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# 1 Introduction and background

The introduction and background contain information that helps provide context for the policies in this manual.

## 1.1 History

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: October 1, 2021 (Motion 2021-10-4D)*

*Date last reviewed: October 1, 2021*

- (1) The Regulators formed the Dominion Council of the Association and Corporation of Professional Engineers of Canada in 1936 with adoption of a Constitution for its governance, to act as a unifying body for the eight (8) provincial associations then regulating the engineering profession. At that time, a “Committee on Consolidation” led the organization and developed its mandate.
- (2) In 1965, letters patent were issued to incorporate the Canadian Council of Professional Engineers (CCPE) for the purpose of establishing and maintaining a bond between all associations. The first directors were named in these letters patent, and they assumed responsibility for the governance of the organization. The CCPE was succeeded by Engineers Canada in 2007.
- (3) The Engineers Canada Board acts on behalf of the Regulators, who are the Members of Engineers Canada, to govern the organization.

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# 1 Introduction and background

The introduction and background contain information that helps provide context for the policies in this manual.

## 1.2 Guiding principles

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: May 26, 2023 (Motion 2023-05-8D)*

*Date last reviewed: May 26, 2023*

The guiding principles are statements that inform and guide decision-making and organizational initiatives at Engineers Canada, and reflect its mission statement. They embody the corporate culture and clarify what is most important. In times of ambiguity, they point to the preferred course of action. They refer to “how” things should be done, not “what” needs to be done. The guiding principles are:

**(1) Serve the needs of the Regulators.**

- a) Achieve a balance between serving the needs of individual Regulators and strengthening the collective interest:
  - i. through dialogue, and
  - ii. as determined collaboratively by the Regulators.
- b) Regulators own the relationship and the dialogue with individual license holders of the profession.
- c) Demonstrate the link between Board direction, the purpose of Engineers Canada, and the needs of the Regulators.

**(2) Ensure transparency and accountability in the decision-making process.**

- a) Ensure that the process is clear and transparent.
- b) Actively engage all affected parties in the process.
- c) Ensure that all comments and guidance provided during consultations are considered during the process.
- d) Share supporting background and rationale for final decisions with all affected parties.

**(3) Encourage the commitment and engagement of the Regulators.**

- a) Proactively develop and maintain a national understanding of and consensus on the issues affecting the Regulators and the profession.
- b) Provide Regulators with an effective forum for collaboration and consensus-building to understand, prioritize and advance the collective requirements of the Regulators.

**(4) Enable equity, diversity, and inclusion in the Canadian engineering profession.**

- a) Recognize the critical importance of a diverse engineering profession, which is supported by an inclusive climate for the future of the profession.
- b) Support and encourage the equitable opportunity for all qualified people to participate within the engineering profession without regard to race, color, religion, gender, gender identity or expression, sexual orientation, national origin, disability, or age.

- c) Develop programs and initiatives designed to advance the profession by promoting a diverse and inclusive culture in the profession.
- d) Convene Regulators and engineering stakeholders to support the adoption of best practices in equity, diversity, and inclusion, and to share timely and relevant research on diversity in the profession.
- e) Deliver ongoing information, training, and resource support to help the Board, Board committees, volunteers, and staff to develop capacity to address equity, diversity, and inclusion in their work.
  - i. Equity, diversity, and inclusion training will form part of mandatory Board and staff training so that specific, measurable diversity provisions are incorporated into all areas of work.

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# 1 Introduction and background

The introduction and background contain information that helps provide context for the policies in this manual.

## 1.3 Purposes of Engineers Canada

*Date of adoption: March 1, 2019 (Motion 5736)*

*Review period: Triennial*

*Date of latest amendment:*

*Date last reviewed: September 15, 2021*

- (1) The purposes define and constrain all activities undertaken by Engineers Canada. They are part of the *Articles of Incorporation*, and as such they are one of the key corporate governance documents. The strategic and operational plans are written to align precisely with the purposes.
- (2) The purpose of Engineers Canada is to serve the collective interests of the Regulators, to promote and maintain the interests, honour, and integrity of the Canadian engineering profession, and to do all such lawful things as are incidental to or conducive to the attainment of the foregoing, including to serve the regulators and strengthen the profession by:
  1. Accrediting undergraduate engineering programs.
  2. Facilitating and fostering working relationships between and amongst the Regulators.
  3. Providing services and tools that enable the assessment of engineering qualifications, foster excellence in engineering practice and regulation, and facilitate mobility of practitioners within Canada.
  4. Offering national programs.
  5. Advocating to the federal government.
  6. Actively monitoring, researching, and advising on changes and advances that impact the Canadian regulatory environment and the engineering profession.
  7. Managing risks and opportunities associated with mobility of work and practitioners internationally.
  8. Fostering recognition of the value and contribution of the profession to society and sparking interest in the next generation of engineering professionals.
  9. Promoting diversity and inclusivity in the profession that reflects Canadian society.
  10. Protecting any word(s), mark, design, slogan, or logo, or any literary, or other work, as the case may be, pertaining to the engineering profession or to its objects.
- (3) The purposes can be found on the website at:  
<https://engineerscanada.ca/about/governance/policies-documents-and-resources>

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# 1 Introduction and background

The introduction and background contain information that helps provide context for the policies in this manual.

## 1.4 Strategic plan

*Date of adoption: May 24, 2019 (Motion 5756)*

*Review period: Biennial*

*Date of latest amendment: December 12, 2022 (Motion 2022-12-4D)*

*Date last reviewed: December 12, 2022*

- (1) As described in Board policy 4.1, *Board Responsibilities*, the Board develops and annually updates a Strategic Plan. The Strategic Plan is published on the Engineers Canada website.
- (2) One of the Board's primary responsibilities is to ensure that the organization has developed a strategy that aligns the purposes set by the Regulators with the goals and activities of the organization.
- (3) The purpose of strategic planning is to document the Board's direction and the outcomes that it wants the organization to achieve. The Strategic Plan must be achievable within the purposes and resources of Engineers Canada, address critical issues, and complement (not duplicate) Regulators' initiatives. The development of the Strategic Plan should be informed by an environmental scan, a strategic risk analysis, and should be developed in consultation with Regulators and Key Stakeholders.
- (4) The Board continuously monitors the performance of the organization against this plan, receiving three interim reports and one annual report each year that report progress against the outcomes defined in the plan. The annual performance assessment report is also provided to the Members at the Annual Meeting of Members. This annual report would provide the basis for requesting any changes to the Strategic Plan.
- (5) The Strategic Plan is approved the year preceding its implementation, by the Members. The CEO shall develop and maintain a process for developing the Strategic Plan and shall provide staff resources to support its development.

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# 1 Introduction and background

The introduction and background contain information that helps provide context for the policies in this manual.

