



MINUTES

The 549th MEETING of the COUNCIL of PROFESSIONAL ENGINEERS ONTARIO (PEO) was a hybrid meeting held at 40 Sheppard Avenue West, Toronto on Friday, September 23, 2022, at 10:00 a.m.

Present:

- N. Colucci, P.Eng., President and Council Chair
- C. Bellini, P.Eng., Past President
- R. Fraser, P.Eng., President-elect
- L. Cutler, P.Eng., Vice President Appointed/Lieutenant Governor-in-Council Appointee
- A. Arenja, P.Eng., Lieutenant Governor-in-Council Appointee
- V. Banday, P.Eng., Councillor-at-Large
- R. Brunet, P.Eng., Lieutenant Governor-in-Council Appointee
- C. Chahine, P.Eng., East Central Region Councillor
- C. Chiddle, P.Eng. Councillor-at-Large
- J. Chisholm, P.Eng., West Central Region Councillor
- A. Dryland, CET, Lieutenant Governor-in-Council Appointee
- V. Hilborn, P.Eng., Western Region Councillor
- D. Kiguel, P.Eng., East Central Region Councillor
- T. Kirkby, P.Eng., Eastern Region Councillor
- S. MacFarlane, P.Eng., Western Region Councillor
- P. Mandel, CPA, CBV, Lieutenant Governor-in-Council Appointee
- D. Montgomery, P.Eng., Northern Region Councillor
- G. Nikolov, P.Eng., Lieutenant Governor-in-Council Appointee
- L. Roberge, P.Eng., Northern Region Councillor
- S. Schelske, P.Eng., Lieutenant Governor-in-Council Appointee
- P. Shankar, P.Eng., West Central Region Councillor
- S. Sung, Lieutenant Governor-in-Council Appointee
- R. Walker, P.Eng., Eastern Region Councillor

Regrets:

- G. Wowchuk, P.Eng., Vice President Elected
- L. Notash, P.Eng., Councillor-at-Large

Staff:

- J. Zuccon, CEO/Registrar
- D. Abrahams, VP Legislation and Policy
- L. Latham, VP Regulatory Operations/Deputy Registrar
- L. Maier, VP Organizational Effectiveness
- P. Buffone, Director, Human Resources
- C. Mehta, Director, Finance
- D. Smith, Director, External Relations
- M. Solakhyan, Director, Governance
- S. Rose, Director, Program Management
- J. Vera, Manager Practice Advisory Services
- R. Martin, Manager, Secretariat
- J. Max, Manager, Policy
- E. Chor, Research Analyst, Secretariat
- M. Feres, Supervisor, Council Operations
- D. Power, Secretariat Administrator
- N. Axworthy, Editor, Engineering Dimensions



Guests: M. Barzallo, Compliance Analyst, Office of the Fairness Commissioner

- D. Chui, PEO Director, Engineers Canada
- I. Glasberg, Ontario Fairness Commissioner
- N. Hill, P.Eng., PEO Director, Engineers Canada
- A. Kapur, Parliamentary Services
- M. Sterling, P.Eng., PEO Director, Engineers Canada

Council convened at 10:00 a.m. on Friday, September 23, 2022.

CALL TO ORDER

Notice having been given and a quorum being present, President Colucci called the meeting to order at 10:00 a.m. and made announcements applicable to the conduct of the meeting.

12471 – APPROVAL OF AGENDA

Requests were made to remove the following item from the consent agenda: 3.4 Governance Committee Reports, in particular the Human Resources and Compensation Committee (HRCC) which was moved to in-camera and the Regulatory Policy and Legislation Committee (RPLC) which was moved to open session for further discussion.

A request was made to have all votes recorded in the minutes. The Chair confirmed this would be done.

Moved by Councillor Chiddle, seconded by Councillor Roberge:

That:

- a) The agenda, as presented to the meeting at C-549-1.2, Appendix A be approved as amended; and**
- b) the Chair be authorized to suspend the regular order of business.**

**CARRIED
Recorded Vote**

For: 20

- A. Arenja
- C. Bellini
- C. Chahine
- C. Chiddle
- J. Chisholm
- L. Cutler
- A. Dryland
- R. Fraser
- V. Hilborn
- D. Kiguel
- T. Kirkby
- S. MacFarlane
- P. Mandel
- D. Montgomery
- G. Nikolov
- L. Roberge
- S. Schelske

Against: 0

Abstain: 1

- V. Banday



P. Shankar
S. Sung
R. Walker

12472 – DECLARATION OF CONFLICTS OF INTEREST

There were no conflicts of interest declared.

