

Briefing Note – Confirmation

C-557-1

CONFIRMATION OF NOTICE AND QUORUM

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

Prepared by: Eric Chor, Research Analyst

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-557-1.2, 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 – 557th Council meeting agenda

Agenda (For Councillors)

Not for distribution.

C-557-2
Appendix A

Kick-off Meeting – 557th Meeting of the Council - Professional Engineers Ontario

Friday, May 5, 2023 / 9:00 am – 4:00 pm / Lunch 12:15 – 1:00 pm

In Person Meeting: PEO Offices, 40 Sheppard Avenue West, 8th Floor, Toronto

Virtual Option: Zoom details are provided via Outlook calendar invitation and Diligent Boards

May 5, 2023	
8:00 am	Breakfast – 8 th Floor Dining Room
8:30 am	Informal Meeting – Councillor Check-in – Tech Help
9:00 am	CALL TO ORDER – Formal Public Meeting Begins – Council Chambers

<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	Secretariat	Confirmation	9:00 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	9:05 am
5.	APPOINTMENT OF COUNCIL MEETING CHAIR ¹	Interim Chair	Decision	9:40 am
6.	APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE	Chair	Decision	9:50 am
7.	APPOINTMENT OF VICE PRESIDENT ¹	Chair	Decision	9:55 am
8.	APPOINTMENT OF COUNCILLORS TO GOVERNANCE COMMITTEES FOR 2023-24 <ul style="list-style-type: none"> Audit and Finance Committee Governance and Nominating Committee 	Chair	Decision	10:15 am

¹ Secret Vote via *ElectionRunner* platform

<u>AGENDA ITEMS</u>		Spokesperson/ Moved by	Type	Time
	<ul style="list-style-type: none"> Human Resources and Compensation Committee Regulatory Policy and Legislation Committee 			
BREAK: 10:30 – 10:40				
9.	APPOINTMENT OF GOVERNANCE COMMITTEE CHAIRS ¹	Chair	Decision	10:40 am
10.	APPOINTMENT(S) TO THE EXECUTIVE COMMITTEE ¹	Chair	Decision	11:40 am
LUNCH BREAK: 12:15 – 1:00				
11.	APPOINTMENT OF ELECTED COUNCILLOR TO THE DISCIPLINE COMMITTEE ¹	Chair	Decision	1:00 pm
12.	CEO/REGISTRAR'S GOALS FOR 2023-2024	Chair	Decision	1:30 pm
13.	COUNCILLOR QUESTIONS	Chair	Discussion	2:00 pm
FORMAL PUBLIC MEETING ENDS BREAK: 2:20 – 2:30 pm				
14.	MOTION TO MOVE IN CAMERA	Chair	Decision	2:30 pm
15.	IN CAMERA WITH STAFF <ul style="list-style-type: none"> Appointment of Interim Deputy Registrar 	Chair	Decision	2:32 pm
16.	COUNCILLOR QUESTIONS	Chair	Discussion	2:45 pm
17.	IN CAMERA WITH CEO/REGISTRAR	Chair	Discussion	3:05 pm
18.	IN CAMERA WITHOUT CEO/REGISTRAR	Chair	Discussion	3:30 pm
19.	ADJOURNMENT			4:00 pm

UPCOMING EVENTS: Workshop, Board Meetings, AGM
<ul style="list-style-type: none"> June 1-2, 2023 (Council Workshop) June 23, 2023 (Council Meeting) September 22, 2023 (Council Meeting) November 17, 2023 (Council Meeting) February 23, 2024 (Council Meeting) April 5, 2024 (Council Close-off Meeting) April 27, 2024 (Annual General Meeting)

Councillor Code of Conduct

PEO expects all volunteers and members of Council to conduct themselves in a manner that honours PEO core values, reputation and in accordance with the applicable laws and regulations. At all times, PEO volunteers and members of Council are expected to:

- carry out duties and responsibilities in a competent, efficient and safe manner;
- comply with the mandatory training requirements including all training required under legislation;
- adhere to PEO policies, procedures and applicable legislation;
- neither use, nor allow the use of, PEO property, resources, information and/or funds other than for authorized purpose(s);
- maintain confidentiality of any information obtained as a result of volunteering with PEO, during volunteer service and after their volunteer commitment is over;
- observe safety procedures, including, but not limited to, keeping themselves and others safe at all times, notifying PEO about any potential or perceived hazards in the working environment; notifying PEO about any accident, incident or property damage, etc.