## 1.5 About this manual

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: December 12, 2022 (Motion 2022-12-4D)*

*Date last reviewed: December 12, 2022*

- (1) This Engineers Canada Board policy manual has been developed on the basic principles of policy governance. The Board of Directors sets policies, delegates implementation, and monitors the results.
- (2) The objectives of this manual are:
  - a) to document the principles, policies and procedures governing Engineers Canada;
  - b) to serve as the direction to Board volunteers and staff on governance style; and,
  - c) to serve as a reference on Engineers Canada's organizational policies and structure.
- (3) The Board policy manual is available on the public side of Engineers Canada's website. The policies are the subject of continual review by the Engineers Canada Board of Directors and the manual is updated following any Board-approved revisions.
- (4) The Engineers Canada Board has adopted this manual to define the governance style of Engineers Canada and its responsibilities vis-à-vis Key Stakeholders. This manual collects the policies and procedures developed by the Board. The policies outlined herein recognize that the role of the Board is to give strategic leadership to the organization by representing the Regulators, setting policy and direction, and monitoring organizational performance while delegating responsibilities to the Chief Executive Officer (CEO) and the chairs of the Accreditation and Qualifications Boards.

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## 2 Definitions

The following terms have been defined for the purpose of navigating this manual.

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Annual*

*Date of latest amendment: December 4, 2023 (Motion 2023-12-7D)*

*Date last reviewed: December 4, 2023*

**“Annual Consultation Plan”** means the list of all planned consultations that Engineers Canada intends to conduct. It includes the Consultation leader, topic, timeline, and groups consulted.

**“Annual Meeting”** means the annual meeting of the Members held pursuant to the *Canada Not-for-profit Corporations Act*.

**“Annual Operating Plan”** means the plan produced by the CEO, with input from the chairs of the Accreditation Board and Qualifications Board, which describes the work that Engineers Canada will undertake to deliver on the Strategic Plan during a calendar year.

**“Assessment Fee”** or **“Per Capita Assessment Fee”** is the annual amount payable to Engineers Canada by each Member. The Assessment Fee is determined by the Members, on recommendation by the Board, in accordance with the Bylaw.

**“Auditor”** means the chartered professional accountant appointed annually in accordance with the Bylaw.

**“Board”** means the governing body of Engineers Canada comprised of Directors and the CEO Group Advisor.

**“Board members”** means the Directors, appointed in accordance with the Bylaw, and the CEO Group Advisor.

**“Board record”** means recorded information which is created by or for the Board, which may include, but is not limited to: meeting agendas, meeting minutes, any personal notes related to the meeting or agenda, briefing notes, reports, summaries, and policies.

**“budget”** means the annual budget of Engineers Canada.

**“Bylaw”** means the rules governing Engineers Canada created pursuant to the *Canada Not-for-profit Corporations Act*.



**“CEAB”** or **“Accreditation Board”** means the Canadian Engineering Accreditation Board. Though referred to as a ‘board’ the CEAB is technically a standing committee of the Engineers Canada Board of Directors.

**“CEQB”** or **“Qualifications Board”** means the Canadian Engineering Qualifications Board. Though referred to as a ‘board’ the CEQB is technically a standing committee of the Engineers Canada Board of Directors.

**“CEO Group”** means the group comprised of the senior staff officer of each of the Regulators and also includes the CEO of Engineers Canada.

**“CEO Group Advisor”** means the chair of the CEO Group or their designate. The CEO Group Advisor is a member of the Board but has no voting rights.

**“Chief Executive Officer”** or **“CEO”** means the senior staff officer of Engineers Canada. The CEO reports to the Board and is responsible for the performance of the organization.

**“committee”** or **“Board committee”** means a group of people set up under the authority of the Board to provide the Board with advice, options, and implications on a specific matter for Board decision, and provide ongoing tasks as specified in their terms of reference. Reference to a committee or Board committee(s) includes the members of the CEQB and the CEAB, and their subcommittees.

**“competency profile”** means a description of the skills, attitude and knowledge areas needed for an individual or group.

**“Consultation”** means a method of obtaining structured feedback from the Key Stakeholders directly impacted by the work of Engineers Canada. It is the act of asking for the advice or opinion of the Key Stakeholders and sharing that input and the resulting decisions with all stakeholders.

**“Director”** means an individual with voting rights elected by the Members pursuant to the Bylaw and the *Canada Not-for-profit Corporations Act*.

**“Direct Reports”** means those individuals reporting directly to the Board, including the CEO, the Secretary and the chairs of the Accreditation and Qualifications Boards.

**“Engineering Regulators”** or simply **“Regulators”** means the twelve associations, as designated by provincial or territorial statute, which govern the practice of engineering in Canada. The Regulators are the owners of Engineers Canada and are also known as the Members pursuant to the Bylaw and the *Canada Not-for-profit Corporations Act*. For clarity, the term “Regulators” is preferred.

**“Engineers Canada”** includes the Board and all its committees, including the Canadian Engineering Accreditation Board (CEAB) and Canadian Engineering Qualifications Board (CEQB), as well as the Chief Executive Officer (CEO), staff, and operational committees.

**“governance”** means the process by which the Directors direct and control Engineers Canada. Through policies, the governance process defines rules, processes, accountabilities, roles, and responsibilities for decision-making.

**“guiding principles”** means the statements which embody the culture of Engineers Canada and that inform and guide decision-making.

**“Initiative”** means:

- A project: A temporary endeavor undertaken to create a unique product, service, or result.
- A program: A group of related Initiatives managed in a coordinated way to obtain benefits not available from managing them individually. At Engineers Canada, programs are developed for every purpose.
- A service: Intangible products provided by Engineers Canada for the Regulators.

**“Key Stakeholders”** means the individual, group or organization who may affect, be affected by, or perceive itself to be affected by a decision, activity or outcome of an Initiative. At Engineers Canada, “Key Stakeholders” typically refer to the Regulators and the higher education institutions (HEIs).

**“Members”** means the classes or groups of members that Engineers Canada is authorized to establish pursuant to the *Canada Not-for-profit Corporations Act* and the Engineers Canada Articles of Continuance. The Members are the twelve Regulators and they are the owners of Engineers Canada. For clarity, the term “Regulators” is preferred.

**“National Position Statement”** means a consensus position of the Engineering Regulators that is used to influence public policy and facilitate discussion with the federal government.

**“officers”** means the President, the President-Elect, the Past President, the CEO, the Secretary, and such other officers as the Board may appoint from time to time by resolution.

**“Owners”** means the twelve Regulators, also known as the Members pursuant to the Bylaw and the *Canada Not-for-profit Corporations Act*.

**“performance measurement”** means the process by which the Board and Regulators measure the progress of Engineers Canada towards achievement of the Strategic Plan on an annual basis.

**“policy”** means a position, value, or perspective that underlies action. Policies may be adopted, amended, or repealed as per the Bylaw.

**“President”** means the presiding officer of the Board. The individual occupying this role holds such duties and responsibilities as are outlined in Policy 4.9, *Role of the Presidents*.

**“process”** means any operational activities including activities, practices, methods, technology, conduct, systems, and other operational decision areas.

**“quorum”** means the minimum number of Directors or committee members required to conduct business.

**“Secretary”** means the office held by the Chief Executive Officer of Engineers Canada or such other person appointed by the Board. The Secretary is an impartial resource to the Board responsible for the documentation of meeting deliberations, the maintenance of Board Records, and Board compliance with governing documents and applicable law.

**“task force”** means a group of individuals appointed by the Board to consider a specific matter. A task force is stood down by the Board after its task(s) is (are) completed.