12473 – PRESIDENT'S REPORT

President Colucci welcomed all those in attendance with a special welcome to Ontario's Fairness Commissioner, Irwin Glasberg, who was joining to provide an overview of recent amendments to the Fair Access to Regulated Professions and Compulsory Trades Act.

President Colucci advised that over the summer he attended HRCC, RPLC and GNC meetings.

Agenda items discussed at the August plenary included:

Governance committee updates

The Human Resources and Compensation Committee provided an update around PEO's Workplace Violence & Harassment Policy and proposed recommendations relating to Councillors, including that Council:

1. direct the HRCC to consider and make recommendations around prescribing disqualifying conditions for Council members.
2. direct the GNC to consider and make recommendations around prescribing minimum qualifications for Council election eligibility.
3. And, once the HRCC and GNC recommendations are reviewed and approved, Council to instruct the Regulatory Policy and Legislation Committee to review and recommend any regulatory amendments required to implement Council's direction.

The Regulatory Policy and Legislation Committee provided an update on the *Fair Access to Regulated Professions and Compulsory Trades Act* (FARPACTA).

At its August 12th meeting, the RPLC considered a staff report regarding academic assessments and equivalencies for PEO to comply with the July 1, 2023 FARPACTA changes, particularly the six-month timeframe from the time of a completed application for the Registrar to make a licensing decision on academic requirements. We will hear more about this in the CEO/Registrar report.

The Governance and Nominating Committee provided an update from its August meeting.

The Audit and Finance Committee provided a verbal update on budget preparations.

Engineers Canada affinity program and data sharing

During the plenary Council discussed the Engineers Canada affinity program and an associated draft position statement on data sharing.

As discussed, we must decide whether PEO will sign on as a member association and execute the Insurance Affinity Agreement with Engineers Canada.

To recap, in 2018 Engineers Canada partnered with TD Insurance to provide a home and auto insurance program to member engineering regulators.

If accepted, PEO would be expected to promote the insurance program and receive our share of the partnership's revenues.

To date, Council has deferred a decision on joining the program. However, President Colucci has committed to providing a definitive response this year.

At issue are concerns that joining this agreement may force PEO to share its license holders' data to help promote the program.

To address these concerns, a position statement on data privacy management was prepared by staff. The statement affirms that PEO will only disclose personal data to a third party for regulatory purposes or instances required by law. PEO will not disclose or seek consent to disclose personal data for commercial or non-regulatory use of any kind.

However, PEO may facilitate access for license holders to consider third-party opportunities via a secure portal, and any resulting financial benefits to PEO from third-party opportunities would be used to deliver activities directly aligning with the additional objects of the *Professional Engineers Act*.

This draft position statement will help us consider the Engineers Canada Affinity Insurance Agreement decision.

CEO/Registrar search update

During the plenary the Search Committee Chair provided an update on the CEO/Registrar search.

There were no questions or comments.

[Commissioner Irwin Glasberg joined the meeting at 10:15 am]

12474 – CEO/REGISTRAR'S REPORT

CEO/Registrar Zuccon advised that his report included greater detail on the mandatory Continuing Professional Development (CPD) Program and the *Fair Access to Regulated Professions and Compulsory Trades Act* (FARPACTA). He stated that the number of applications received as of the end of August are in excess of 9,800, many of which are from non-Canadian graduate applicants. He then responded to questions.

12475 – PRESENTATION BY THE FAIRNESS COMMISSIONER

President Colucci welcomed Commissioner Glasberg to the meeting.

Commissioner Glasberg provided a report which included the Office of the Fairness Commissioner (OFC) mandate, the Fair Access Registration Ecosystem the OFC's Modern Regulator Principles and an overview of the *Fair Access to Regulated Professions and Compulsory Trades Act* (FARPACTA) amendments. He then responded to questions. Councillors were invited to send any additional questions to staff who would forward them to Commissioner Glasberg for a response.

[R. Brunet joined the meeting at 11:40 am]

[Commissioner Glasberg left the meeting at 12:00 pm]

12476 – BUDGET REVIEW – OPERATING

Councillor Cutler, Audit and Finance Committee Chair, provided a high-level overview related to the proposed 2023 operating budget. Key highlights were also included in the briefing note. Councillor Cutler stated that there were no proposed fee increases. While there has been an operating surplus for the last several years, having a reserve will be helpful since investment income is down as well as potential expenditures related to the strategic plan, including FARPACTA. Therefore, it was decided that the fees that are currently in place reflect PEO'S financial situation and requirements.

