



Professional Engineers
Ontario

**GOVERNANCE
MANUAL**

2024

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PART 1: INTRODUCTION

1.1 Purposes of Manual

This Manual serves several purposes:

- (a) To provide Councillors and others with an overview of the governance framework, policies and processes of the Association of Professional Engineers of Ontario (“PEO”);
- (b) To establish expectations for Council in performing its governance duties, and a framework within which Council can make decisions in accordance with PEO’s statutory mandate; and
- (c) To enhance understanding of PEO’s governance by members of the public, professional engineers and other stakeholders.

This Manual will be interpreted and administered by PEO. All Councillors are responsible for familiarizing themselves with the contents of this Manual.

These contents will be subject to periodic review and approval by Council. This Manual was last revised March 31, 2023.

1.2 Glossary of Key Terms and Acronyms

“Act” - the *Professional Engineers Act*, R.S.O. 1990, c. P.28

“AGM” - the annual general meeting of PEO, as required by the Act

“By-Law No. 1” - a by-law passed by PEO which governs PEO’s administrative and domestic affairs

“CEO/Registrar” - an officer of PEO who is responsible for the operation and oversight of the administration of PEO as directed by Council

“Council” - the governing body and board of directors of PEO

“Councillor” - any elected or appointed member of PEO’s Council

“PEO” - the Association of Professional Engineers of Ontario

“Regulation” - R.R.O. 1990, Reg. 941: GENERAL, made under the Act

“Secretariat” - an office comprising PEO staff who provide dedicated and coordinated support to Council and serve as a conduit between Councillors and staff

PART 2: PEO’S GOVERNANCE FRAMEWORK AND PRINCIPLES

2.1 PEO’s Role and Mandate

Established in 1922, PEO is the licensing and regulating body for professional engineering in the province of Ontario. PEO operates under the authority of the *Professional Engineers Act*, R.S.O. 1990, c. P.28 (the “Act”), with a mandate to serve and protect the public interest by setting and upholding high academic, experience and professional practice standards for the engineering profession.

Individuals licensed by PEO are the only people permitted by law to undertake and assume responsibility for engineering work in Ontario.

PEO is a corporation without share capital. PEO's work is carried out by a professional staff and is directed by, and accountable to, a Council of elected professional engineers and government appointees.

2.1.1 Governance Documents

In overseeing PEO's activities and carrying out its public interest mandate, Council must ensure that it and PEO abide by relevant statutes, regulations, by-laws and policies. Collectively, these documents set out PEO's governance framework and principles.

There is a hierarchy to these governance documents. The Act is the highest authority. It is a statute approved by the Ontario Legislature and enacted by the provincial government. In the hierarchy, the Act is followed by the regulations that are made under it. Regulations are approved by the provincial government and provide support to statutes. Both the Act and any regulations made under it are enforceable by law.

Next are PEO's by-laws. The Act gives PEO the power to make by-laws relating to its administrative and domestic affairs, such as defining the duties of the CEO/Registrar and of Council members. By-laws are not legislative enactments. They are internal rules that govern how an organization operates. Nevertheless, as a matter of corporate governance, PEO is bound by its by-laws, and any changes to the by-laws must be approved by Council.

The lowest level in the hierarchy is comprised of any policies, protocols, guidelines or other documents, including this Manual, that set expectations for PEO's governance practices. In most cases, any changes to these documents require Council's approval.

2.1.2 Legislative Framework

The Act establishes PEO and grants its authority as the regulatory body for professional engineering in Ontario. The powers, responsibilities and duties of PEO and its Council are described in the Act, as well as in provincial regulations and PEO's by-laws. PEO must exercise its authority and carry out its work within the mandate set by the legislation.

The Act establishes Council as the governing body and board of directors of PEO. Under the Act, Council is tasked with managing and administering PEO's affairs. The composition and operations of Council are prescribed by the Act, as well as by Regulation 941 (the "Regulation") made under it.

The Act gives PEO the power to make regulations regarding PEO's operations, licensing requirements, and standards of professional engineering practice and ethics. The Regulation provides additional details and guidance for implementing the Act. For example, the Regulation prescribes the process for electing professional engineers to Council. With respect to professional practice, the Regulation prescribes a Code of Ethics, defines negligence and professional misconduct, and establishes various practice requirements for professional engineers.