**“Strategic Plan”** means the plan prepared by the Board in consultation with the Regulators which directs what the organization is to achieve over a specific time period. The plan is approved by the Members as per the Bylaw.

**“topic of Consultation”** means the brief description of reason for a Consultation.

## 3 Reporting structure

The information in this section provides information to help understand the context of all policies in this manual.

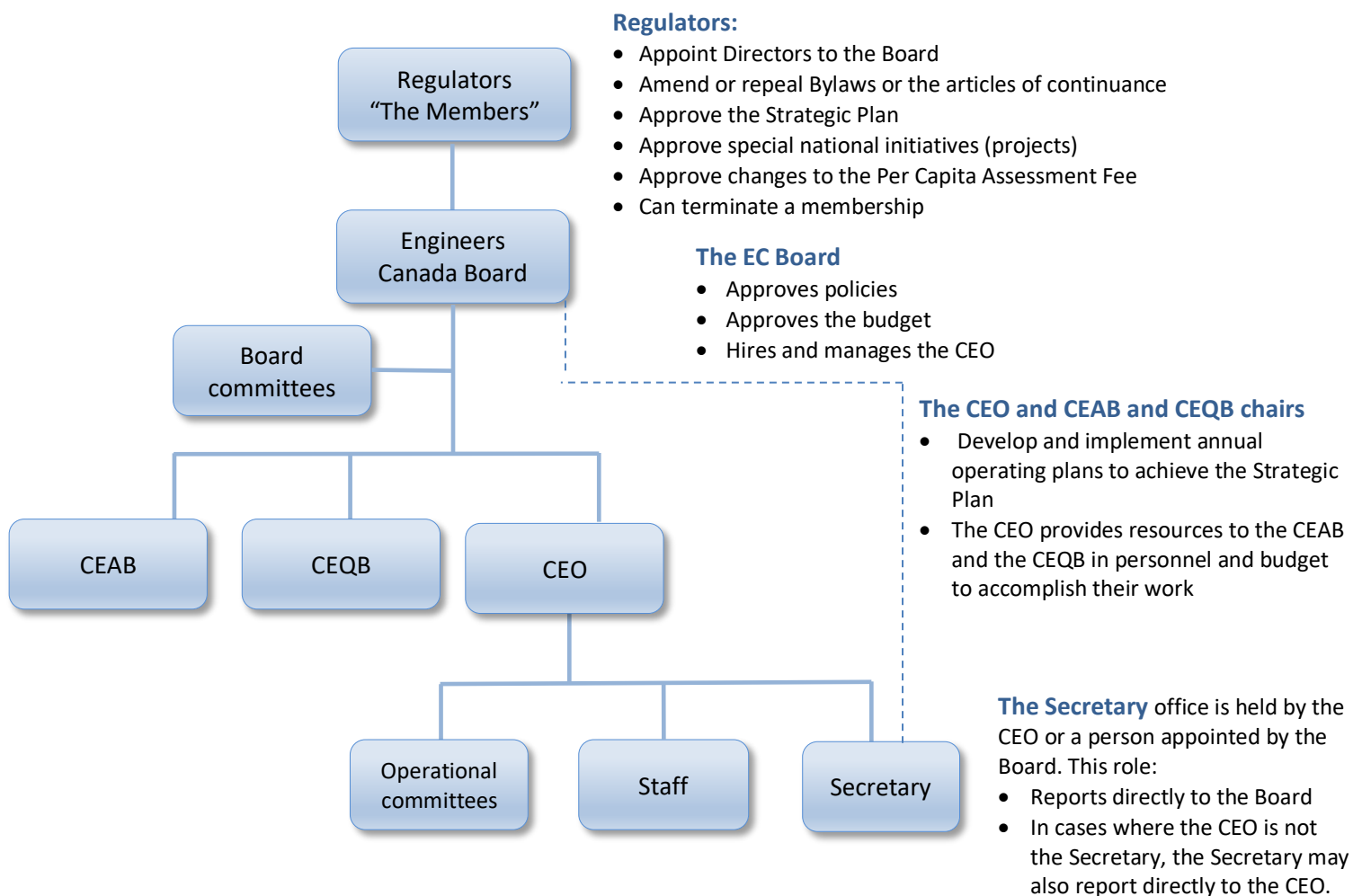
*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: May 22, 2020 (Motion 5851)*

*Date last reviewed: September 15, 2021*

- (1) The Regulators are the owners of Engineers Canada, referred to as the Members in the Bylaws.
- (2) The Board of Directors governs on behalf of the Regulators, and oversees Engineers Canada operations.
- (3) The CEO, Secretary, and the chairs of the Accreditation and Qualifications Boards (CEAB and CEQB, respectively) are accountable to the Board, and report to the Board. The Board monitors the CEO and the chairs of the Accreditation and Qualifications Boards' performance and assesses their competence based on regular reporting.



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## 4 Role of the Board

### 4.1 Board responsibilities

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: March 1, 2024 (Motion 2024-03-6D)*

*Date last reviewed: March 1, 2024*

Engineers Canada's Board is accountable for the organization and acts on behalf of the Regulators as a whole. The Board is responsible for the overall governance of the organization.

The Board:

- (1) Establishes the vision and purposes of Engineers Canada and upholds their implementation in a manner that meets the expectations of the Regulators.
- (2) Provides ongoing strategic direction for Engineers Canada by:
  - a. Working with staff to develop a Strategic Plan that considers emerging trends and Board risks,
  - b. Monitoring implementation of the Strategic Plan, and
  - c. Tracking results from the plan and readjusting where appropriate.
- (3) Formulates and periodically reviews Board policies that align with the organization's values and guide decision making.
- (4) Hires, supports, and evaluates the Chief Executive Officer (CEO) so that they are better able to further Engineers Canada's purposes and achieve its vision. If necessary, the Board has the authority to dismiss the CEO.
- (5) Provides financial oversight by:
  - a. Ensuring that the annual budget is developed to align with the priorities established by the Board,
  - b. Monitoring financial performance,
  - c. Approving the annual budget and audited financial statements, and
  - d. Approving policies to ensure that proper financial controls are in place.
- (6) Provides risk identification and oversight by:
  - a. Ensuring risk management systems are in place that reflect the Board's risk tolerance level and direct Board-approved mitigation strategies, and
  - b. Monitoring known risks and identifying potential risks to the organization.
- (7) Ensures that the appropriate processes are in place to ensure compliance with legal requirements.
- (8) Engages with the Regulators and the broader engineering community to inform strategy, guide decision making and monitor outcomes.

- (9) Ensures that policies and processes are established to monitor and enhance Board effectiveness.
- (10) Ensures that the principles of equity, diversity, inclusion, and accessibility are reflected and practiced throughout Engineers Canada’s governance and operations.

The Board may seek support from committees and task forces to deliver these responsibilities.