Councillor Cutler noted that a key expenditure area is salaries and that the budget figure reflects a significant increase in the number of employees and given the inflationary environment salaries will increase more than the standard two percent.

The draft budget included \$75,000.00 for Councillor training. It was noted that although this shows as a one-time expense, the intent is that Councillor training be included as an annual item in the budget.

Further to a query regarding PEO's cash reserves, council was advised that PEO's auditor, Deloitte, has indicated that as long as PEO continues to receive monies from core sources that fall with PEO's regulatory mandate there should be no issues.

There was discussion related to financial risks related to mandatory CPD, i.e., potential reduction in membership and the impact this would have on the budget. The Audit and Finance Committee will take this under advisement.

There was a suggestion that the sub office at Lakehead University be reinstated on a limited basis. This will be taken under advisement. The Regional Councillors Committee (RCC) Chair suggested that this could be a topic of discussion for that committee.

In response to a query regarding the increase related to Consultants Council was advised that this covers a number of items such as the Council workshop, Government Liaison Program, IT consultants for projects that are underway and expected in the years ahead as well as costs related to having an investment manager.

There was a query regarding the sustainability of PEO's defined benefit plan. Council was advised that the December 31, 2021 audited financial statements show that the total funded status of the pension plan had a modest surplus. As of January 1, 2022, based on the results of an actuarial evaluation, there is no necessity for PEO to undergo an evaluation every year because the solvency ratio has increased to 85%. This is a function of how the investment portfolio performs every year and as things currently stand, the risk is manageable. The pension plan is actively monitored through the Pension Committee that meets regularly with experts, including actuarial consultants.

12477 – BUDGET REVIEW – CAPITAL

Councillor Cutler, Audit and Finance Committee Chair, provided a high-level overview.

It was noted that some capital projects that may require substantial cash reserves scheduled for 2023 may be deferred until 2024. These projects will be revisited once the new property management company is in place and once the budget amounts required for FARPACTA and strategic plan projects have been established.

It was recommended that the heat pumps, scheduled for 2022 and the electrical distribution equipment and waterproof transformer vault, scheduled in 2023, be coordinated to happen at the same time in order to save some costs in the event that it is recommended that equipment be modified.

12478 – FARPACTA PART 1: ACADEMIC ASSESSMENTS AND EQUIVALENCIES

Councillor Chiddle, Chair, Regulatory Policy and Legislation Committee (RPLC), provided an update. She referred to Commissioner Glasberg’s statement that the government was accepting a recommendation from the nursing group to institute provisional licensing for foreign trained nurses knowing that PEO has the ability within its own

Act and regulatory structure to have provisional licenses or limited licenses that should be further explored. She noted that over the last several months RPLC has been discussing the licensing system and some of the noted comments have been that PEO’s current system will not likely allow PEO to meet the requirements imposed by the FARPACTA amendments, most notably the six-month turnaround time since it currently takes upwards of over 1,000 days. What needs to be determined is how PEO’s non-CEAB applicants will meet the educational requirements set out in the statutory scheme. Council sets those requirements. RPLC needs to reconsider Council’s previous decision on what it recognizes as equivalent engineering education qualifications. This could include how PEO limits the eligibility criteria to a minimum threshold for academics. There have been some communications with Academic Requirements Committee (ARC) members with regards to some of their thoughts and they have provided a number of recommendations that has been taken into consideration. One of the items discussed at the RPLC table is the idea of self-assessment.

12479 – BY-LAW AMENDMENTS: SIGNATORIES

At its June 2022 meeting, Council approved in principle recommendations from the Audit and Finance Committee to make certain changes to By-Law No. 1. The objective is to incorporate best practices for financial approvals. The proposed changes also reflect the current organizational structure. The draft changes were considered by the Audit and Finance Committee at their September 8, 2022 meeting, where it was moved, and passed, that these amendments be recommended to Council for formal approval.

Moved by Councillor Cutler, seconded by Councillor Nikolov:

That Council approves the amendments to By-Law No. 1 as presented to the meeting at C-549-2.7, Appendices A, B and C.