PEO has made one by-law, By-Law No. 1. It establishes various requirements and processes related to PEO's administrative and domestic affairs. For example, By-Law No. 1 prescribes rules for Council meetings and PEO's annual general meetings ("AGMs"), establishes the duties of Council members and constitutes PEO's governance committees.

PEO must also operate in compliance with other provincial legislation, including:

- The *Fair Access to Regulated Professions and Compulsory Trades Act*, which requires regulators to establish registration practices that are transparent, objective, impartial and fair; and
- The *Statutory Powers Procedure Act*, which establishes procedural rules for the conduct of hearings by administrative tribunals, including PEO's Discipline Committee and Registration Committee proceedings.

2.1.3 Statutory Mandate and Duties

The Act sets out PEO's mandate (or "principal object"):

"to regulate the practice of professional engineering and to govern its members, holders of certificates of authorization, holders of temporary licences, holders of provisional licences and holders of limited licences in accordance with this Act, the regulations and the by-laws in order that the public interest may be served and protected."

PEO must also carry out the following additional objects required by the Act:

- Establish, maintain and develop standards of knowledge and skill;
- Establish, maintain and develop standards of qualification and standards of practice;
- Establish, maintain and develop standards of professional ethics; and
- Promote public awareness of the role of PEO.

2.1.4 Core Functions

PEO protects and serves the public interest by:

- Ensuring all licensed professional engineers are qualified – and by licensing all who qualify;
- Disciplining professional engineers found guilty of professional misconduct or incompetence;
- Taking action against unlicensed individuals who illegally describe themselves as engineers, and against companies or entities who illegally provide engineering services to the public;
- Investigating all complaints brought to PEO about unlicensed, unprofessional, inadequate or incompetent engineering services;
- Conducting disputes resolution and hearings;
- Preparing performance guidelines as benchmarks for quality of service in the engineering profession; and
- Preparing performance standards in regulation.

2.1.5 Self-Regulation

Like many other professions in Ontario, engineering is a self-regulating profession. The self-regulation model involves the government delegating authority to a profession to effectively regulate the practice of that profession in the public interest. It recognizes that the profession has specialized expertise which enables it to most effectively determine its own regulatory standards and practices that serve and protect the public interest.

Self-regulation is a privilege and a responsibility. A self-regulating profession protects the public interest by setting standards of competency and conduct, licensing professionals who meet those standards and disciplining professionals who fail to meet them.

In granting self-regulation to the engineering profession, the Ontario government has delegated certain regulatory, governance and adjudicative functions to PEO, granting it powers to set standards and regulate the practice of engineering in Ontario. To maintain this privilege and effectively self-regulate, PEO and its leaders must always prioritize serving and protecting the public interest.

Under this self-regulating model, licensed professionals bear the costs of their regulation. PEO's activities are primarily funded through licensing fees.

2.2 Mission and Core Values

2.2.1 Mission

PEO's mission defines its purpose – protecting the public interest – and provides clarity on what PEO does and who PEO does it for.

PEO's mission is to regulate the practice of professional engineering in Ontario to safeguard life, health, property, economic interests, the public welfare and the environment.

2.2.2 Core Values

PEO's core values are intended to inform the behaviour of its licence holders, staff and volunteer leaders in their everyday activities and interactions:

- Accountability

PEO protects the public interest by being accountable to the public, such that PEO staff and volunteers accept responsibility for their actions and decisions, and deliver what they promise to deliver, and PEO as an organization honours its legislated and financial obligations. Staff and volunteer performance are appraised based on meeting objectives within desired time frames.

- Respect

PEO demonstrates respect for its staff, volunteers, applicants, licence holders and external stakeholders through fair practices and timely, informative communications. In turn, PEO expects that its regulatory obligations and activities in serving and protecting the public interest are respected by its stakeholders.

- Integrity

PEO demonstrates alignment between the Act and its processes and practices, including consistency of its policies and their application to maintain integrity of the licence, and adheres firmly and impartially to its legislated requirements in pursuit of regulatory excellence.

- Professionalism

PEO operates in a professional manner with its applicants, licence holders and external stakeholders, by demonstrating competence, impartiality and reliability.