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## 4 Role of the Board

### 4.2 Directors' responsibilities

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Biennial*

*Date of latest amendment: February 23, 2023 (Motion # 2023-02-5D)    Date last reviewed: February 23, 2023*

- (1) In order to fulfill their purpose as a Board, individual Directors shall:
  - a) Know the business of Engineers Canada;
  - b) Ensure sufficient time to fulfill their Director's duties and responsibilities;
  - c) Be informed of issues affecting, or likely to affect, Engineers Canada and the Regulators;
  - d) Contribute to the Board's decision-making process by:
    - i. Attending meetings on a regular and punctual basis and being properly prepared to participate;
    - ii. Discussing all matters freely and openly at Board meetings;
    - iii. Working towards achieving a consensus that respects divergent points of view;
    - iv. Supporting the legitimacy and authority of Board decisions, regardless of their personal position on the issue, and not discussing the varying opinions of individuals members;
    - v. Respecting the rights, responsibilities, and decisions of the Regulators; and,
    - vi. Participating actively in the work of the Board including by serving on Committees or Task Forces.
  - e) Bring the views, concerns, and decisions of the Board to their Regulator;
  - f) Seek their Regulator's input on issues to be discussed by the Board so as to be able to communicate the Regulator's position to the Board;
  - g) Advise their Regulator of issues to be presented for decision by the Members;
  - h) Be knowledgeable of the rules, regulations, policies, and procedures governing the Regulator that nominated/elected them;
  - i) Be familiar with the incorporating documents, Bylaw, policies, and legislation governing Engineers Canada as well as the rules of procedure and proper conduct of meetings;
  - j) Participate in Board educational activities that will assist them in carrying out their responsibilities; and,
  - k) Provide timely input into Board assessment surveys.
  
- (2) Each individual Director shall act in accordance with the Canada *Not-for-Profit Corporations Act* (the "Act") and their common law fiduciary duties, including but not limited to:
  - a) Acting honestly, in good faith and at all times, in the best interests of the corporation;
  - b) Being independent and impartial;
  - c) Exercising, in the performance of their duties, the degree of care, diligence and skill required of a Director;

- d) Preserving the confidentiality of information obtained while acting as a Director by avoiding any advertent or inadvertent disclosure of such information;
- e) Exercising vigilance for and declaring any apparent or real personal conflict of interest in accordance with Policy 4.3, *Code of Conduct*; and,
- f) Voicing, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.



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## 4 Role of the Board

### 4.3 Code of conduct

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Biennial*

*Date of latest amendment: May 26, 2023 (Motion # 2023-05-9D)*

*Date last reviewed: May 26, 2023*

This policy is intended to provide guidance to members of the Board and Board committees in managing the affairs of Engineers Canada. It does so by setting out the principles, standards and guidelines of ethical conduct, thereby ensuring confidence, transparency and trust in the integrity, professionalism and impartiality of the decisions made by the Board and Board committees.

#### 4.3.1 Board and committee member conduct

- (1) Engineers Canada is committed to ensuring an inclusive and supportive environment. Board members and members of Committees shall, at all times, conduct themselves in an ethical, professional, and lawful manner. This includes proper use of authority and appropriate decorum.
- (2) Expected behavior for Board members and members of Board committees at in-person and/or virtual events, activities and meetings include that:
  - a) They shall refrain from violent behavior, harassment, intimidation, retaliation or any form of discrimination and shall treat one another and staff members with respect, co-operation, and a willingness to deal openly on all matters, valuing a diversity of views and opinion;
  - b) They should be considerate, respectful, and collaborative with others;
  - c) They should communicate openly with respect for others, critiquing ideas rather than individuals;
  - d) They should avoid personal attacks directed toward others;
  - e) They should be mindful of their surroundings and their fellow participants; and,
  - f) They should respect the rules and policies of the meeting venue, hotels, Engineers Canada contracted facility, or any other venue.
- (3) Unacceptable behavior by Board or Board committee members includes, but is not limited to:
  - a) Verbal or written comments that are not welcome and/or are personally offensive that relate to gender, sexual orientation, disability, physical appearance, body size, race, religion, national origin, or age;
  - b) Violations of federal or provincial laws that could result in fines or civil damages payable by Engineers Canada or that could otherwise significantly harm Engineers Canada's reputation or public image;

- c) Unethical conduct and/or conduct that contravenes any Engineers Canada policies or its Code of Conduct; and
  - d) Danger to the health, safety or well-being of staff, other Board or Board committee members and/or the general public.
- (4) Board members and members of Board committees shall ensure that unethical, unprofessional or illegal activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned and are reported as per section 4.3.3, *Compliance with Board policies*.
- (5) A Board member or a member of a Board committee who is no longer holding good standing status with their provincial Regulator shall be suspended from participation in Board and Board committee activities until they return to good standing status.
- (6) A Board member or a member of a Board committee who is alleged to have violated this Code of Conduct shall be so informed. As per section 4.3.4, *Complaints Process*, such breaches may be investigated.
- (7) Upon appointment, Directors shall sign the oath of office or other suitable undertaking.
- (8) Upon appointment, Board members and members of Board committees shall sign an acknowledgment of Policy 4.4, *Confidentiality*.

### **4.3.2 Conflict of interest guidelines**

- (1) Board members and members of Board committees shall act at all times in the best interests of Engineers Canada. This means putting the interests of Engineers Canada ahead of any personal interest or the interest of any other person or entity. It also means performing their duties and transacting the affairs of the corporation in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board or Committee.
- (2) Board members and members of Board committees shall not use their Board or Committee position to obtain employment at Engineers Canada for themselves, family members, or close associates. Board and Committee members must resign from the Board or Board committee before applying for employment with Engineers Canada.
- (3) Board members and members of Board committees shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which are intended to influence the activities or affairs of Engineers Canada. Board members and members of Board committees may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice, provided the foregoing does not include cash or other negotiable instruments and provided all gifts or hospitality have been disclosed and properly accounted for.

- (4) Both prior to serving on the Board and during their term of office, Directors must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter at issue.
- (5) If a Director is not certain whether they are in a conflict of interest, the matter may be brought forward to the President or the Board for advice and guidance.
- (6) If there is any question or doubt about the existence of a real or perceived conflict of interest, the Board will determine by majority vote if a conflict of interest exists. The Director potentially involved in the conflict of interest shall be absent from the discussion and shall not vote on the question.
- (7) It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the President of the Board or the full Board.
- (8) The Director must declare the conflict in advance and, if decided by the Board, shall:
  - a) abstain from participation in any discussion on the matter;
  - b) not attempt to personally influence the outcome;
  - c) refrain from voting on the matter; and,
  - d) leave the meeting room for the duration of any discussion or vote.
- (9) The disclosure of a conflict of interest and decision as to whether a conflict exists shall be recorded in the minutes of the meeting.
- (10) Directors have an ongoing obligation to disclose conflicts of interest in accordance with s. 141 of the Canada *Not-for-profit Corporations Act*.

### **4.3.3 Compliance with Board policies**

- (1) Board members and members of Board committees are expected to comply with all Board policies. A Board member or member of a Board committee who is unsure about the interpretation of any policy should consult with the President or the CEO. Anyone unable to carry out the material responsibilities of their position or to conduct themselves in a manner consistent with Board policy, should consider voluntarily resigning their position.