At all times, PEO volunteers and members of Council shall not:

- act in a way that may bring PEO into disrepute;
- create any liability for PEO without prior authorization;
- engage in any activity that may cause physical or mental harm to another person including but not limited to, verbal abuse, physical abuse, assault, harassment, bullying, etc.);
- engage in any activity that may damage PEO property;
- provide a false or misleading statement, declaration or claim, falsify or change any documents or records;

PEO volunteers and members of Council should avoid all situations in which their personal interests conflict or might conflict with their duties to the Association. They shall, at the first opportunity, disclose any real or perceived conflict of interest. The nature of this reported conflict must be properly documented in the Association's records.

[s. 3.1.8 of the Governance Manual]

Briefing Note – Exception

C-557-3

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-557-4

SPECIAL RULES OF ORDER

Purpose: To consider the *Special Rules of Order* for 2023-2024 Council term.

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-557-4, Appendix A, be approved effective immediately and remain in effect until the close of business at the 2024 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.

2. Recommendation

That the Special Rules be approved.

3. Next Steps

If approved by Council, the *Special Rules* will apply throughout the 2023-2024 Council year and any affected staff and Committee chairs will be notified accordingly.

4. Appendices

- Appendix A – Proposed *Special Rules* for the 2023-24 Council year (showing amendments from 2022-23)



SPECIAL RULES OF ORDER

AT

PEO MEETINGS

20232-20243

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.

7. MEETING DETAILS AND AGENDAS

- 7.1 Details of meeting format, location, and time shall be finalized and sent to members of Council not later than two weeks before the meeting. These meeting details may be amended only in case of emergency.
- 7.2 The agenda--along with supporting materials and appendices--shall be finalized and sent to members of Council not later than one week before the meeting. During the week prior to the meeting, only amendments or additions either of a very minor nature or which are the result of an emergency, may be added, and the members shall be notified.
- 7.3 For the purposes of this section, an emergency is defined as an event or sequence of events which:
- (i) Was unexpected,
 - (ii) Will result in harm to the organization or to the public if not acted on, or will get worse, and
 - (iii) Cannot wait to be addressed at a subsequent meeting of Council.

7.4 A member of Council may add an item to the meeting agenda by submitting it to the Secretariat not later than two weeks prior to the meeting.

Briefing Note – Decision

C-557-5

APPOINTMENT OF COUNCIL MEETING CHAIR

Purpose: To appoint a Council Meeting Chair for the 2023-2024 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 2023-2024 Council year or until their successor is appointed.

Prepared by: Meg Feres, Supervisor, Council Operations

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 mandate, powers, responsibilities,, processes, and terms of office are described in Section 3.2 of the PEO Governance Manual approved by Council at its March 2023 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 2023-2024 term submitted their names before the meeting. Expressions of Interest were received from **Nick Colucci** and **Roydon Fraser**.

The Governance and Nominating Committee is not making a recommendation for this position. In addition to the two 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 2022-23 and, if approved, 2023-24 *Special Rules of Order*.

2. Appendices

Appendix A – Section 3.2 of PEO Governance Manual, “President and Chair”

Section 3.2 of PEO Governance Manual (Approved March 31, 2023)

3.2 President and Chair

The roles and responsibilities of the President and Chair are established by the Regulation and PEO's by-laws and policies.

3.2.1 Mandate

The President is the elected leader of PEO. The Chair, who is typically also the President (but can be a separate person), leads Council in carrying out its governance and fiduciary responsibilities to fulfill PEO's mandate.

3.2.2 Powers

The authority of the President and Chair rests in the powers given to them by Council, as well as by the Regulation, and is subject to any limits set out in the Act and PEO's by-laws.

3.2.3 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, oversees Council operations and processes, and acts as liaison between the Council and the CEO/Registrar.

In addition to the Chair fulfilling the duties and responsibilities of a Councillor, the Chair has other specific responsibilities 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 Council with sufficient and appropriate information enabling 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 Submissions Protocol);

- 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;
- Demonstrate Council's integrity and ethical behaviours including conflict of interest declarations when appropriate;
- Coach Councillors, collectively and individually, to ensure full utilization of individual capabilities and optimum performance of Council;
- Speak on behalf of Council, stating Council's position on issues it has considered or policies that PEO has previously adopted, as per PEO's communication policy;
- In conjunction with the CEO/Registrar, ensure that 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 Council; and
- Lead 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, the President has other specific responsibilities to:

- Preside over member meetings, including PEO's AGM, 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
- Satisfy any additional duties or responsibilities as delegated by Council from time to time.