- Teamwork

PEO achieves its goals through effective teamwork and collaborative partnerships both within the organization, between its staff and volunteers, and with other bodies involved in the practice of professional engineering.

2.3 Overview of Governance Model and Process

PEO's governance model involves leadership from Council and collaboration between Councillors, committees and staff. This section outlines the key features of PEO governance.

2.3.1 Council's "Direction and Control" Governance Model

PEO is governed by a board of directors called Council. Council is made up of both elected professional engineers and members appointed by the office of the Attorney General of Ontario. By statutory requirement, some of the appointed members are professional engineers and some are not.

The Act makes Council responsible for managing and administering PEO's affairs. Council's responsibilities include ensuring that PEO regulates in accordance with all legislative requirements, as well as any By-Laws, standards and policies established by Council. Council has a specific duty to serve and protect the public interest in accordance with the objects of the Act.

Council is a governing-type board, and has adopted a "direction and control" governance model. Under this model, Council primarily directs and controls PEO, delegating substantive operations to the CEO/Registrar (and delegated staff).

"Directing" refers to setting PEO's strategic vision and direction. "Controlling" refers to monitoring and evaluating PEO's results to ensure that its activities are fulfilling that strategic vision and direction.

In this governance model, Council's role is to engage actively at a strategic level, rather than at an operational or tactical level. Strategic engagement means providing:

- Input for and approval of a strategic plan;
- Enterprise risk management;
- Policy development;
- Financial oversight; and
- Approval of operating plans tied to PEO's strategy.

Council approves strategic priorities that explicitly align with and improve PEO's role as a regulator charged with protecting the public interest. It has directed PEO to adopt a risk model to measure and report on the protection of the public interest.

The CEO/Registrar is responsible for PEO's implementation of Council decisions and policies.

The work of both Council and the CEO/Registrar is also supported by committees and various forms of consultation as required and appropriate.

2.3.2 Governance Process

Regulatory bodies can most effectively achieve good governance when they apply clear, consistent processes. Clearly articulating the steps involved in Council's decision-making and oversight functions, and consistently following those steps, can benefit PEO in the following ways:

- Providing opportunities for input from all necessary perspectives and expertise at appropriate times prior to decision-making;
- Ensuring that decisions made by Council are supported by evidence and are the result of careful, thorough analysis and review;
- Facilitating improved stakeholder engagement by setting transparent process expectations; and
- Identifying opportunities for ongoing process improvement.

At PEO, Council is the ultimate decision-maker for all governance matters. The governance process, however, encompasses much more than Council meetings. The path to effective decision-making involves several key steps.

Council has the authority to create committees that focus on key elements of PEO governance. These committees assist with developing specific policies that guide PEO. Council may direct committees or staff to consider certain issues. The four "governance committees" that Council has established are discussed individually in more detail in section 2.3.3 below.

Councillors, by virtue of their roles as well as their relationships with professionals, stakeholders and the public, have an important role in identifying policy items of regulatory/governance interest for PEO, and are encouraged to bring such items forward to their committees for consideration.

Policy items of regulatory/governance interest may be generated by Council, individual Councillors, PEO staff, professional engineers, stakeholder groups or other sources. As a matter of good governance, submissions should first be referred to the responsible committee, and/or to PEO staff, for review and input. A specific protocol for submissions from Councillors is set out in section 6.2 below.

At the committee stage, Councillors will gather and consider relevant information, receive input from staff and external stakeholders as necessary, and develop recommendations for Council. The person or group who originated the item will be consulted as needed by the committee or staff.

2.3.2.1 Making and Amending Regulations

While most of PEO's governance processes can be accomplished by Council and its committees alone (with input from staff, licence holders, the public and other stakeholders), the regulation-making process is unique in that it closely involves the provincial government. It requires the government's review and approval.

One of Council's core functions is to develop regulations, by-laws, standards and policies pertaining to the regulation of professional engineering in Ontario. The Act authorizes Council to make regulations about many aspects of engineering regulation, subject to prior review by the Attorney General of Ontario and the approval of the provincial government cabinet.

The statutory powers allow Council to make regulations about, for example:

- The composition and operations of Council and committees;
- Licensing requirements for professional engineers, and classes and designations of licences;
- Practice standards and performance standards;
- The Code of Ethics;
- The definition of professional misconduct;
- Professional liability insurance requirements;
- Continuing education requirements;
- The duties and authority of the CEO/Registrar; and
- The exemption of certain acts within the practice of professional engineering from regulation under the Act.