### **4.3.4 Complaints process**

- (1) The purpose of Complaints process is to structure the process of handling complaints to provide a fair and effective response to complaints. Anyone who wishes to file a complaint against a Board member or member of a Board committee for a violation of this policy, the confidentiality policy, or the oath of office (both contained within Policy 4.4, *Confidentiality*) must do so in writing and address it to the President. If the matter involves the President, the complaint shall instead be

addressed to the President-Elect. The written complaint must identify the complainant, the respondent (i.e. the subject of the complaint) and the grounds for the complaint.

- (2) Within 15 business days of receiving the complaint, the President or, if the matter involves the President, the President-Elect, shall establish a panel to consider the complaint. The panel shall consist of the President, the President-Elect, and the Past-President or, if the Past President is approaching the end of their term on the Board, one additional Director, as determined by the President and the President-Elect. Where the complaint involves any of the preceding, an alternate Director shall be appointed. The selection of an alternate Director shall be at the discretion of the remaining panel members.
- (3) In considering the complaint, the panel shall decide whether to proceed to investigate the complaint or not. If the panel is of the opinion that:
  - a. The complaint is frivolous or vexatious or is not made in good faith; or,
  - b. The complaint is outside the jurisdiction of the Board or would be more appropriately dealt with through another process (e.g. through a Regulator’s disciplinary process); or,
  - c. There are no grounds or insufficient grounds for conducting an investigation,

then the panel may choose not to investigate or may dispose of the complaint in a summary manner. In such an event, the complainant shall be advised of the panel’s decision in writing, with reasons provided. If the panel decides to investigate the complaint, the respondent shall be provided with a copy of the written complaint and any related information, and shall be given the opportunity to present a written response within 30 days of receiving notice of the complaint.

- (4) The panel shall consider the complaint and the response and may involve outside consultants (such as a workplace investigator) to assist. If an investigation is initiated, attempts shall be made to interview the complainant and the respondent (the “parties”) as well as others who are reasonably identified as having information that could assist in investigating and/or resolving the complaint, including members of Engineers Canada staff.
- (5) Upon conclusion of the investigation, the panel shall consider the results of the investigation and determine the course of action for disposing of the complaint, which shall be set out in a written report that is provided to the parties. The panel may:
  - a) Determine that the complaint is unsubstantiated and/or does not warrant further action;
    - i. If the complainant is not satisfied with that decision, they may submit the written complaint to the full Board for further consideration;
  - b) Mediate between the parties, until the complaint has been resolved;
  - c) Make any recommendations reasonably necessary to resolve the complaint; or
  - d) Refer the complaint to the Board.

- (6) If the matter is referred to the Board, it shall be heard at the next Board meeting, in an in-camera session. The Board shall be presented with the complaint, the response, and the report. The parties shall be invited to attend to respond to questions from the Board.
- (7) If the complainant or the respondent is a Board member, then they shall recuse themselves from the deliberations and any vote upon a motion regarding the complaint, if any.
- (8) For those Board members or members of Board committees who have been found, by the panel or the Board, as applicable, to be in violation of the Code of Conduct or policy 4.4, *Confidentiality*, they may be subject to any of the following sanctions:
  - a) A requirement to modify or discontinue the conduct giving rise to the complaint;
  - b) A requirement to undergo education, training or other remedial action;
  - c) Admonishment or reprimand;
  - d) Removal from Board- or committee-related assignments and/or loss of duties or privileges;
  - e) A report to the individual's home Regulator, submitted to the Council via its president or secretary;
  - f) Termination of their position on a Board committee (for members of Board committees only);
  - g) A recommendation to the Members to remove the Director from the Board (for Board members only); or,
  - h) Any other reasonable or prudent sanction as appropriate under the circumstance.
- (9) If the parties do not cooperate with the investigation or the decision of the panel or the Board, as applicable, the Board may take such further action as it deems appropriate up to and including termination from a Board committee, or a recommendation to the Members to remove the Director, as appropriate.
- (10) Investigations conducted under this policy shall be conducted in a fair, timely and confidential manner that respects the principles of procedural fairness and natural justice. To the extent possible, complaints should be resolved within 120 days of being initiated, or as early as practicable.
- (11) All complaints received under this policy and all information and records received, reviewed or generated during the course of an investigation and disposition of a complaint, including interviews and reports, are and shall remain strictly confidential, and are only to be viewed by members of the panel and those who are authorized by the panel.
- (12) The panel shall inform the Board, in an in-camera session at the next Board meeting following the initiation of a complaint, of any complaints made under this policy. Similarly, the Board shall be informed when the complaint is resolved and the manner in which it was disposed of.

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## 4 Role of the Board

### 4.4 Confidentiality

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: December 4, 2023 (Motion 2023-12-2D)*

*Date last reviewed: December 4, 2023*

- (1) Board members and members of Board committees have a duty to maintain confidentiality with respect to all confidential information that comes into their knowledge or possession in the course of performing their duties.
- (2) Confidential information includes:
  - a) Unpublished financial information;
  - b) Personal information with respect to employees or volunteers;
  - c) Any information discussed “in camera” at Board or committee meetings;
  - d) Data entrusted to Engineers Canada by external parties; and,
  - e) Any item marked as confidential either verbally or in written form.
- (3) The duty to maintain confidentiality does not apply to information that is already in the public domain.
- (4) Board members and members of Board committees must take reasonable steps to ensure that confidential information that comes into their knowledge or possession is not improperly disclosed or used. This includes properly securing the source or location of the information in their possession or control.
- (5) Board members and members of Board committees must not use confidential information for their own advantage or for the gain or advantage of others.
- (6) Board members and members of Board committees must return any confidential information in their possession or control upon ceasing to be a Board member or at the request of the Board.
- (7) Board members and members of Board committees must be proactive in identifying and reporting any breach of this policy.
- (8) Board members and members of Board committees are bound by this duty of confidentiality during and after their term as a Board member.
- (9) An acknowledgement of this policy must be signed by prospective Board members and members of Board committees before they assume their role.

### Acknowledgment of confidentiality policy

I acknowledge that I have read and understood this confidentiality policy and agree to conduct myself in accordance with it.

Signature \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

#### 4.4.1 Oath of office

Each Director shall sign an oath of office upon appointment.

I, the undersigned, hereby:

- a) Consent to being elected and to acting as Director of Engineers Canada, such consent to take effect immediately and to continue in effect until I give written notice revoking such consent or until I otherwise cease to be a Director.
- b) Consent to the holding of meetings of the Board by means of such telephone, electronic, or other communication facilities as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously.
- c) Consent to receiving information electronically and acknowledge my responsibility to ensure that Engineers Canada has my up-to-date email address at all times.
- d) Certify that I am eighteen years of age or older, that I do not have the status of a bankrupt person, and that I have not been declared incapable by a court in Canada or in another country.
- e) Declare that I will conduct myself in accordance with Engineers Canada's Bylaw, policies, and Board decisions and with the *Canada Not-for-profit Corporations Act*.