2/3 majority of votes cast required to carry

CARRIED
Recorded Vote

For: 20

A. Arenja
C. Bellini
R. Brunet
C. Chahine
C. Chiddle
J. Chisholm
L. Cutler
A. Dryland
V. Hilborn
D. Kiguel
T. Kirkby

Against: 2

V. Banday
R. Fraser

Abstain: 0



S. MacFarlane
P. Mandel
D. Montgomery
G. Nikolov
L. Roberge
S. Schelske
P. Shankar
S. Sung
R. Walker

12480 – BY-LAW AMENDMENTS TO IMPLEMENT GOVERNANCE DIRECTIONS PREVIOUSLY APPROVED BY COUNCIL

1. As part of its work on the Governance Roadmap approved in March 2020, Council approved the following directions:
 - Governance committees: At its meeting held on April 30, 2021 Council directed the CEO/Registrar to develop by-law amendments for Council’s future consideration to govern the roles and functions of these board governance committees.
 - Agendas and minutes: At its meeting held on November 19, 2021, Council formally adopted the approach to agendas and minutes as summarized in the document titled “Agendas and Minutes Approach (Including In-Camera Items)”, as presented at C-544-2.11 and requested that a by-law amendment be prepared for its consideration, in order to apply this approach to all meetings to which the by-law applies. (The approach adopted in November 2021, which remains in effect, applies only to Council and its governance committees. A by-law amendment would apply across the board.)
 - Process for filling Councillor vacancies: At its meeting held on April 8, 2022: Council adopted a process for filling vacancies, and also requested recommendations on how to set out this process in a regulation or by-law:
 - 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.

(b) Specific recommendations

The following by-law changes, detailed in the appendices, were recommended for approval:

- A. To amend section 15 related to meeting transparency, in order incorporate the existing, Council-approved approach to agendas and minutes and apply this to all committees, etc., of the organization.
- B. To add a new section 29.1 that addresses elected councillor vacancies that occur unexpectedly.



- C. To amend section 30 to reflect the past-president’s ex-officio role. (NB While not explicitly part of a governance direction, this change is consistent with discussions that occurred and a consensus that emerged as the new governance committees were being formed. It also matches other roles given to the past president, for instance signing authority.)
- D. To add a new section 30.1 to incorporate the governance committees established by council in 2021.

Moved by Councillor Arenja, seconded by Councillor Chiddle:

That Council be asked to approve the amendments to By-Law No. 1 as presented to the meeting at C-549-2.8, appendices A, B, C and D.

Discussion ensued. Several issues were raised regarding the process for filling Council vacancies. Vacancies should be filled as soon as possible when it is known in advance that a councillor(s) will not be completing their term. The other matter related to how a vacancy is filled when a councillor leaves mid-term. Those who ran during the same election as the vacating councillor should be contacted to fill the position rather than those who ran in the most recent election. It was also noted that by-law changes should seek stakeholder input.

Move by Councillor Chiddle, seconded by Councillor Schelske to close the debate and call the question.

CARRIED
Recorded Vote

<u>For: 15</u>	<u>Against: 5</u>	<u>Abstain: 1</u>
A. Arenja	V. Banday	D. Kiguel
C. Bellini	C. Chahine	
R. Brunet	R. Fraser	
C. Chiddle	T. Kirkby	
L. Cutler	S. Sung	
A. Dryland		
V. Hilborn		
S. MacFarlane		
P. Mandel		
D. Montgomery		
G. Nikolov		
L. Roberge		
S. Schelske		
P. Shankar		
R. Walker		

Council then voted on the motion that was presented.

2/3 majority of votes cast required to carry

CARRIED
Recorded Vote

<u>For: 15</u>	<u>Against: 5</u>	<u>Abstain: 1</u>
A. Arenja	V. Banday	P. Shankar
C. Bellini	C. Chahine	
R. Brunet	R. Fraser	
C. Chiddle	D. Kiguel	



C. Cutler
A. Dryland
V. Hilborn
S. MacFarlane
P. Mandel
D. Montgomery
G. Nikolov
L. Roberge
S. Schelske
S. Sung
R. Walker

T. Kirkby

The Chair reminded Council that concerns can be brought forward to GNC at a later date for further discussion.

12481 – GUIDELINE ON ATTENDANCE AT COUNCIL AND GOVERNANCE COMMITTEE MEETINGS

Under By-law Number 1, all PEO committee meetings are open to the public unless the criteria set out in subsection 15(2) are met in which case the meeting or part of a meeting may be closed to the public.

In recent months there has been an increased number of requests to observe committee meetings, including by members of non-governance committees, and there is a need to develop a clear and consistent administrative process to manage such requests.