Council can make or amend regulations at any time. However, several steps need to be followed in the process:

- Council will first review any issues, and direct PEO's Regulatory Policy and Legislation Committee to consider them.
- The Regulatory Policy and Legislation Committee will consider the issues and make recommendations to Council.
- Council will then approve a motion to amend the regulations.
- PEO will then prepare a policy analysis for the Attorney General of Ontario, to support the proposed amendment.
- The Attorney General and the government's legislative drafters will then coordinate with PEO and Council regarding final approval of the amendment.
- Once the amended regulation has been approved at the cabinet level, it will be signed into law and published on the provincial government's website.
- PEO will also take steps to communicate the news to licence holders and the public.

Council recognizes that meaningful stakeholder engagement is a critical element of the regulation-making process. To adequately protect the public interest, PEO must be informed by the perceptions,

needs, concerns, ideas and aspirations of its stakeholders. Throughout any regulation-making process, as well as on an ongoing basis, stakeholders are engaged to obtain evidence, test assumptions, consult on proposals and provide feedback.

2.3.3 Committees

2.3.3.1 Overview

The governance model established by Council distinguishes between “governance” committees and “regulatory” committees. Governance committees relate to the governance, oversight and direction of PEO as an organization. Regulatory committees relate to core functions of PEO’s mandate as the licensing and regulating body for professional engineering.

Council has established four governance committees:

- Governance and Nominating Committee
- Regulatory Policy and Legislation Committee
- Human Resources and Compensation Committee
- Audit and Finance Committee

Council has directed that Councillors will only serve on governance committees.

PEO’s regulatory policy governance is centralized in the Regulatory Policy and Legislation Committee.

Council has directed that PEO will use regulatory committees that add net value to its regulatory role. Committees with regulatory functions are to be reviewed to assess the value they add to the regulatory process.

Currently, PEO only uses the regulatory committees that are mandated by the Act, with their mandates as described in the Act. For this reason, PEO’s regulatory committees are sometimes also called “statutory committees”.

Council can exercise its statutory authority at any time to create or disband any committee (other than to disband certain regulatory committees which are required by the Act).

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 linked to this Manual.

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.

The Governance and Nominating Committee mandate is available here for detailed review by accessing the following link [GNC Charter](#)

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.

The Regulatory Policy and Legislation Committee mandate is available for detailed review by accessing the following link [RPLC Charter](#)

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.

The Human Resources and Compensation Committee mandate is available for detailed review by accessing the following link [HRCC Charter](#)

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.

The Audit and Finance Committee mandate is available for detailed review by accessing the following link [AFC Charter](#)

2.3.3.3 Regulatory Committees

The Act requires Council to establish certain committees which perform core functions of PEO's mandate. These regulatory committees do not relate directly to PEO's governance activities, and Councillors do not serve on them (except for the Executive Committee and the Discipline Committee). Therefore, these regulatory committees are not a focus of this Manual.

For reference, the current regulatory committees required by statute are:

- Executive Committee
- Academic Requirements Committee
- Experience Requirements Committee
- Registration Committee
- Complaints Committee
- Discipline Committee
- Fees Mediation Committee

The mandates and responsibilities of these regulatory committees are set out in either the Act or the Regulation, depending on the committee.

2.4 Strategic Plan

The development of strategic plans for PEO is a key responsibility of Council. All Councillors will be engaged in the strategic planning process.

PEO's current 2023-2025 strategic plan was approved by Council in June 2022. The plan can be accessed by clicking on the following link [PEO 2023-2025 Strategic Plan](#)

The 2023-2025 plan was informed by input from stakeholder consultations, a public focus group, a survey of licence holders, an internal PEO capacity analysis and a regulatory environmental scan, all of which were conducted in spring 2022 to identify PEO's capacity, gaps and opportunities.

PART 3: ROLES AND RESPONSIBILITIES

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.

Council has directed that Council’s and staff’s governance culture will be healthy, respectful, inclusive and professional.