3.2.4 Processes and Terms of Office

The President-elect is elected by PEO's members annually. The President-elect serves as a member of Council first, and then serves as President. The President-elect will approve the President's expenses.

The President assumes office effective at Council's first meeting following PEO's AGM.

The President of PEO typically serves as Chair of Council. In situations where the President and Chair are separate people, the powers and responsibilities assigned to each within this Manual apply separately to each person and role.

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.

If the Chair is absent from a meeting of Council or is 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 outlined in the Regulation for appointing a new President.

The President and Chair has the right to delegate any of their functions to other Councillors as appropriate, but they are ultimately accountable to Council for the functions delegated.

3.2.5 Review of President and Chair Powers and Responsibilities

The contents of section 3.2 of this Manual will be reviewed by Council every three years.

APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE

Purpose: To approve the Chair of the Regional Councillors Committee (RCC) for the 2023-2024 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 2024 Annual General meeting.

Prepared by: Meg Feres, Supervisor, Council Operations
Moved by: Councillor Arjan Arenja, P.Eng.

1. Need for PEO Action

The Regional Councillors Committee (RCC) 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 is scheduled to be completed on May 2, 2023.

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-557-7

APPOINTMENT OF VICE PRESIDENT

Purpose: To appoint a Vice President for the 2023-2024 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 2023-2024 Council year.

Prepared by: Meg Feres, Supervisor, Council Operations

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. Expressions of interest were received from: **Vaj Banday, Vicki Hilborn, George Nikolov, and Leila Notash.**

On April 18, 2023 the Governance and Nominating Committee (GNC) met to review the 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 2022-23, and if approved, the 2023-24 *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 2022-23 or, if approved, 2023-24 *Special Rules of Order*.

4. Appendix

- Appendix A – Referenced sections of the *Professional Engineers Act* and Regulation 941

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;

Briefing Note – Decision

APPOINTMENT OF COUNCILLORS TO GOVERNANCE COMMITTEES FOR 2023-2024

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 2023-2024 Council year.
2. That the Governance and Nominating Committee be composed of Council members, [insert names and “P.Eng.” if applicable] appointed for the 2023-2024 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 2023-2024 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 2023-2024 Council year.

Prepared by: Meg Feres, Supervisor, Council Operations

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. The current terms of reference are described in Section 2.3.3.2 of the PEO Governance Manual approved by Council at its March 2023 meeting (Appendix A). Councillors have been invited to specify preferences for serving on governance committees.

On April 18, 2023 the Governance and Nominating Committee (GNC) met to consider expressions of interest, and agreed on recommendations to each committee (see Appendix B). Individual preferences have been accommodated to the extent possible. 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 2022-23 or, if approved, 2023-24 *Special Rules of Order*.

2. Appendices

- Appendix A – PEO Governance Manual excerpt Section 2.3.3.2
- Appendix B - Recommendations for appointment

Section 2.3.3.2 of PEO Governance Manual (Approved March 31, 2023)

2.3.3.2 Governance Committees

The four governance committees are briefly summarized below. The complete terms of reference for each of these governance committees are attached to this Manual at **Appendix A**.

Governance and Nominating Committee:

This Committee assists Council with overseeing PEO's governance process and practices, nominations for committee appointments, Council elections, and risk management related to governance. Its responsibilities include:

- Coordinating the development of governance policy;
- Reviewing corporate governance documents such as Council policies, committee charters, and this Manual;
- Evaluating the overall performance of Council, Councillors, committees, and chairs, and reporting those evaluations to Council;
- Developing and implementing Councillor and committee member orientation and training plans;
- Implementing and overseeing processes for committee nominations; and
- Supporting the administration of Council elections.

Regulatory Policy and Legislation Committee:

This Committee assists Council with coordinating and enabling effective regulatory policy and legislation. Its responsibilities include:

- Developing and reviewing proposals and amendments related to regulatory policy issues (including related bylaws, standards, guidelines, regulations or legislation), and making recommendations to Council;
- Identifying regulatory policy issues for addressing, monitoring, and evaluating, providing regulatory impact analyses, coordinating with the Attorney General, and reviewing draft legislation;
- Monitoring and evaluating applicable regulatory policy issues for PEO compliance and to identify opportunities for enhancement; and
- Informing Council about relevant legislative developments which may affect the practice of professional engineering or PEO's operations.