Addressing the Need for Councillors

Under subsection 30(5) of the by-law, all Councillors may attend meetings of committees appointed under the by-law as observers. To support their inclusion as observers at committee meetings, in July 2022 Councillors were provided with full access to every governance committee book in Diligent Boards as well as the annual schedule of governance committees. These actions enable non-committee Council members, if they wish, to know the dates and times of the Council term's governance committee meetings, reference the material published, and access meeting links in the "Conference Details" section of meeting books.

Addressing the Need for Non-Councillors

For non-Councillors, there remains the need for a written guideline to outline the processes and rules which support the inclusion of observers at PEO's Council and committee meetings.

At its meeting on August 15, 2022 the GNC reviewed information regarding the unwritten protocol currently used to manage the observation of Council and committee meetings by any person who is not a member of Council, the applicable governance committee, or designated staff assigned to provide support, including the process for making requests and receiving meeting agendas.

There was discussion regarding the role of observers in a meeting. It was noted that the purpose of committees such as GNC is to provide quality products to Council which requires informed decision making and input from experts. An example of this scenario occurred at the April 2022 Regulatory Policy and Legislation Committee (RPLC) meeting to which the Chairs and Vice-Chairs of several regulatory committees were invited to provide status updates on their regulatory policy projects. Thus, it was recommended that the term "experts" be included in the proposed written guideline. Further, it was recommended that terms such as "observer" and "expert" and a "guest speaker" be clearly and consistently defined.

In addition, the GNC was informed that at its August 12, 2022 meeting, the RPLC discussed matters related to the confidentiality of committee material. Questions and comments provided by the RPLC Chair were shared. In



summary, the RPLC's consensus view was that, subject to confidentiality considerations, subject matter experts or other stakeholders should receive all relevant, non-confidential material in advance of the meeting so that there is an opportunity to review and prepare questions and comments for the benefit of the committee to make evidence-based recommendations to Council.

The GNC directed staff to draft a written document for consideration at its next meeting.

GNC Meeting on September 9, 2022

At its meeting on September 9, 2022 the GNC reviewed and discussed the draft *Guideline on Attendance at Council and Governance Committee Meetings*. The Committee provided feedback and agreed that the agenda and non-confidential open session committee material should be shared with observers, experts, and guest speakers. It was also agreed that the following enhancements be incorporated in a revised version to be prepared by staff:

- Description of PEO's "direction and control" governance structure, including role definition of the Council and its governance committees.
- Stipulate examples of specific guidelines for Chairs to assist them in exercising their discretion as it relates to the parameters of observers' participation.

Guidelines on Attendance at Council and Governance Committee Meetings

The proposed *Guideline on Attendance at Council and Governance Committee Meetings* was provided as Appendix A. It has taken into consideration feedback and suggestions from the RPLC's August 12 discussion, and the GNC's on August 15 and September 9.

Moved by Councillor Arenja, seconded by Councillor Chiddle:

That Council approve the *Guideline on Attendance at Council and Governance Committee Meetings* as presented to the meeting at C-549-2.9, Appendix A.

Discussion ensued. There was input that discretion should rest with the Chairs in determining who can and cannot speak at Council and governance committee meetings. The guideline should also define the extent of participation given to councillors who are not regular members of the various committees, including in camera. Concern was expressed regarding the clause related to guest speakers, experts, etc., which gives the chair too much discretion if they do not like the content of the information that is being provided. A fourth definition was suggested where observers who are Council members and can contribute be given the opportunity to speak. Council was advised that the guideline was a tool for committee chairs to run the governance committee meetings as smoothly as possible, otherwise it is difficult to effectively manage these meetings if a number of councillors attend committee meetings they are not members of. The aim of the document is to guide behaviour and preserve the discretion of the chair, to encourage as much participation as is appropriate and timely and to establish a hierarchy, especially at governance committee meetings, where committee members have the power to make decisions and recommendations to council.

Moved by Past President Bellini, seconded by Councillor Chiddle to close the debate and call the question.

CARRIED
Recorded Vote

For: 14

A. Arenja
C. Bellini

Against: 7

V. Banday
C. Chahine

Abstain: 1

J. Chisholm



R. Brunet	L. Cutler
C. Chiddle	R. Fraser
A. Dryland	D. Kiguel
V. Hilborn	T. Kirkby
S. MacFarlane	S. Sung
P. Mandel	
D. Montgomery	
G. Nikolov	
L. Roberge	
S. Schelske	
P. Shankar	
R. Walker	

Council then voted on the motion that was presented.

