving on governance committees.

On April 25, 2022 the Governance and Nominating Committee (GNC) met to consider expressions of interest, and agreed on recommendations to each committee. Individual preferences have been accommodated to the extent possible. Where no preference was expressed, efforts have been made to ensure a reasonable (though not precisely even) distribution of Councillors on each committee. Councillors may also revise their preferences before Council finalizes the appointments.

Selection of committee members will be in accordance with the 2021-22 and, if approved, 2022-23 *Special Rule of Order*.

2. Appendices

- Appendix A – Governance committee mandates (April 2021)



Governance and Nominating Committee Mandate

Mandate

The mandate of the Governance and Nominating Committee (the "Committee") is 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.

Composition

- The Committee is a standing committee of Council
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion
- Committee members may be removed by Council
- Council shall also designate a Committee Chair
- Members shall have, to the extent feasible, backgrounds and/or experience in Governance or work towards these competencies after appointment.
- Where practical, at least one member will have specific expertise in governance.

Duties and Responsibilities Summarized

1. Responsibilities related to Governance. The Committee will:

- Gain reasonable assurance regarding corporate governance processes, policies and principles of Council to assist Council in delivering effective governance practices.
- 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 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.



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- 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.

2. Responsibilities related to Nominations: The Committee will:

- Implement a Council-approved process 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.
- Recommend to the Council candidates for appointment or re-appointment to Governance and any other applicable Committees.
- Review the nomination processes on a regular basis and recommend improvements to the Council.

3. Responsibilities related to Elections: The Committee will:

- On a transitional basis, coordinate and steward the work of the CESC and the RESC
- Encourage people to run for Council
- 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 with PEO's regulations.

4. Responsibilities related to Risk Management: The Committee will:

- Review and monitor PEO's risks related to governance, the nomination and election process and the steps taken by management to mitigate those risks.

The Committee will review the sufficiency of this mandate annually, or sooner if deemed necessary, and recommend changes to Council for approval.



Audit & Finance Committee

Mandate

The mandate of the Audit & Finance Committee (the "Committee") is 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

Composition

- The Committee is a standing committee of the Council
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion
- As a transitional measure, non-Councillors who are members of the Finance, Audit, or Investment Committees prior to the 2021 AGM may be appointed to the Audit & Finance Committee until the 2022 AGM, at Council's discretion and depending on the Committee's needs
- Committee members may be removed by Council
- Council shall also annually designate a Committee Chair
- To the extent feasible, members shall be financially literate or undertake to reach a strong level of financial literacy within a year of being appointed to the Committee. "Financially literate" means having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by PEO's financial statements.
- To the extent feasible, at least one member will be a financial expert. This typically means they will have an accounting designation.

Duties and Responsibilities Summarized

1. Responsibilities related to Financial Reporting: The Committee will:
 - Recommend approval to the Council of PEO's annual audited financial statements, after reviewing these with management and the external auditors to gain reasonable assurance that the statements are accurate, complete, and represent fairly PEO's financial position;



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- Review PEO's quarterly financial statements with management to monitor significant material variances from PEO's approved budget and strategic plan;
 - 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;
 - 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;
2. Responsibilities related to Accounting Policies: The Committee will:
- 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 assurance that they are presented fairly in accordance with generally accepted accounting principles and report thereon to the Council.
3. Responsibilities related to Controls: The Committee will:
- Gain reasonable assurance as to the effectiveness of internal controls as these relate to financial reporting and integrity.
 - Review the plans of the external auditors to gain reasonable assurance that the combined evaluation and testing of controls is comprehensive, coordinated and cost-effective.
 - 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.
4. Responsibilities related to Relationship with External Auditors: The Committee will:
- Recommend to the Council the nomination of the external auditors;
 - Approve the remuneration and the terms of engagement of the external auditors;
 - Review any unresolved significant issues between management and the external auditor that could affect the financial reporting or internal controls of the Corporation;
 - Oversee the work of the external auditors and the resolution of disagreements between management and the external auditors with respect to financial reporting; and
5. Responsibilities 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.