Human Resources and Compensation Committee:

This Committee assists Council with overseeing PEO's relationship with the CEO/Registrar and PEO's human resources policies and plans. Its responsibilities include:

- Reviewing PEO's goals and objectives for the performance and compensation of the CEO/Registrar;
- Evaluating the performance of the CEO/Registrar in relation to those goals and objectives, and recommending to Council the approval of compensation and benefits for the CEO/Registrar;
- Reviewing the terms of reference, development and succession plans for the CEO/Registrar, and making recommendations to Council; and
- Overseeing 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.

Audit and Finance Committee:

This Committee assists Council with overseeing the integrity of PEO's financial reporting and financial management (including audits and controls), reviewing the financial information to be published to stakeholders, and overseeing financial matters that are material to PEO's activities, to further and align with PEO's strategic plan and priorities. Its responsibilities include:

- Reviewing PEO's annual audited financial statements (as well as its accounting policies, reserves, key estimates and judgments) with management and external auditors, and reporting and making recommendations to Council for approval;
- Reviewing PEO's quarterly financial statements with management, to monitor alignment with PEO's approved budget and strategic plan;
- Overseeing the integrity of PEO's financial statements and financial reporting process, and of PEO's systems of internal accounting and financial controls;
- Overseeing PEO's compliance with all applicable laws, regulations, rules, policies, and other requirements relating to financial reporting and disclosure;
- Recommending to Council the nomination of external auditors, approving their remuneration and terms of engagement, reviewing their plans, and overseeing their work;
- Overseeing the effective management of financial risk regarding PEO;
- Reviewing PEO's budget annually, and making recommendations to Council for approval;
- Overseeing PEO's investments; and
- Overseeing PEO's pension fund.

APPENDIX B

GNC RECOMMENDATIONS FOR APPOINTMENT TO GOVERNANCE COMMITTEES FOR 2023-2024

AFC	GNC	HRCC	RPLC
Cutler, Lorne (1)	Arenja, Arjan (1)	Dryland, Andy (1)	Hilborn, Vicki (1)
Kirkby, Tim (1)	Banday, Vaj (1)	Montgomery, Dana (1)	Kiguel, David*
Mandel, Paul (1)	Chahine, Christopher (1)	Roberge, Luc (1)	Liu, Michelle (1)
Nikolov, George (1)	Lwin, Nanda (1)	Schelske, Scott (1)	Notash, Leila (1)
Panesar, Ravinder (1)	MacFarlane, Susan (1)		Senaratne, Uditha (1)
Shankar, Pappur (1)	Schjerning, Glen (1)		
Sung, Sherlock (1)			

“(1)” indicates this is the first preference

*Expressed interest in being appointed to both the GNC and RPLC and did not indicate first or second preference. At the GNC meeting on April 18, the Committee decided to recommend each Councillor be appointed to one committee, with the understanding that at the Council meeting on May 5, Councillors may indicate interest in appointment to more than one committee.

Briefing Note – Decision

C-557-9

APPOINTMENT OF GOVERNANCE COMMITTEE CHAIRS

Purpose: To appoint Chairs for each of the four governance committees for the 2023-2024 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 2023-2024 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 2023-2024 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 2023-2024 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 2023-2024 Council year or until their successor is appointed.*

Prepared by: Meg Feres, Supervisor, Council Operations

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 2023-2024 term have indicated their interest. This information is shown in the chart below.

Candidates for Governance Committee Chair

AFC	GNC	HRCC	RPLC
Cutler, Lorne	Banday, Vaj	Roberge, Luc	Hilborn, Vicki
Kirkby, Tim	MacFarlane, Susan	Senaratne, Uditha (2) ¹	Notash, Leila
Mandel, Paul	Notash, Leila (2) ¹		Senaratne, Uditha
Shankar, Pappur			

¹ Committee interest indicated as second preference

On April 18, 2023 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 5, 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 2022-23 or, if approved, 2023-24 *Special Rules of Order*.