Signature \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

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## 4 Role of the Board

### 4.5 CEO Group Advisor to the Board

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: December 4, 2023 (Motion 2023-12-2D)*

*Date last reviewed: December 4, 2023*

- (1) The Board is comprised of Directors and a CEO Group Advisor (the “Advisor”), collectively referred to as Board members. The following describe the role and responsibilities of the Advisor, in their capacity as a member of the Board:
- a) The Advisor is a non-voting member of the Board.
  - b) The Advisor’s purpose is to provide a key linkage between Engineers Canada and the CEO Group.
  - c) The Advisor shall be a member of the CEO Group, selected by that group to serve for a term determined by the CEO Group.
  - d) The Advisor may delegate a representative, also from the CEO Group, to attend Board meetings on their behalf.
  - e) The Advisor’s responsibilities are to:
    - i. Know the business of Engineers Canada.
    - ii. Be informed of issues affecting, or likely to affect, Engineers Canada and the CEO Group.
    - iii. Provide advice to the Board on behalf of the CEO Group.
    - iv. Make recommendations, provide information, and/or raise issues that the CEO Group believes the Board should consider.
    - v. Communicate the views, activities, decisions, and plans of the Board to the CEO Group.
    - vi. Participate actively in the work of the Board, including by serving on committees or task forces, as requested.
    - vii. Contribute to the Board’s decision-making process by:
      - A. Discussing all matters freely and openly at Board meetings.
      - B. Working towards achieving a consensus that respects divergent points of view and is in the collective interest of Engineers Canada and the Regulators.
      - C. Respecting the rights, responsibilities, and decisions of Regulators and other organizations.



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## 4 Role of the Board

### 4.7 Monitoring of CEO

*Date of adoption: September 26, 2018 (Motion 5716)*

*Review period: Biennial*

*Date of latest amendment: December 12, 2022 (Motion 2022-12-4D)*

*Date last reviewed: December 12, 2022*

- (1) The Human Resources (HR) Committee is responsible for the performance management and compensation package of the CEO. The HR Committee may elect to use the services of an external Human Resources consultant to assist them.
- (2) The Engineers Canada’s Director of Human Resources will provide assistance to the overall process, as requested.

#### 4.7.1 Objective setting and annual performance evaluation

- (1) At the start of each calendar year, the CEO will meet with the HR Committee to discuss opportunities for development, set personal objectives for the upcoming year, and be provided with the current year’s performance metrics, with the Board approving the objectives in February. Through discussion, mutually agreed objectives will be set for the CEO for the current year, and each goal should have a clear measure or metric.
- (2) A formal evaluation will be conducted every three years by an external HR consultant.
- (3) In the years between the formal evaluation, the members of the HR Committee or, if they elect to retain an external consultant, the consultant (“Interviewers”) will interview select members of the following groups to solicit feedback on the performance and effectiveness of the CEO:
  - a) The CEO Group
  - b) Direct reports to the CEO (staff)
  - c) Board members
- (4) The Interviewers will conduct confidential one-on-one meetings with the interviewees. The interviews will commence in September or October and be completed by December. The Interviewers will prepare a summary report based on their interviews, which will contain feedback from the interviews along with recommendations for the CEO’s growth or changes to aspects of their performance.
- (5) By the end of the calendar year, the CEO will complete a self-assessment of their performance during the year and the achievement of performance metrics and personal goals.

- (6) In assessing the CEO's accomplishment of their objectives, HR Committee members will use guidelines, established annually, for consistency and objectivity.
- (7) HR Committee members will meet in early December to discuss their findings and finalize their report for presentation to the Board at an in-camera session during the February Board meeting. The report will contain a recommendation to the Board on the performance bonus to be awarded to the CEO (up to 10 per cent of annual salary).
- (8) Following the Board meeting, the HR Committee chair, the Past President (if different from the HR Committee chair), the President, and the President-Elect will meet with the CEO to advise of the performance bonus to be awarded. This meeting will also serve to ensure that the CEO is clear on their expectations for the year, to share general feedback from the interviews and to revisit, if required, opportunities for growth and development.

#### **4.7.2 Annual compensation review**

- (1) The HR Committee will annually review the compensation package of the CEO and, subject to the terms of the CEO's contract of employment, will make recommendations to the Board for approval.
- (2) If the Board approves a cost-of-living adjustment to the salaries of Engineers Canada employees, the base salary of the CEO will also be adjusted accordingly.
- (3) An external compensation consultant will be retained every three years to conduct a comprehensive compensation review of total compensation paid to the CEO and, subject to the terms of the CEO's contract of employment, will make recommendations to ensure that the compensation package reflects current best practices in compensation management. The total CEO compensation should be comparable to the market median (P50) of the relevant peer comparator group.
- (4) The HR Committee will prepare their recommendations to the Board, for ratification at the February Board meeting.
- (5) The CEO will be notified, in writing, of salary increase and bonus, if applicable, following the February Board meeting. The salary increase will be retroactive to January 1 of each year.

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## 4 Role of the Board

### 4.8 Board composition profile

*Date of adoption: September 26, 2018 (Motion 5716)*

*Review period: Biennial*

*Date of latest amendment: March 1, 2024 (Motion 2024-03-6D)*

*Date last reviewed: March 1, 2024*

- (1) Engineers Canada strives for a Board comprised of talented and dedicated Directors with diverse lived experiences, from a broad range of demographics from across the country, including gender, sexual orientation, Indigenous identity, Black, People of Colour, neurodivergent, and persons with disabilities.
- (2) To that end, this composition profile describes the Director skills, attitude, demographics, and knowledge areas that are desired to serve the interests of Engineers Canada and the Regulators they serve. The profile also contains information on the preferred experience and other requirements of an effective Board member. The profile serves as a foundation for exceptional and effective governance and helps ensure that the Board composition, on the whole, has the necessary competency and capacity to effectively fulfil its responsibilities.

#### 4.8.1 Understanding the profile

The profile contains three areas associated with the overall composition of the Board:

##### A. *Competencies*

Competencies are the collective skills and experience that are deemed necessary to effectively govern. No single Board member is expected to have all competencies contained in this profile. Collectively, the Board of Directors should have sufficient experience to reflect all competencies. From time to time, the Board may determine the prioritization of the competencies to reflect emergent needs.

##### B. *Demographics*

Board demographics aim to reflect the representation of the Canadian population. Recruits from Regulators will not be sought solely on the basis of a certain demographic, rather their demographic combined with their talents and abilities. Regulators are encouraged to follow the latest bias-free recruitment techniques and actively recruit equity-deserving groups.

##### C. *Behavioural skills*

Behavioural skills are the desired behavioural skills to help the Board work effectively together. The asset qualifications are not to be included in the competency matrix referenced below, but Regulators should consider these preferred traits when nominating potential candidates to the Board.

## 4.8.2 How the profile should be applied

The Human Resources (HR) Committee is responsible for maintaining an up-to-date Director competency matrix which will identify any skills or demographic deficits which may be addressed through Board recruitment and education. As new members come on to the Board, they will be asked to assess their experience and knowledge against the desired competencies. Directors' competency data will be updated annually through the application of Board policy 4.13, *Individual Director assessment*. When new Board nominees are requested from the Regulators, they will be advised of **preferred** competencies, demographics and behaviours the Board is seeking. Notwithstanding the preferences expressed, Regulators are free to nominate whomever they feel is most appropriate for the position.