CARRIED
Recorded Vote

<u>For: 14</u>	<u>Against: 6</u>	<u>Abstain: 1</u>
A. Arenja	V. Banday	P. Shankar
C. Bellini	C. Chahine	
R. Brunet	L. Cutler	
C. Chiddle	R. Fraser	
A. Dryland	D. Kiguel	
V. Hilborn	T. Kirkby	
S. MacFarlane		
P. Mandel		
D. Montgomery		
G. Nikolov		
L. Roberge		
S. Schelske		
S. Sung		
R. Walker		

12482 – WORKPLACE VIOLENCE AND HARASSMENT POLICY: UPDATE

In 2020, the HRCC which took on some of the responsibilities assigned to the former Human Resources Committee, was tasked with updating the existing Workplace Violence & Harassment Policy. This direction came from feedback from Council that there seemed to be a lack of clarity in the process as it related to an allegation against a Councillor, including the sanctioning process if a Councillor is found to be in violation of the policy.

At the August 2022 Council Plenary, it was suggested that, in lieu of a regulation to govern Councillor behaviour, issues of alleged Councillor misconduct under the Anti- Workplace Violence and Harassment policy might be referred to Regulatory Compliance for review and investigation and if necessary prosecuted before a panel of the Tribunal. Such a referral would be based on the Rules of Professional Conduct (s.72 of Regulation 941; see for example ss.72(1) and (2)(n), which define and prohibit harassment) and would be informed by the Code of Ethics (s.77). Indeed, the Rules of Professional Conduct and the Code do clearly touch on areas related to the Anti-Workplace Violence and Harassment policy. Hence this would be a valid approach, especially if the conduct in question was sufficiently egregious that another license or certificate holder not serving on Council would face a similar regulatory response.



At the same time, the use of complaints and discipline processes aimed at ensuring public protection seems to be fundamentally flawed if they are deployed as the primary way of dealing with Councillor misconduct. This is for a number of reasons as described in the briefing note that was provided. In light of this, referral to Regulatory Compliance is not an approach that can be recommended at this time.

Councillor Roberge thanked all those who provided feedback. He confirmed that the definition of a volunteer, to which there is currently some ambiguity, will be part of the policy to be developed.

A concern was raised regarding the omission of natural justice and the process of appeals. This will be taken under advisement.

Moved by Councillor Roberge, seconded by Councillor Dryland:

That Council direct staff to conduct a holistic review of best practices in governance controls vis-à-vis expectations for director behaviour and conduct, forms of director misconduct, and options available to a regulatory board to address director misconduct. This work will be conducted under the oversight of the

Human Resources and Compensation Committee (HRCC) and the Governance and Nominating Committee (GNC) in accordance with their respective mandates.

**CARRIED
Recorded Vote**

For: 21

A. Arenja
C. Bellini
R. Brunet
C. Chahine
C. Chiddle
J. Chisholm
L. Cutler
A. Dryland
R. Fraser
V. Hilborn
D. Kiguel
T. Kirkby
S. MacFarlane
P. Mandel
D. Montgomery
G. Nikolov
L. Roberge
S. Schelske
P. Shankar
S. Sung
R. Walker

Against: 1

V. Banday

Abstain: 0

12483 – DATA PROTECTION POLICY

Action on this item is driven by the need to ensure the data privacy of license holders and other stakeholders who engage with PEO is maintained and even strengthened. In its regulatory role, PEO collects confidential information from various stakeholders, including applicants, license holders, complainants and others. Therefore, PEO must take data privacy seriously and should not contract with any third-party groups that require providing



confidential information. To ensure PEO’s stakeholder data is protected, it was recommended that Council adopt a formal data protection model.

It was noted that in addition to compliancy with Canada’s *Personal Information Protection and Electronic Documents Act (PIPEDA)*, PEO’s Data Protection Policy should also be compliant with the European Union’s *General Data Protection Regulation (GDPR)*.

Moved by Past President Bellini, seconded by Councillor Walker:

1. That Council adopts the data protection policy as outlined in the Draft Position Statement presented at C-549, 2.11 Appendix A, to reduce PEO’s risks and ensure PEO conforms with all applicable privacy obligations; and

2. That Council instructs the CEO/Registrar and/or President to work with impacted parties to examine existing data-sharing activities and ensure they comply with the new policy and provide an information report to Council at its November 2022 meeting.