APPOINTMENT OF COUNCILLORS TO EXECUTIVE COMMITTEE

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

2 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:
 - a) fixed at one (1), who for greater clarity must be a member of Council appointed by the Lieutenant Governor in Council;
OR
 - b) more than (1), and in this circumstance, at least one position must be filled by a member of Council appointed by the Lieutenant Governor in Council;
2. That {insert name(s)} be appointed as (a) member(s) of the Executive Committee for the 2023-2024 Council year, in accordance with ss.28(1)(e) and 28(1.1) of Regulation 941.

Prepared by: Meg Feres, Supervisor, Council Operations

Moved by: Councillor Arjan Arenja, P.Eng.

1. Need for PEO Action

(a) Size of Executive Committee

Council is asked to decide if only one (1) additional member be appointed to the Executive Committee in order to satisfy the legal requirement; or if more than one additional will be appointed.

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 and 2022-23 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 or 2022-23, 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 2022-23 and, if approved, 2023-24 *Special Rules of Order*.

Those wishing to put their name forward to serve on the Executive Committee for 2023-2024 submitted their names prior to the meeting. This information is shown in the chart below.

Candidates for Executive Committee
Cutler, Lorne – LGA (P.Eng.)
Hilborn, Vicki
Kiguel, David
Liu, Michelle
Mandel, Paul - LGA
Nikolov, George – LGA (P.Eng.)
Notash, Leila
Panesar, Ravinder
Schelske, Scott – LGA (P.Eng.)
Schjerner, Glen
Shankar, Pappur

On April 18, 2023, 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).

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 oblige 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.

Those wishing to put their name forward to serve on the Discipline Committee for 2023-2024 submitted their names prior to the meeting. This information is shown in the chart below.

Candidates for Discipline Committee
Banday, Vaj
Colucci, Nick
Fraser, Roydon
Hilborn, Vicki
Kirkby, Tim
Liu, Michelle
Notash, Leila
Schjerning, Glen

On April 18, 2023 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 5, 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.

Briefing Note – Decision

C-557-12

2023 – 2024 Performance Goals for the CEO/Registrar

Purpose: To consider and approve the CEO/Registrar performance goals, as determined in consultation with Council's Human Resources and Compensation Committee (HRCC).

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

That Council approve the CEO/Registrar goals as presented at C-557-12a, Appendix A ("*CEO/Registrar 2023-2024 Goals Review Form*").

Prepared by: Nick Colucci, Past President

Moved by: Luc Roberge, Chair, Human Resources and Compensation Committee (2022-2023 Council term)

1. Need for PEO Action

Under the Professional Engineers Act, Council has one, critical employee, the Registrar (or CEO/Registrar). Particularly at this most senior staff level, human capital is a vital component in the successful transformation of PEO as it strives to become a more modern regulator. Setting and monitoring goals and objectives for the CEO/Registrar is an important component of Council's role in moving the organization forward. Any goals that are assigned are expected to reflect an overall vision which corresponds to the enhancements required within the organization.

The document appended to this briefing note has been reviewed in conjunction with the incumbent. It provides SMART (Specific, Measurable, Achievable, Realistic, Timely) performance goals which further define timelines, what is to be accomplished, and how it is to be measured. The performance goals will be evaluated by way of a performance review. Meetings will take place as required with the HRCC.

2. Proposed Action / Recommendation

HRCC recommends that Council adopt the proposed goals for the CEO/Registrar in Appendix A ("*CEO/Registrar 2023-2024 Performance Goals Review Form*").

3. Next Steps (if motion approved)

Once approved, the HRCC, will work with the CEO/Registrar to review performance in working towards the specified goals and objectives. The HRCC will provide regular feedback as will the President during 1:1 meeting updates to the CEO/Registrar subject to any input from Council. Any changes or updates to the CEO/Registrar goals will be brought forward to Council for review and approval.

4. Policy or Program contribution to the Strategic Plan

Not Applicable.

5. Financial Impact on PEO Budgets

None.

6. Peer Review & Process Followed

Process Followed	Outline the Policy Development Process followed. <ul style="list-style-type: none">• HRCC in collaboration with the CEO/Registrar with the assistance of HR prepared the performance goals and objectives.
Council Identified Review	Identify who is to be consulted; how they will be consulted and what kind of response is expected. <ul style="list-style-type: none">• Briefing note is brought to Council on May 5, 2023.
Actual Motion Review	Detail peer review and relevant stakeholder review undertaken <ul style="list-style-type: none">• N/A

7. Appendices

- Appendix A – CEO/Registrar 2023-2024 Performance Goals Review Form

2023 - 2024 CEO/Registrar Goals & Objectives (April 1st, 2023 – March 31st, 2024): Performance Plan

Note: Goals aligned are used for the purposes of evaluating performance. A sample of the Goals from the Operational Plan are used to maintain continuity and alignment.