## 4.8.3 Board competency definitions

### A. *Desired competencies*

#### a) **Board governance experience**

Experience with Board governance, preferably on a Regulator Council or other governing body. Possesses a clear understanding of the distinction between the role of the Board versus the role of management.

#### b) **Business/management experience**

Experience with sound management and operational business processes and practices. Includes an understanding of topics such as managing complex projects, leveraging information technology, planning and measuring performance, and allocating resources to achieve outcomes.

#### c) **Regulator experience**

Practical knowledge of the working of provincial/territorial Engineering Regulators, including such matters such as accreditation, licensure, practice issues, and discipline and enforcement.

#### d) **Accounting/financial experience**

Understanding of accounting or financial management. Includes analyzing and interpreting financial statements, evaluating organizational budgets, and understanding financial reporting and knowledge of auditing practices.

#### e) **Strategic planning experience**

Experience in developing strategic direction for an organization while considering broad and long-term factors. Understands how an organization must evolve in light of internal and external trends and influences. Able to identify patterns, connections, or barriers to addressing key underlying issues.

#### **f) Risk management experience**

Experience with enterprise risk management. Includes identifying potential risks and recommending and implementing preventive measures, organizational controls, and compliance measures.

On occasion, the Human Resources Committee may add a competency to this list to inform Board recruitment and/or development so that the Board may be positioned to respond to an emergent issue.

#### *B. Demographic preferences*

The Board recognizes the strategic and critical importance of equity, diversity, and inclusion. This includes supporting an inclusive culture that solicits a diversity of perspectives and experiences, actively addresses discrimination, harassment, and unconscious bias, and supports the advancement of underrepresented groups.

The Board understands the difference between meaningful and respectful representation, and tokenization of underrepresented groups. The aim is to respect and incorporate different perspectives from within engineering to better guide the organization on the complexity of the profession and facilitate policies and practices that are inclusive of underrepresented groups.

The Board strives to include the following representation, based on the Canadian population, and in alignment with the organization's commitment to the federal government's 50-30 Challenge. Given the interconnected nature of identity categories such as gender, race, and ability, it is understood that these categories may be overlapping.

- 50 per cent women and/or non-binary people
- 30 per cent representation of other equity-deserving groups, including those who identify as Racialized, Black, and/or People of colour, People with disabilities (including invisible and episodic disabilities), 2SLGBTQ+ , and Indigenous Peoples (First Nations, Métis and Inuit).

The Board should also attempt to ensure that at least 30 per cent of its composition includes active engineering practitioners and at least one Director is under the age of 35 years.

#### *C. Behavioural skills*

Directors should possess behavioural skills conducive to working together effectively. These skills include the following:

##### **a) Ability to present opinions**

They are able to present views clearly, frankly, constructively, and persuasively.

##### **b) Willingness and ability to be open-minded**

They pay attention to and respectfully consider the Board's deliberations and ask for clarification if needed.

##### **c) Ability to ask questions**

They know how to ask questions and raise concerns in a way that contributes positively to debate.

**d) Flexibility**

They are open to new ideas, are strategically agile, and are responsive to change.

**e) Ability to make informed decisions**

They are able to consider the information and opinions shared objectively and independently minded.

**f) Collaborative**

They treat others equitably and are oriented to resolve conflict, are resilient after it occurs, and support Board decisions once made.

**g) Dependability**

They do their homework and attend and participate in meetings.

**h) Balance**

In light of the federated model of Engineers Canada, they are able to balance local interests with the national interest.

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## 4 Role of the Board

### 4.9 Role of the Presidents (President-Elect, President, and Past President)

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: March 1, 2024 (Motion 2024-03-6D)*

*Date last reviewed: March 1, 2024*

- (1) The Board comprises three officers; the President, the President-Elect, and the Past President (collectively, the “Board officers”). Individuals elected into the President-Elect role automatically succeed into the role of President when the President’s term concludes. The President thereafter occupies the position of Past President. Together, the Board officers form a strong team for advancing the governance of the organization. They are responsible for approving the agenda for all Board meetings, including the summer Board workshop; considering ad hoc additions to Board-approved committee workplans, in consultation with the affected committee chair; and constituting the de facto panel when complaints are made in respect of Board or committee member non-compliance with Board policies 4.3, *Code of conduct*, 4.4, *Confidentiality*, or the oath of office (contained within the latter policy).
- (2) The Board officers may delegate any of the individual authorities and responsibilities set out below, when necessary and as appropriate, in consultation with the other Board Officers and the CEO. Each Board officer remains responsible for the discharge of their responsibilities, notwithstanding any delegation.

#### 4.9.1 The President role

- (1) The President is accountable to the Board.
- (2) The President provides the link between the Board and the CEO. The President is the only person authorized to speak for the Board.
- (3) The President chairs Board meetings and meetings of the three Board officers.
- (4) The President ensures the integrity of the Board’s processes and represents the Board to outside parties.
- (5) The President must ensure that the Board behaves consistently within its own policies and procedural rules and those legitimately imposed upon it from outside the organization including:
  - a) Directing the Board deliberations so they are timely, fair, orderly, thorough and efficient; and,
  - b) Endeavoring to establish Board consensus on issues and objectives.

- (6) The President conducts Board orientation sessions for new Board members.
- (7) The President can attend meetings of all Board committees as a non-voting ex-officio member. They are a required member of the HR Committee.
- (8) The President has approval responsibilities in accordance with Policy 7.1, *Board, Committee, and Other Volunteer Expenses*.

#### 4.9.2 The President-Elect role

- (1) The President-Elect collaborates with the President and the Past President to learn the role of the President, become familiar with the governance of Engineers Canada and its meeting rules and procedures, and facilitate Officer transition.
- (2) The President-Elect assists and supports the President as needed and plans for the upcoming presidential year.
- (3) The President-Elect is responsible for:
  - a) reviewing and overseeing the results of the annual Director self- and peer-assessment processes (as set out in Policy 4.13, *Individual Director Assessment*);
  - b) reviewing and overseeing the results of the annual Board, committee, and task force chair assessment process (as set out in Policy 6.2, *Board, Committee, and Task Force Chair Assessment*);
  - c) the development of the summer Board workshop agenda; and,
  - d) oversight and guidance to the Engineers Canada consultation process (as set out in Policy 7.11, *Consultation*).
- (4) The President-Elect is a required member of the HR Committee.
- (5) The President-Elect has approval responsibilities in accordance with Policy 7.1, *Board, Committee, and Other Volunteer Expenses*.

#### 4.9.3 The Past President role

- (1) The Past President provides advice and leadership to the President and the Board regarding past practices and other matters to assist in governing.
- (2) The Past President supports the President and the President-Elect on an as-needed basis.
- (3) The Past President is responsible for:
  - a) overseeing the implementation of any agreed-upon improvements resulting from the annual survey of the Board's effectiveness (as set out in Policy 4.12, *Self-assessment*); and,
  - b) acting as the Nominating Committee and overseeing the nomination and election process for President-Elect (as set out in Policy 6.13, *President-Elect Nomination and Election Process*).



- (4) The Past President is usually a member of both the HR Committee and the Governance Committee, and normally serves as chair of the HR Committee.

