

Appendix C
Roles and Responsibilities
(Excerpt from Governance Manual – Part 3)

3.1 Council

The framework for PEO's governance and Council structure, and for the roles and responsibilities of Council, is provided by the Act, the Regulation and PEO's by-laws and policies.

3.1.1 Principles

Council will:

- Strive to focus on the governance of PEO – the system of direction and control – and to delegate day-to-day operations to the CEO/Registrar. The work of both Council and the CEO/Registrar (and delegated staff) is supported by committees and various forms of consultation as required and appropriate. Council's role is to engage actively at a strategic level rather than an operational, tactical detail level. In this sense, "strategic" means providing input for and approval of a strategic plan, enterprise risk management, policy development, financial oversight and the approval of operating plans tied to PEO's strategy.
- Abide by the Councillor Submissions Protocol, which is set out below at section 6.2 of this Manual.
- Agree on a "no surprises" protocol with the CEO/Registrar (in both directions).
- Apply rules of order in a less formal way during meetings, including:
 - Make decisions by consensus wherever possible.
 - Engage in substantial pre-motion dialogue on agenda items that would benefit from this, i.e., when a consensus direction forward has not yet been crystalized.
 - Reduce unnecessary interventions using rules of order to the minimum necessary to maintain order, i.e., individual Councillors not to use rules of order to prolong a dissenting view after they have been given a fair hearing.
- Be transparent in its governance:
 - To the extent practical, feasible and legal, PEO's stakeholders and licence holders should be able to see how PEO is governed and be able to make informed decisions about how the organization is governed and managed for the benefit of its stakeholders.
 - Hold meetings in public, except when discussions are of a confidential and/or legal nature, then meetings are held *in camera*. Discussions held during *in camera* meetings are maintained in confidence.
 - Act transparently except in circumstances where privacy must be ensured, e.g., the sharing of private information about staff, licence holders or others, and confidential issues related to PEO's affairs. Council will adhere to PEO's Privacy Policy.
 - Speak with one voice, with the Chair (or their delegate) speaking for Council. Councillors opposed to a decision will accept and support Council's decision.

3.1.2 Mandate

Council oversees the conduct of the business and affairs of PEO, supervises its CEO/Registrar, and does what is necessary to ensure that all major issues within the scope of PEO's statutory mandate are given appropriate consideration.

As a creature of statute, PEO through Council has accountabilities to the Government of Ontario (the Attorney General as Minister responsible for the Act), and to the public. As engineering is a self-regulated profession, PEO also has certain accountabilities to licence holders, to ensure that they are regulated and governed fairly, effectively and transparently in the public interest.

Council has the ultimate responsibility for ensuring that PEO carries out its statutory mandate and duties (its "principal object" and "additional objects", per the Act), which are described above in section 2.1.2 of this Manual.

As a board of directors, Council is accountable for PEO's ethical integrity, legal compliance, financial controls, establishment of reporting metrics and reporting of results.

3.1.3 Powers and Duties of Council and Councillors

The powers and duties of Council and Councillors are outlined in the Act, the Regulation and By-Law No. 1.

Every Councillor, in exercising their powers and discharging their duties, will:

- Act honestly and in good faith in furtherance of PEO's objectives in order that the public interest may be served and protected;
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- Comply with the Act, regulations, by-laws and any policies adopted by Council.

These duties are consistent with each Councillor's status as a fiduciary of PEO. The fiduciary duty is a legal concept that requires Councillors to conduct themselves with an undivided duty of loyalty, good faith and diligence to act on behalf of PEO and its public interest mandate. The fiduciary duty includes duties to adhere to confidentiality and privacy obligations, and to avoid acting in a conflict of interest.

By-Law No. 1 further requires that every Councillor must:

- Endeavour to take part in the work of PEO's committees, and actively serve during their terms of office on any committees to which they have been appointed;
- Endeavour to take part in chapter affairs, including appearance before chapters during their terms of office as a panelist, speaker or representative of Council;
- Endeavour to be present at and participate in PEO's AGM;
- Perform such duties on behalf of officers of PEO as may be requested, including attendance at local functions as representatives of PEO;

- Serve on the committees which Council may appoint under the provisions of the Act with respect to hearings on membership and disciplinary matters;
- Ensure that confidential matters coming to their attention as members of Council are not disclosed by them except as required for the performance of their duties or as may be directed by Council or by the President;
- Disclose any interest they may have, other than as members of Council, in any matter coming before Council and shall not be counted in the quorum in respect of such matter; and
- Familiarize themselves with the Act, the regulations, the by-laws and Code of Ethics and with such other records and documents as may be necessary as background knowledge for the purpose of performance of the duties of their office.