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- 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 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.

6. Responsibilities related to Risk Oversight:

- 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 of PEO, including litigation and pension plan risks.

7. Responsibilities related to Finance & Investments:

- 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
- Oversee PEO's investments, including real estate, gaining reasonable assurance that risk tolerances and 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

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.



Human Resources and Compensation Committee Mandate

Mandate

The mandate of the Human Resources and Compensation Committee is 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.

Composition

- The Committee is a standing committee of Council
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion
- Committee members may be removed by Council
- Council shall also designate a Committee Chair
- Members shall have, to the extent feasible, backgrounds and experience in human resources or work towards these competencies after appointment.
- To the extent feasible, at least one member shall be an expert in human resources.

Duties and Responsibilities

1. Responsibilities related to the CEO/Registrar's employment relationship: The Committee will:
 - Annually review and recommend to Council for approval PEO's goals and objectives relevant to the performance and compensation of the CEO/Registrar.
 - Annually evaluate the performance of the CEO/Registrar in light of those goals and objectives.
 - Annually review and recommend to Council for approval the remuneration, benefits and perquisites for the CEO/Registrar.
 - Annually and on a continuing basis, review and recommend to Council: terms of reference, development and succession plans for the CEO/Registrar.
2. Responsibilities related to Human Resources beyond the CEO/Registrar ("grandparent" role): The Committee will, while respecting the CEO/Registrar's accountability solely to manage PEO's human resources:



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- 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.
3. Responsibilities related to Risk Management: The Committee will:
- Review and monitor PEO's major human resource risks and the steps taken by management to mitigate those risks.
 - 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

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.



Regulatory Policy & Legislation Committee Mandate

Mandate

The mandate of 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

The Committee's overarching role is to coordinate and enable effective regulatory policy and legislation, by working with Council, staff and other committees.

Composition

- The Committee is a standing committee of Council
- The Committee consists of a minimum of four and a maximum of eight members of Council, with an optimal target number of six
- The members of the Committee shall be appointed annually by Council and may be renewed each year at Council's discretion
- Committee members may be removed by Council
- Council shall also designate a Committee Chair
- Members shall have, to the extent feasible, backgrounds and experience in regulatory policy and/or legislation or work towards these competencies after appointment
- To the extent feasible, at least one member shall be expert in regulatory policy

Duties and Responsibilities

1. Responsibilities related to Legislation and Regulatory Policy: The Committee will:
 - 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, related bylaws, standards, guidelines, regulations or legislation to enhance effective regulation of the profession and protection of the public.



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- 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.
 - 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.
 - 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.
 - Inform Council of relevant external Legislative initiatives and changes which may affect PEO Legislation.
 - Review all referred policy proposals that involve authority from the Act, Regulations or By-laws and provide regulatory impact analysis and recommendations to Council.
 - Review Ontario legislation that conflicts with the authority or provisions of the Professional Engineers Act or its Regulations and make recommendations for corrective actions.
2. Responsibilities related to Risk Management: The Committee will:
- Review and monitor PEO's risks related to regulatory policy and legislation and the steps taken by management to mitigate those risks.
3. Responsibilities related to Compliance: The Committee will:
- 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.

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.