As stated in Council's Code of Conduct, Councillors are expected to treat one another and staff members with respect, cooperation and a willingness to deal openly on all matters. The President and Chair and the Registrar/CEO have primary responsibility for ensuring these standards are maintained. Their specific responsibilities, which include the maintenance of this relationship, are outlined above in this Manual. Within PEO, the Secretariat serves as a conduit between the work of Councillors and the work of staff. The Secretariat helps ensure that Council decisions and regulatory outcomes are clearly linked and inform one another on a continuous basis.

All Councillors and staff, however, can support these healthy, respectful relations, through their personal conduct and interactions, as well as through following prescribed channels for communicating requests, directions or advice. Only the CEO/Registrar or their delegates can instruct staff to perform work. Councillors seeking information or support from staff should communicate their issue to the appropriate committee chair. Committee chairs and the President and Chair should communicate issues to the CEO/Registrar and/or the Secretariat, as appropriate in the circumstances.

PART 4: COUNCIL PERFORMANCE EVALUATION FRAMEWORK

4.1 Council Performance Evaluation Framework

Council is committed to periodically evaluating its own performance, as well as the performance of committees, Chairs and individual Councillors, through formal annual evaluations based on pre-agreed criteria. Evaluating performance is an important element of effective governance. It supports accountability, transparency and continuous improvement.

Council intends to establish a process and framework for these performance evaluations. This was identified as a strategic priority for 2023-2025, and the Governance and Nominating Committee has been tasked with developing that framework for Council's approval. Information about the performance evaluation framework will be added to this Manual when it is completed.

PART 5: COUNCILLOR ORIENTATION, PROFESSIONAL DEVELOPMENT AND TRAINING

5.1 Orientation Program

To support effective governance, PEO and Council are committed to providing orientation, professional development and training to Councillors. Council has directed that PEO will adopt a structured, mandatory governance orientation and education program for Councillors, senior staff and committee members, as well as a separate program for all committee chairs.

All Councillors should complete their orientation programming prior to attending their first meeting of Council or a governance committee.

Following each Council election, PEO provides all Councillors with an online orientation module, as well as a full-day orientation program that is mandatory for all new Councillors (and open to all Councillors to attend). The orientation program focuses on:

- PEO's mandate;
- PEO's governance framework;
- The roles, responsibilities and expectations of Council and Councillors;
- Governance committees and statutory committees;
- Council's role in financial oversight and performance evaluation; and
- Training for committee chairs.

5.2 Professional Development and Training

Effective governance is also supported by providing Councillors with ongoing professional development and training regarding their governance responsibilities.

The Councillor Training Protocol can be accessed by clicking the following link [2023 Councillor Training Protocol](#). This Protocol provides the framework within which, on a voluntary basis, Councillors can indicate interest in and apply for governance training courses which are focused on key accountabilities and responsibilities for board directors. The purpose of this Protocol is to outline the processes, criteria and rules to support a clear and consistent administrative process to coordinate Councillors' requests.

PART 6: OTHER POLICIES, PROCEDURES AND GUIDELINES

6.1 Special Rules of Order

By-Law No. 1 establishes requirements for the conduct of Council and committee meetings. Among those requirements, the procedure at all such meetings is governed by the rules set out in *Nathan and Goldfarb's Company Meetings for Share Capital and Non-Share Capital Corporations* except as otherwise required by law and except as amended or supplemented by PEO's by-laws.

Council may, from time to time, also pass Special Rules of Order to supersede or supplement the rules contained in *Nathan and Goldfarb's Company Meetings*.

For 2022-23, Council has passed Special Rules of Order which relate to reconsidering and rescinding motions, speaking rights, limiting or extending limits of debate, procedures for Council and committee appointments and meeting details and agendas.

All Councillors and committee members are required to know and abide by the rules of order as set out in By-Law No. 1, *Nathan and Goldfarb's Company Meetings* and any Special Rules of Order.

6.2 Councillor Submissions

6.2.1 Purpose

Council recognizes that its decision-making power is best exercised based on a proper evidentiary and analytical foundation. To this end, Council has adopted a process for Councillor Submissions that allows PEO Councillors to bring items forward in a manner that is open, agile and harmonious with the principles of director participation, agenda management, directors' legal duties and Council's adopted governance structure. This process aims to ensure that Council is focused on its regulatory governance mandate under the Act and that items benefit from appropriate due diligence before being considered by Council for a decision.