Council may delegate activities and accountability for designated items in this Manual to governance committees through their terms of reference.

Councillors will only serve on governance committees, or on other committees where required by the Act.

3.1.4 Composition

The composition of Council is prescribed by the Act and by the Regulation made under it.

Fifteen Council members are professional engineers who are elected by PEO's licence holders. Of these fifteen, one is elected annually as the President-elect (who assumes the position of President the year following their election), and one is elected annually as the Vice President.

The remaining thirteen elected Councillors are elected for two-year terms. Three of these Councillors are elected as Councillors-at-Large by PEO's licence holders, and two members from each of the five regions in the province are elected as regional Councillors by the licence holders in their regions.

In addition to the elected Councillors, up to twelve Councillors are appointed by the provincial government. The Act requires that some these appointed members must be PEO licence holders (professional engineers), and that some must not be.

Appointed and elected Councillors are equal members of Council and have the same duties and responsibilities.

Consistent with PEO's commitments under its Anti-racism and Equity Code ("ARE Code") that was approved by Council in April 2022, PEO and Council will strive to promote and achieve equity, and foster inclusivity, across all leadership activities and processes, including Council election processes, committee selection processes and other opportunities. Council also seeks to attract Councillors from across the broad range of professional engineering disciplines.

3.1.5 Authority

Council has the authority to:

- Discharge its responsibilities directly or through the CEO/Registrar, who in turn directs the staff;
- Regularly review PEO's objectives so that, within the statutory framework, they remain responsive to the changing environment in which PEO operates;
- Retain, at PEO's expense, special human resources, legal or other consultants or experts it deems necessary in the performance of its duties; and
- Protect and enhance the assets of PEO in the interest of all stakeholders.

3.1.6 Responsibilities

Beyond its broad regulatory and governance (direction and control) mandate, Council has these specific responsibilities:

- Adopting a strategic planning process and approving a multi-year plan;
- Reviewing and approving annual objectives, performance targets and risk tolerances;
- Appointing, monitoring and evaluating a CEO/Registrar (and Deputy Registrars as needed);
- To the extent feasible, satisfying itself as to the integrity of the CEO/Registrar, and that they create a culture of integrity throughout the organization;
- Ensuring that there is adequate succession planning for the post of CEO/Registrar;
- Adopting a communication policy for PEO;
- Maintaining reasonable assurance as to the effectiveness of PEO's internal control and management information systems;
- Promulgating and reinforcing a best practice approach to governance, including a set of governance principles and guidelines that are specifically applicable to PEO;
- Establishing and populating committees as needed by way of PEO's by-laws and/or mandated in the Act, and approving terms of reference and annual work plans for and monitoring the performance of any such committees;
- Reviewing, approving and monitoring compliance with high-level regulatory and governance policies;
- Maintaining reasonable assurance in the financial performance of PEO, and in its financial reporting;
- Reporting annually to the licence holders and the Minister on its stewardship of the preceding year; and
- Making appointments to committees and external bodies.

3.1.7 Governance Process and Meetings

Council will:

- Meet regularly, not less than four times per year, and at such other times as may be requested by the Chair;
- Conduct meetings in an orderly manner as determined by PEO's accepted rules of order (in accordance with By-Law No. 1 and as superseded or supplemented by any Special Rules of Order approved by Council);
- Invite the Chair to set the agenda and propose an annual workplan for Council's approval. Ordinarily the Chair will set the agenda in consultation with the CEO/Registrar;
- Communicate its expectations to the CEO/Registrar with respect to the nature, timing and extent of Council's information needs and provide responsible feedback on whatever information is provided to support Council's decision-making. Council expects that written materials will be received from management (via the Secretariat) not later than one week in advance of meeting dates (deadline dates will be published well ahead of meetings);
- Deliver, by email or electronic meeting invitation, a notice of meeting, including the meeting format, location and time, not less than two weeks prior to the meeting;
- Conduct effective meetings, whether in person, by videoconference, by teleconference or by some combination of these;
- Agree to and ensure the appropriate use of *in camera* and executive sessions at Council meetings. Establish and adhere to an *In Camera* Sessions Protocol;
- With the support of the Secretariat, prepare and circulate draft minutes for all meetings to document Council's discharge of its responsibilities, subject to formal approval;
- Commit to ensuring that anyone serving on Council or a PEO committee receives appropriate orientation, education and training to enable them to fulfill their mandates effectively;
- Develop and approve an annual budget for the work of Council; and
- Evaluate its own performance periodically and develop criteria for such evaluations, and act on the evaluation results accordingly.

3.1.8 Code of Conduct

Council has established a Code of Conduct which applies to Councillors, in recognition of the high standards that are demanded of their position. The Code of Conduct supports effective performance, accountability and a healthy governance culture.

The Code of Conduct can be accessed by using the following link:

[Code of Conduct](#)

A list of other PEO policies that apply to Councillors can be found below:

[Anti Workplace Violence, Harassment and Discrimination Policy](#)

[Conflict of Interest Policy](#)

[Safe Disclosure \("Whistleblower"\) Policy](#)

[Privacy Policy](#)

[Technology Use and Security Policy](#)

[Expense Reimbursement Policy](#)

[Communications Policy](#)

[Corporate Social Media Policy](#)

3.1.9 Councillors' Liability and Insurance

As directors and officers of PEO, Councillors are responsible for their own actions, the actions of PEO and in some cases the actions of other Councillors. Their fiduciary duties and other legal responsibilities as Councillors carry potential legal consequences both for PEO and for themselves. Councillors should take care to perform their duties in compliance with the law.

The Act provides legal immunity to PEO and its Councillors and other committee members for any acts done in good faith in the performance of their duties or in the exercise of their powers.

Councillors and committee members are insured through PEO's directors and officers liability insurance policy. The policy only covers Councillors' actions as Councillors, and does not extend to any personal matters. This insurance protects the assets of Councillors against errors and omissions. In the event of any third-party legal action against a Councillor, PEO's insurers would defend the action and be responsible for payment of any claims. PEO pays for the costs of this insurance coverage.

3.1.10 Review of Council Powers and Responsibilities

The contents of section 3.1 of this Manual will be reviewed by Council every three years.

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 PEO's annual general meeting and Council agendas and 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, 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 licence holder meetings, including PEO's AGM, ensuring an orderly consideration of business;
- Represent PEO to the public, licence holders 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 licence holders 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.

3.3 CEO/Registrar

The roles and responsibilities of the CEO/Registrar are provided by the Act, the Regulation, and PEO's by-laws and policies.

3.3.1 Mandate

Under the Act, Council is required to appoint a Registrar to perform the work of PEO and to fulfill certain duties specified in the Act, the Regulation and PEO's by-laws. Council has chosen to combine this role with that of a Chief Executive Officer, creating the position of CEO/Registrar.

The CEO/Registrar is responsible for the administration of the Act and the operation and oversight of the administration of PEO as directed by Council and in accordance with the Act and the by-laws. The CEO/Registrar reports to Council and is Council's sole employee.

3.3.2 Duties and Powers

The CEO/Registrar will perform all duties required by and exercise the powers assigned by the Act, the Regulation and PEO's by-laws, as well as those duties and powers delegated by Council.

The CEO/Registrar will:

- Provide leadership to enable PEO to fulfill its regulatory role. This includes:
 - Overseeing all aspects of PEO's operating responsibilities as defined in the Act and the Regulation;
 - Developing Council's strategic direction and formulating a strategic plan for Council's approval;
 - Identifying and informing Council in areas of risk and opportunity for PEO;
 - Implementing policies approved by Council, as well as programs and objectives, to ensure the effective administration of the Act;
 - Delivering regulatory services, programs and change initiatives in accordance with established service delivery standards; and
 - Integrating Right-Touch Regulation and risk-based decision-making throughout all regulatory processes and programs.
- Develop, direct and implement short- and long-range plans for programs and activities. This includes:
 - Supporting ongoing strategic planning activities; and
 - Implementing policies approved by Council related to PEO's operations.
- Develop, implement and administer an organization plan, including delegation of authorities, staffing, operational committees and performance management. This includes:

- Developing effective succession plans for senior management; and
- Selecting and developing an effective management team which supports PEO's vision, mission and values.
- Develop, implement and monitor operating and capital budgets, including systems, policies and processes which maintain the financial integrity and viability of PEO. The CEO/Registrar will:
 - Ensure regular evaluation of all programs and services against agreed financial objectives;
 - Effectively manage PEO's capital and financial assets; and
 - Ensure internal financial controls are maintained and followed throughout PEO.
- Ensure PEO is efficient, responsive, results-oriented and transparent in all of its activities. The CEO/Registrar will:
 - Implement and monitor PEO's operational plans; and
 - Foster a mission-oriented and inclusive culture throughout the organization, based on continuous learning principles where all employees are motivated and rewarded for both individual and team contributions.
- Represent PEO on regulatory and operational matters to the Attorney General.
- Represent PEO to Engineers Canada, other stakeholders, licence holders, public and private sector institutions and liaise with the provincial, federal and municipal governments on regulatory issues. This includes:
 - Representing PEO to external stakeholders on regulatory policy and operational matters and on other matters at the request of the Chair;
 - Being a trusted voice regarding regulation of public safety and the engineering profession; and
 - Establishing and maintaining strong relationships with regulatory and industry peers and key corporate stakeholders.
- Support the work of Council including effective collaboration with the Chair to support PEO's governance process and outcomes. The CEO/Registrar will:
 - Provide Council with regular and timely reports;
 - Assist with the orientation of new Council members; and
 - Consult with the Chair in supporting Council's needs.
- Annually, in conjunction with Council, develop specific areas of focus and objectives related to the role of CEO/Registrar for the upcoming fiscal year.

The CEO/Registrar has the right to attend and speak at all meetings of the Council and its Committees, including *in camera* meetings, save to the limited extent that circumstances require Council to meet *in camera* in the absence of the CEO/Registrar.

The CEO/Registrar has the right to delegate any of their functions to appropriate PEO staff, but they are ultimately accountable to Council for the functions delegated.

3.3.3 Review of CEO/Registrar Powers and Responsibilities

The contents of section 3.3 of this Manual will be reviewed by Council annually, ensuring that it is aligned to the CEO/Registrar's job description and contract of employment as well as used to inform any performance evaluations of the CEO/Registrar.

3.4 Delegation of Authority

3.4.1 Principles

The Act establishes Council as PEO's board of directors and empowers it to manage and administer PEO's affairs. For the sake of effective governance, however, there must be a clear delineation of authority between Council, in its role as a board of directors, and staff, in the person of the CEO/Registrar, who reports directly to Council.

Council will focus on the governance of PEO – using the “direction and control” model – and will delegate day-to-day operations to staff, supported by committees, chapters and other forms of member and stakeholder involvement as necessary and appropriate.

Council embraces the principle of empowerment: that governance and management functions are exercised more effectively and efficiently when they are clearly delineated, with Council being responsible for governance and oversight at a high level, and the CEO/Registrar being responsible for management of PEO's operations. Organizational effectiveness is also enhanced when management decision-making authority is delegated as far into the organization as is consistent with levels of competence and capacity.

3.4.2 Policy

Council intends to finalize a Delegation of Authority Policy that delegates the authority for various PEO operations to the CEO/Registrar. The CEO/Registrar may further delegate those operational authorities to lower management levels, as appropriate. These delegations of authority are subject to limits imposed by legislation or by any by-laws or policies made by Council itself.

When approved, the Delegation of Authority Policy will be attached to this Manual as an appendix.

3.5 Council's Relationship with Management and Staff

Councillors and staff members have separate but complementary roles in carrying out PEO's mandate, and they share duties to serve the public interest. Effective collaboration and communication between Council and PEO management/staff is necessary to achieve good governance. At the same time, it is important for both Councillors and staff members to recognize each other's distinct roles and powers. Both contribute significantly to PEO's success.