C-547-10
Appendix B

GNC RECOMMENDATIONS GOVERNANCE, CHAIRS + OTHER APPOINTMENTS

As of April 25, 2022

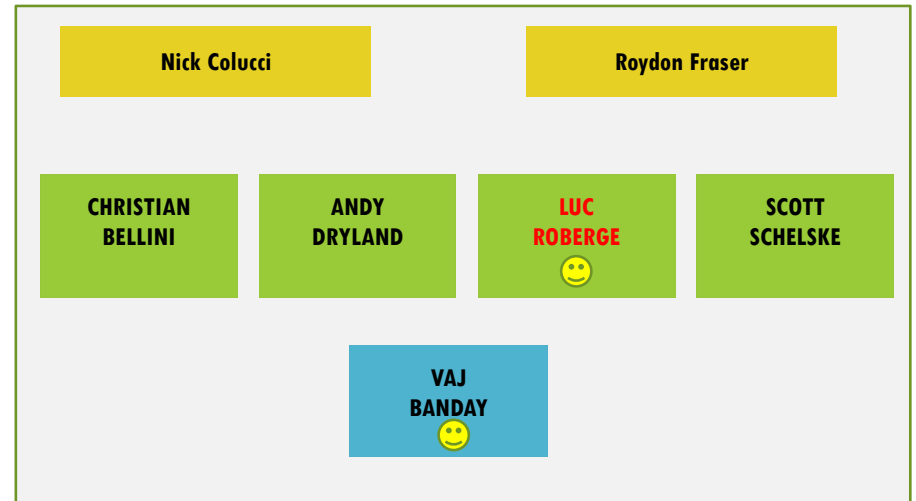
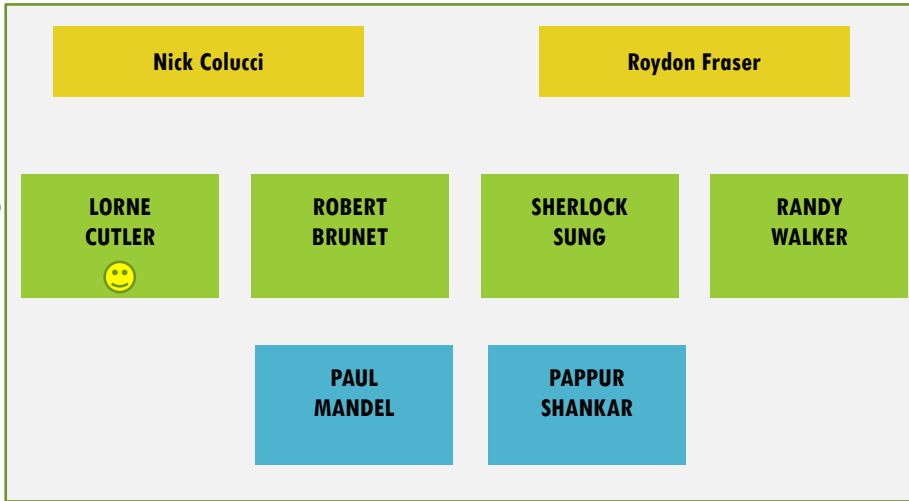
GUIDING PRINCIPLES

- Maintain governance committee continuity – members and chairs who were appointed to governance committees would stay on those committees for the remainder of their terms on Council.
- Membership of the four governance committees will be similar in size - optimal size of each governance committee is six (6) members
- Each Councillor should focus their attention on just one (1) governance committee – council will decide if councillors can be nominated on more than 1 committee
- Those that indicated No preference will be appointed on a committee.
- For new members, if there is room, 1st choice will be accommodated; if several 1st choices were indicated, the councillors will be nominated on the committee that has more room
- President & president elect are ex-officio on all governance committees
 - Note: as discussed in 2021, if passed, proposed by-law amendment would also make past-president ex-officio