	Area of Focus	Goal (What - Desired Result)	Objective (How)	Status
1	Improve Licensing Processes (Optimization of Regulatory Operations) *	<p>1A) Create a fair, transparent, accessible, and efficient application process as it relates to FARPACTA by Q1 2024.</p> <p>1B) Modernize PEO's regulatory processes, including feedback from stakeholders by Q4 2023.</p>	<ul style="list-style-type: none"> 1.1: Launch and evolve a new fair and transparent licensing process that meets the KPIs as defined by the FARPACTA legislation (May 15, 2023 – manual process in advance of the July 1, 2023, effective date). 1.1: For a minimum of 90% of applications received: <ul style="list-style-type: none"> KPI #1: Confirm whether application is complete within 10 days of receipt. KPI #2: Meet an overall six-month target for reaching registration decisions (a decision to issue a licence or a decision to issue a Notice of Proposal to refuse to issue a licence) for completed applications received. KPI #3: Meet a 30-day target for processing transfer applications from other Canadian jurisdictions. 1.1: Deliver a technology solution to support a modernized, accessible, and efficient online FARPACTA-compliant licensing process (Phase 1 by Q3). 1.2: Continuously improve current mandatory CPD program and define business rules for imposing sanctions (administrative suspensions for those who are not compliant) by Q4 for implementation in 2024 and communicate changes and expectations to licence holders. 	
2	Optimize Organizational Performance (Capacity and Capability)*	2A) Ensure adequate planning for Information Technology and Information Management by Q1 2024.	<ul style="list-style-type: none"> 2.2: Develop digital transformation roadmap, including data strategy by Q4, including a review of processes and policies; identify any gaps that need to be addressed. 	

		<p><i>2B) Build organizational capacity and capabilities by continuing to foster a positive work culture and strive to be a high-functioning organization by engaging employees, demonstrating values, and enabling performance throughout 2023.</i></p> <p><i>2C) Build Executive Leadership Team (ELT) success, including restoring and re-energizing teams.</i></p>	<ul style="list-style-type: none"> • 2.3: Develop and implement a principled and uniquely PEO-focused approach to hybrid work. • 2.3: Develop and plan to automate the Performance Management process to support personal development and operational plan through cascading goals for all staff. • 2.3: Improve level of employment engagement as measured in Pulse Surveys and carry out engagement initiatives of the 2022 Employee Engagement Pulse Survey action plan by Q4. • 1.3, 2.3: Enable and empower an inclusive, collaborative, and innovative culture to reflect PEO's core values and Anti Racism & Equity (ARE) Code**. • 2.3: Support ELT and senior team members, especially newer members, to build skills and capacity for advancing leadership within and beyond our walls (e.g., advocacy, government relations, etc.) • 2.3: Review and further refine organizational structure to advance strategy and vision to ensure we have a cohesive culture. • 2.3: Support ELT succession planning by developing formal leadership roles as part of development plans and developing a succession plan process and document to be provided to Council (via HRCC) by Q4 2023. 	
3	Implement Governance Improvement Program (Good Governance)*	<p><i>3A) Continue to develop governance skillsets for both staff and council.</i></p> <p><i>3B) Ensure governance performance and oversight.</i></p>	<ul style="list-style-type: none"> • 3.1: Develop orientation for new members of Council (with refresher for existing members) for delivery in May 2023. • 3.1: Complete Council Manual based on governance roadmap. • 3.2: Develop draft dashboard of qualitative and quantitative metrics to support monitoring of operations by Q3. • Complete an RFP for a Chief Elections Officer and engage Councilors in the process of selecting a candidate for this role by Q4. 	

* Any resulting resources and budget requirements will be brought to Council for approval.

** ARE Code includes all aspects of Diversity, Equity, Inclusion, Belonging, Accessibility and Indigenization.

Briefing Note – Discussion

C-557-13

Councillor Questions

Purpose: To field questions from Council at the end of the Open session.

No motion required.

Prepared by: Eric Chor, Research Analyst