6.2.2 Policy: Councillor Submissions to Committee and Council Meetings

Councillors are encouraged to submit relevant regulatory and governance items, ideas and suggestions via one of **four parallel channels**:

Channel 1: Informal Discussion

It is always open for a Councillor to approach the CEO/Registrar, Council chair and governance committee chairs with initiatives, concerns, suggestions and so on. Operational issues should generally be raised with the CEO/Registrar directly.

Channel 2: Councillor Questions and Propositions

As a standing agenda item, Councillor Questions and Propositions provides Councillors the opportunity, with the chair's consent, to raise questions, issues and suggestions without notice that would benefit from general conversation, including input from committee chairs or information from staff. The conversation may end with an action item such as a referral, or a redirection of the item to a more appropriate process.

Channel 3: Submissions to Governance Committees

Under Special Rule of Order 8.4(a), Councillors may submit an item for inclusion on the meeting agenda of an appropriate governance committee no later than two weeks prior to the meeting. The item must be submitted to Secretariat with the Councillor Submissions Cover Sheet that indicates the category of item and to which committee the Councillor is directing it. Councillors should also include a written description and supporting information.

Secretariat will track the submission on the Council Registry of Activities and Open Issues and forward it to the CEO/Registrar and the appropriate committee chair.

The committee chair (with input from staff) will determine whether the item is appropriate to include on the committee meeting agenda, considering whether the item is **relevant** and within the **mandate** of the committee. In considering 'relevancy,' the chair will consider PEO's strategic priorities and other ongoing priorities, as well as PEO's statutory objects and PEO's direction-control governance model.

If the item meets these criteria, it will be added to the committee meeting agenda for the committee to determine whether the item should be brought forward to Council at its next meeting for direction.

Where the chair determines an item submitted under this rule does not meet the criteria for inclusion on the meeting agenda, they will work with the Councillor and staff to identify what can help it meet the criteria, or whether there is another appropriate process or channel for it.

Channel 4: Submissions to Council

Under Special Rules 8.4(b) and (c), Councillors may submit an exceptional item or an emergency item for inclusion on Council's meeting agenda. The item must be submitted to Secretariat with the Councillor Submissions Cover Sheet on which the Councillor provides a rationale for why it is being directed to Council rather than a committee. Councillors should also include a written description and supporting information.

An **exceptional** item is an item for which there is a compelling rationale as to why it cannot be brought to a governance committee first, and must be submitted no later than two weeks prior to the meeting.

Emergency items are items related to an emergency, which is defined in the Special Rules 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.

An item must satisfy all three elements of this definition to qualify as an emergency item. Emergency items can be submitted during the week prior to the meeting.

Secretariat will track the submission on the Council Registry of Activities and Open Issues and forward it to the CEO/Registrar and the Council Chair.

The Council chair will determine whether the item is **exceptional or emergency**. The chair will also consider whether the item is **relevant** and whether there is **sufficient information** included with the item to support Councillors in discharging their duties. If the item meets these criteria, it will be added to the Council meeting agenda. The chair will consult with the CEO/Registrar regarding the issue to determine whether the organization is aware of the matter and whether a response is underway. When a Councillor-submitted item comes forward to Council for decision, it will be noted that it is a Councillor item.

Where a chair determines an item submitted under this rule does not meet the criteria for inclusion on the meeting agenda, they will work with the Councillor and staff to identify what can help it meet the criteria, or whether there is another appropriate process or channel for it.

6.2.3 Submissions from PEO licence holders

PEO licence holders should submit ideas and suggestions at PEO's AGM. PEO Chapters should submit ideas and suggestions to the Regional Councillors Committee (the "RCC"), who will determine if the item

is within PEO's regulatory and governance mandate. The RCC will forward items within PEO's remit to the Secretariat, who will follow the procedures outlined above.

6.2.4 Review of Protocol

This Protocol will be reviewed by Council every three years.

6.3 Councillor Expenses and Expense Reimbursement Policy

Councillors are reimbursed for all reasonable expenses on travel, accommodation, meal and other miscellaneous expenses incurred while conducting PEO business in accordance with the Expense Reimbursement Policy as approved by Council. The policy can be accessed by using the following link [Expense Reimbursement Policy](#)