AFC

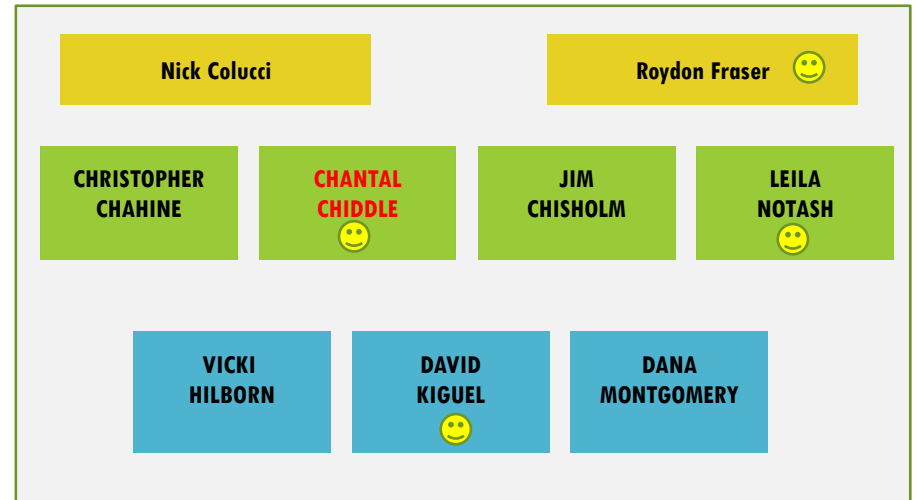
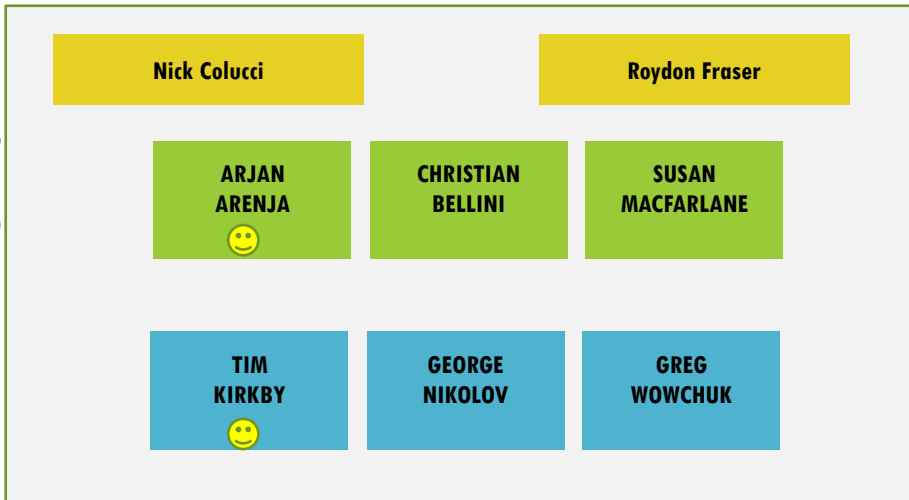
GNC

Current Members
 Ex-officio
 New
 Interested in chairing




HRC


RPLC



OTHER POSITIONS

Council Chair	Vice President	Discipline Committee
NICK COLUCCI 	LORNE CUTLER	Vaj Bandy Nick Colucci Vicky Hilborn Tim Kirkby Greg Wowchuk

Note: No GNC recommendations; Council to vote

 Currently on EXE as per regulation

 New

Executive Committee

- EXE's role has now been transferred, for the most part, to the governance committees
- Regulation requires at least one additional member, who must be one of the LGAs. If there is more than additional member, at least one must be one of the LGAs. Council has to decide if there will be more than one additional member.
- Council also has to decide what EXE will do.

Christian Bellini
Nick Colucci
Roydon Fraser
Greg Wowchuk

Lorne Cutler
Scott Schelske

Briefing Note – Decision

C-547-11

APPOINTMENT OF GOVERNANCE COMMITTEE CHAIRS

Purpose: To appoint Chairs for each of the four governance committees for the 2022-2023 Council year.

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

1. *That [name to be inserted at the meeting] be appointed Chair of the Audit and Finance Committee for the 2022-2023 Council year or until their successor is appointed.*
2. *That [name to be inserted at the meeting] be appointed Chair of the Governance and Nominating Committee for the 2022-2023 Council year or until their successor is appointed.*
3. *That [name to be inserted at the meeting] be appointed Chair of the Human Resources and Compensation Committee for the 2022-2023 Council year or until their successor is appointed.*
4. *That [name to be inserted at the meeting] be appointed Chair of the Regulatory Policy and Legislation Committee for the 2022-2023 Council year or until their successor is appointed.*

Prepared by: Eric Chor, Research Analyst

Moved by: Arjan Arenja, P.Eng.