**CARRIED
Recorded Vote**

For: 21

Against: 0

Abstain: 0

- A. Arenja
- C. Bellini
- R. Brunet
- C. Chahine
- C. Chiddle
- J. Chisholm
- L. Cutler
- A. Dryland
- R. Fraser
- V. Hilborn
- D. Kiguel
- T. Kirkby
- S. MacFarlane
- P. Mandel
- D. Montgomery
- G. Nikolov
- L. Roberge
- S. Schelske
- P. Shankar
- S. Sung
- R. Walker

12484 – CENTRAL ELECTION AND SEARCH COMMITTEE

At the June 24, 2022 Council meeting, the following motion related to the Central Election and Search Committee was passed.

The following motion, approved in-camera, was moved into open session:

That:



- a) Michael Chan, P.Eng., and Dave Estrella, P.Eng. be appointed as the additional members to the 2022-2023 Central Election and Search Committee;
- b) that the 2021-2022 Central Election and Search Committee be stood down with thanks at the close of this Council meeting; and
- c) that the 2022-2023 Central Election and Search Committee be constituted at the close of this Council meeting
- d) Request the CESC to advise Council of decision-making criteria used to recommend the two candidates noted above.

Further to item d) request the CESC advise Council of the decision-making criteria used to recommend the two candidates, the following information was provided.

On May 30, 2022, the three members of the Central Election and Search Committee designated by Regulation 941, met to review the applications for the two additional members of 2022-2023 committee.

The rationale used to determine who should be brought to the PEO Council for appointment included:

- Potential to have someone who can tap into different professional networks outside of the regular or standard PEO networks
- Someone is experienced and will be able to “hit the ground running”
- Non-councillor, as there are already 2 current councillors on the CESC

There were no questions or comments.

12485 – RECOMMENDATIONS ON AGM SUBMISSIONS

At the 2021 PEO Annual General Meeting held on April 30, 2022, in accordance with Council policy, and as permitted by the by-laws, a number of members presented written submissions and made verbal presentations on issues related to governance, regulatory policy and other activities of the Association. All submissions were accepted for consideration by Council as presented, and members in attendance were invited to review and submit their comments and questions.

Immediately following AGM, the movers were notified that they would have the opportunity to review and address comments collected from the members until May 31, 2022. The responses were collated on June 13, 2022 and sent to the movers with two weeks to provide a written response or make additional comments. All submissions along with any comments and responses are provided to Council for its review and consideration.

Legal Context

As a matter of law (see especially section 3 of the *Professional Engineers Act*), PEO’s Council is the “governing body and board of directors of the Association and shall manage and administer its affairs”. Council also has the statutory obligation under ss.3(8) and (8.1) of the *Act* to appoint a Registrar (currently the CEO/Registrar) who is responsible for the administration of the Association and has certain other powers conferred by the legislation.

It is important to note that the Act does not give either direct or delegated authority to license holders to manage or administer the affairs of PEO. License holder input is important to the work of a self-regulating body. However, motions made at the AGM, while informative, bind neither Council nor the CEO/Registrar. That said, the policy approved by Council in March 2020 does require staff to provide a report to Council following the AGM

with respect to the motions that have been passed, to assess lawfulness and feasibility in light of Council's current work and other declared priorities.

The briefing note included staff's analysis and proposed response to the twelve submissions made at the 2022 Annual General Meeting. Many of the issues raised by license holders are already being considered by the governance committees as part of their workplan for 2022/2023 Council term and by staff. Council or its governance committees may wish to consider the points raised in the submissions at the Council meeting or at appropriate committee's discretion.

Moved by Councillor Chisholm, seconded by Councillor Chahine:

That a regulatory impact assessment be conducted as per AGM 2022 Submission #3: Climate Change.

DEFEATED
Recorded Vote

For: 6

V. Banday
C. Chahine
J. Chisholm
R. Fraser
V. Hilborn
P. Shankar

Against: 13

A. Arenja
C. Bellini
R. Brunet
C. Chiddle
L. Cutler
A. Dryland
S. MacFarlane
P. Mandel
D. Montgomery
G. Nikolov
L. Roberge
S. Sung
R. Walker

Abstain: 3

D. Kiguel
T. Kirkby
S. Schelske

There was general agreement that an in-depth discussion on each of the 2022 AGM submissions at a future plenary would be worthwhile. It was suggested that chapter chairs be involved to ensure the submissions are discussed at the chapter level.