1. Need for PEO Action / Process to be followed

At its meeting on April 30, 2021, Council formally approved the establishment and initial mandates of four (4) new governance committees as specified above. As set out in each committee's mandate, and as specified in the governance directions approved by Council in March 2021, Council appoints the Chairs for each of the four governance committees.

Those wishing to put their name forward for the Committee Chair positions for the 2022-2023 term have indicated their interest. On April 25, 2022 the Governance and Nominating Committee (GNC) met to discuss expressions of interest, and made no recommendations.

The final decision on appointments rests with Council. On May 4, Council will hold secret votes for each position, based on those who have expressed interest and any new self-nominations from the floor. Only those appointed to serve on a particular committee are eligible to be appointed as its Chair.

Voting for the Committee Chair will be done in accordance with the 2021-22 and, if approved, 2022-23 *Special Rules of Order*.

Governance Committee Chair Candidate Names submitted to Date

Audit and Finance Committee (AFC)

Lorne Cutler

Governance and Nominating Committee (GNC)

Arjan Arenja
Tim Kirkby

Human Resources & Compensation Committee (HRCC)

Vaj Banday
Luc Roberge

Regulatory Policy and Legislation Committee (RPLC)

Chantal Chiddle
Roydon Fraser
David Kiguel
Leila Notash

C-547-12

Briefing Note – Decision

APPOINTMENT OF COUNCILLORS TO EXECUTIVE COMMITTEE

Purpose: To determine the size of the Executive Committee and appoint a member or members to serve.

Motions to consider: (each requires a simple majority of votes cast to carry)

1. That the number of Executive positions to be appointed from amongst the members of Council under s.28(1)(e) of Regulation 941 be fixed at one (1), who for greater clarity must be a member of Council appointed by the Lieutenant Governor in Council.;
2. That {insert name} be appointed as a member of the Executive Committee for the 2022-2023 Council year, in accordance with ss.28(1)(e) and 28(1.1) of Regulation 941.

Prepared by: Eric Chor, Research Analyst

Moved by: Councillor Arjan Arenja, P.Eng.

1. Need for PEO Action

(a) Size of Executive Committee

Council is asked to confirm that only one (1) additional member be appointed to the Executive Committee in order to satisfy the legal requirement.

The Executive Committee is required by sections 10 and 11 of the *Professional Engineers Act*. It has the powers and duties set out in section 11 of the Act and section 29 of Regulation 941 under the Act. In essence, the Executive performs those duties which Council assigns. If no duties are assigned, the Executive will not need to meet, apart from in cases of urgency when Council itself is unable to meet.

The composition of the Executive Committee is set out in section 28 of the Act. It includes the president, the president-elect, the immediate past-president, the two vice-presidents and one or more members of Council which Council appoints from time to time. Pursuant to s.28(1.1), if only one additional member of Executive Committee is appointed, that person must be a member of Council appointed by the Lieutenant Governor in Council (LGA). That person may be either a member or a non-member of the Association. If more than one member is to be appointed, at least one must be an LGA.

Based on the governance decisions made in April 2021, matters previously assigned to the Executive Committee are now transferred to one or more of the four new governance committees. For 2021-22 Council agreed to limit the size of the Executive Committee to the minimum legislated requirement, which is one additional member, who must be an LGA.

Council did not assign any matters to the Executive Committee in 2021-22, and the committee did not meet.

(b) Appointment to Executive Committee

Appointment(s) to the Executive Committee will be made in accordance with the process set out in the 2021-22 and, if approved, 2022-23 *Special Rules of Order*.

Those wishing to put their name forward to serve on the Executive Committee submitted their names prior to the meeting. On April 25, 2022, the Governance and Nominating Committee (GNC) met to consider expressions of interest and made no recommendations.

Council will hold secret votes for one or more positions on Executive Committee. If only one position is available, only LGAs are eligible for appointment. If Council chooses to fill more than one position, at least one position must be held by an LGA.

2. Appendix

- Appendix A – Regulation 941 under the *Professional Engineers Act*, section 28

S28 of Regulation 941 under the *Professional Engineers Act*

Executive Committee — composition

28. (1) The Executive Committee shall consist of,

- (a) the president;
- (b) the president-elect;
- (c) the immediate past-president;
- (d) the two vice-presidents; and
- (e) one or more other members of the Council from time to time appointed by the Council. R.R.O. 1990, Reg. 941, s. 28 (1).

(1.1) The Council shall ensure that at least one member appointed to the Council by the Lieutenant Governor in Council is appointed under clause (1) (e) at any given time. O. Reg. 205/09, s. 1.

(2) Three members of the Executive Committee, at least one of whom shall be a person named in clause (1) (a), (b) or (c), constitute a quorum. R.R.O. 1990, Reg. 941, s. 28 (2).

C-547-12
Appendix B

Councillors to Executive Committee Candidate Names submitted to Date

Lorne Cutler

Scott Schelske

Briefing Note – Decision

APPOINTMENT OF ELECTED COUNCILLOR TO DISCIPLINE COMMITTEE

Purpose: To appoint an elected member of Council to serve on the Discipline Committee.

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

That {insert name} be appointed as a member of the Discipline Committee for the 2022-2023 Council year, in accordance with s.27(1)1 of the *Professional Engineers Act*.

Prepared by: Meg Feres, Supervisor, Council Operations

Moved by: Councillor Arjan Arenja, P.Eng.

1. Need for PEO Action / Process to be followed

The Discipline Committee exercises a core regulatory function defined under the *Professional Engineers Act* and must do so in accordance with the Act, the *Statutory Powers and Procedures Act* and the general requirements of administrative law. Its required membership is set out in the *Professional Engineers Act*. Council is responsible for appointing members of the committee, in some categories subject to the approval of the Attorney General.

As a result of PEO's 2022 elections, and as of the 2022 AGM, the Discipline Committee would no longer be fully constituted. This is because s.27(1)1 of the *Professional Engineers Act* requires that the committee include, among others, "[a]t least one elected member of the Council."

The requirement for Council to appoint an elected Councillor to the Discipline Committee to comply with the Act is the sole exception to Council's 2021 direction that, as of the 2022 AGM, Councillors would no longer serve on non-governance committees.

As previously communicated, Council will be mindful of the role played by DIC as an adjudicative body and the specific skills required of those who serve on this committee. These include, in particular:

- An aptitude for adjudication and optimally some previous adjudicative experience
- A good understanding of fundamental principles of administrative law as well as the specific requirements of the *Professional Engineers Act* and Regulations
- Availability and willingness to serve on discipline hearings that could take up significant amounts of time, including extensive pre- and post-hearing review of complex legal and evidentiary materials, as well as attendance at hearings that may become protracted and involve multiple sitting days

Note that the requirement that an elected Councillor be a member of the Discipline Committee does not obligate the Chair of the Discipline Committee to appoint that person to any hearing panel. The quorum requirements for individual panels, which are set out in the Act, can be met without the elected Councillor. It is only the committee itself which requires Council representation.

On April 25, 2022 the Governance and Nominating Committee (GNC) met to discuss expressions of interest from elected councillors, and made no recommendations.

The final decision on appointments rests with Council. On May 4, Council will hold a secret vote for the position according to those who have expressed interest to date, as well as any changes or new nominations from the floor.

2. **Appendix**

- Appendix A – s.27(1) of the *Professional Engineers Act*

s.27(1)1 of the *Professional Engineers Act*

Discipline Committee

27 (1) The Discipline Committee is continued and shall be composed of the following persons appointed by the Council:

1. At least one elected member of the Council.

Discipline Committee Candidate Names submitted to Date

Vaj Banday

Nick Colucci

Vicki Hilborn

Tim Kirkby

Greg Wowchuk

Briefing Note – Information

C-547-14

COUNCIL WORKSHOP AND STRATEGIC PLAN UPDATE

Purpose: To provide Council with information and updates for the 2022 Council Workshop and Strategic Plan.

No motion required

Prepared by: Eric Chor – Research Analyst

This item will be a presentation by Magnetic North.