12486 – COUNCILLOR ITEMS – REIMBURSEMENT POLICY: CHAPTER VOLUNTEERS

In 2021, an updated Reimbursement Policy was approved by Council after a lengthy consultation period of four years. Chapter Specific Policies was in the draft circulated for peer review and consultation; it was removed in the final draft of the policy.

In May 2022 Regional Congresses returned to in-person and the Northern Congress motioned an Open Issue to the Regional Councillors Committee (RCC):

Northern Region Congress moves that in light of Council removing the Chapters' section of the PEO Reimbursement Policy, and the fact that this has led to a reduction in volunteer expense coverage; the region requests RCC's support; that they discuss this matter at the next RCC meeting and vote to bring this issue to Council. CARRIED

At the July 23, 2022 RCC meeting, the committee discussed the issue and made the following motion:



RCC requests that Council direct the Audit & Finance Committee to consider the inclusion of guest expense reimbursements when a volunteer attends a Regional Congress. CARRIED

It was proposed that chapter volunteer partner expenses be written into the Reimbursement Policy.

If the motion is passed the Audit & Finance Committee will be asked to compare the 2019 peer reviewed version of the Expense Reimbursement Policy with the 2021 Council approved document, and consider how best to include chapter volunteer expenses. If the current policy undergoes change, peer review by the chapter office is requested before a final draft of the amended policy is presented to Council for approval.

Moved by Councillor Roberge, seconded by Councillor Schelske:

That Council direct the Audit & Finance Committee to consider the inclusion of a chapter-specific appendix in the Reimbursement Policy, to include partner expense reimbursements when a volunteer attends a Regional Congress.

Moved by Councillor Kirkby, seconded by Councillor Shankar:

To refer the motion back to the Regional Congress Committee for further review.

**DEFEATED
Recorded Vote**

For: 2

T. Kirkby
P. Shankar

Against: 20

A. Arenja
V. Bandy
C. Bellini
R. Brunet
C. Chahine
C. Chiddle
J. Chisholm
L. Cutler
A. Dryland
R. Fraser
V. Hilborn
D. Kiguel
S. MacFarlane
P. Mandel
D. Montgomery
G. Nikolov
L. Roberge
S. Schelske
S. Sung
R. Walker

Abstain: 0

Council then voted on the original motion.

**CARRIED
Recorded Vote**

For: 18

A. Arenja
V. Bandy

Against: 2

R. Brunet
T. Kirkby

Abstain: 2

G. Nikolov
S. Sung



C. Bellini
C. Chahine
C. Chiddle
J. Chisholm
L. Cutler
A. Dryland
R. Fraser
V. Hilborn
D. Kiguel
S. MacFarlane
P. Mandel
D. Montgomery
L. Roberge
S. Schelske
P. Shankar
R. Walker

12487 – CONSENT AGENDA

Moved by Councillor Schelske, seconded by Councillor Hilborn:

That the consent agenda be approved, consisting of:

- 3.1 Minutes – 548th Council meeting – June 24, 2022**
- 3.2 Consulting Engineer Designation Applications**
- 3.3 Engineers Canada Directors Report**
- 3.4 Governance Committee Reports and 2022-2023 Workplans**

CARRIED

[V. Banday, R. Fraser, D. Chui, N. Hill, and M. Sterling left the meeting at 3:55 pm]

12488 – C-548 MEETING MINUTES

That the minutes of the 548th meeting of Council, held June 24, 2022, as presented to the meeting at C-549-3.1, Appendix A, accurately reflect the business transacted at that meeting.

CARRIED

12489 – CONSULTING ENGINEER DESIGNATION APPLICATIONS

- 1. That Council approve the exemption from examinations and the applications for designation as Consulting Engineer as set out in C-549-3.2, Appendix A, Section 1.**
- 2. That Council approve the applications for redesignation as Consulting Engineer as set out in C-549-3.2, 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-549-3.2, Appendix A, Section 3.**

CARRIED

There were no comments or questions related to consent agenda item 3.3 Engineers Canada Directors Report or 3.4 Governance Committee Reports and 2022-23 Workplans.

Moved by Councillor Chiddle, seconded by Councillor Hilborn:



That Council move in-camera.

CARRIED

There being no further business the meeting concluded.

These minutes consist of 18 pages and minutes 12471 to 12489 inclusive.

N. Colucci, P.Eng., Chair

M. Solakhyan, Director, Governance