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## 4 Role of the Board

### 4.11 Board management delegation

*Date of adoption: May 25, 2018 (Motion 5701)*

*Review period: Triennial*

*Date of latest amendment: December 12, 2022 (Motion 2022-12-4D)*

*Date last reviewed: December 12, 2022*

- (1) The Board's sole official connection to the operational organization, its achievements, and its conduct, will be through the CEO. Accordingly:
  - a) Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the CEO;
  - b) Decisions or instructions of individual Directors, officers, advisors, or committees are not binding on the CEO except in rare instances when the Board has specifically authorized such exercise of authority; and,
  - c) Directors, officers, advisors, or committees (including the CEAB and the CEQB) may request information or additional assistance, but the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds or that are disruptive.
  
- (2) All Board authority delegated to staff is delegated through the CEO, so that all authority and accountability of staff is the responsibility of the CEO. Where authority and accountability has been delegated to staff, the Board authorizes the CEO to make all decisions required to develop and administer the activities within the policy direction which has been set by the Board. The Board will receive regular progress reports on any delegated area from the CEO. Accordingly:
  - a) The Board will refrain from giving instructions to persons who report directly or indirectly to the CEO;
  - b) The Board will refrain from evaluating, either formally or informally, any staff other than the CEO;
  - c) The Board will not express individual judgments of performance of the CEO or staff other than during participation in Board deliberations; and,
  - d) Directors shall not speak on behalf of the Board except to repeat explicitly stated Board decisions, unless authorized by the Board.
  
- (3) The Board will instruct the CEO, the CEAB, and the CEQB through its Strategic Plan and written policies that prescribe the organizational goals to be achieved and describe organizational situations and actions that form the boundaries of the CEO's authority. Accordingly:
  - a) The Board will develop a Strategic Plan instructing the CEO, the CEAB, and the CEQB to achieve certain results;
  - b) The Board will develop executive duty and limitation policies that prescribe the required activities of the CEO and limit actions and latitude that the CEO may exercise in achieving the

results specified in the Strategic Plan. The Board will never prescribe organizational means delegated to the CEO;

- c) The Board may change its Strategic Plan and Board policy 5, *Executive Duties and Limitations*, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO; and,
- d) The Board may obtain information from the CEO in respect of any of the delegated duties, except for data protected by privacy legislation.

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## 4 Role of the Board

### 4.12 Board assessments

*Date of adoption: March 1, 2019 (Motion 5736)*

*Review period: Triennial*

*Date of latest amendment: December 4, 2023 (Motion 2023-12-7D)*

*Date last reviewed: December 4, 2023*

Assessing Board effectiveness is an important governance responsibility. The purpose of Board assessments is to give Directors, meeting participants, and engineering regulators an opportunity to evaluate and discuss the Board's performance with candor and from multiple perspectives. The ultimate objectives are greater efficiency in the use of the Board's time and increased effectiveness of the Board as a governing body.

#### 4.12.1 Regular Board assessments

- (1) Three types of Board assessments are to be used on a regular basis:
  - a) a short meeting assessment, conducted at the end of each Board meeting;
  - b) a meeting satisfaction survey, conducted electronically at least once a year; and,
  - c) a detailed annual survey of the Board on its performance.

##### *A. Short meeting assessment*

- (1) As part of the Board meeting's in-camera session with Directors only, participants will be asked to engage in a healthy discussion about the quality of the meeting and the decisions taken.

##### *B. Meeting satisfaction survey*

- (1) An electronic meeting satisfaction survey will be sent to all participants at least once a year, generally following the October Board meeting. Feedback collected helps meeting organizers to understand what is working well and where improvements can be made.

##### *C. Annual Board performance survey*

- (1) The annual survey of the Board on its performance provides the opportunity to look internally at the Board itself, reflect on Board members' individual and shared responsibilities, identify different perceptions and opinions among Board members, and determine areas of responsibility that need attention. Board self-assessment should not be judgmental or focus only on weaknesses and negative aspects. Instead, it should help the Board with succession planning and governance improvements.

- (2) The annual survey and reporting of the Board's effectiveness shall be the responsibility of the Human Resources (HR) Committee. The survey shall be conducted through an anonymous questionnaire and may be supported by an external consultant.
- (3) The following process shall be used:
  - a) The HR Committee will review and approve the structure and content of the questionnaire prior to the Winter (February) Board meeting.
  - b) The questionnaire will generally be distributed after the Winter meeting and Board members will complete the questionnaire within two weeks of receipt.
  - c) Results will be tabulated and analyzed, and a Board assessment report will be prepared.
  - d) The report will be presented to the Board in-camera at its Spring (May) meeting.
  - e) The Board will discuss the report and decide if changes to policies, procedures, or practices are required.
  - f) The incoming Past President will oversee the implementation of any agreed-upon improvements.
- (4) Opinions and comments expressed during the assessment process will not be attributed to individual Board members but should be shared in the aggregate report.

#### **4.12.2 Periodic governance effectiveness survey of the engineering regulators**

- (1) In accordance with Board Policy 6.8, *Governance Committee Terms of Reference*, the Governance Committee is responsible to conduct a periodic survey of the Regulators to evaluate the effectiveness of Board governance and develop action plans to address any required improvements.
- (2) The survey's focus, scope, and timing will aim to complement established initiatives and inform contemporary issues of concern to the Regulators.
- (3) The specific results of the governance effectiveness survey, including any recommendations for improvements, will be presented by the Governance Committee to the Board within four months of the survey's close.
- (4) The Board will discuss the report and decide if changes to policies, procedures or practices are required.

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## 4 Role of the Board

### 4.13 Individual Director assessment

*Date of adoption: March 1, 2019 (Motion 5736)*

*Review period: Triennial*

*Date of latest amendment: December 4, 2023 (Motion 2023-12-7D)*

*Date last reviewed: December 4, 2023*

- (1) The purpose of Director assessments is to support the development of individual Directors, help them enhance their contribution to the Board, and enable them to have a more positive experience as an Engineers Canada Director. The individual Director evaluation process is conducted with the goals of:
  - a) providing Board members with an opportunity to reflect on their contribution, and to receive feedback from their peers;
  - b) determining actions that can be taken to increase the value of Director contributions; and,
  - c) informing the President-Elect of the strengths, weaknesses, abilities and desires of individual Board members they will be leading in the coming year.

#### 4.13.1 Assessment process

- (1) Three assessment processes are to be used by the Board:
  - a) an ongoing tabulation of attendance at Board, committee, and task force meetings (to be included in every Board agenda book);
  - b) a self-assessment, to be completed by all Directors on an annual basis; and,
  - c) a peer assessment, to be completed in alternate years for some of the Board complement.
- (2) The peer- and self-assessments will be by electronic survey.
- (3) Both peer- and self-assessments shall be the responsibility of the Human Resources (HR) Committee. The following process will be used:
  - a) The HR Committee will review and approve the structure and content of both the self- and peer-assessment surveys prior to the Winter (February) Board meeting;
  - b) The questionnaires will be distributed after the Winter Board meeting and Directors shall complete the questionnaire(s) within two weeks of receipt;
  - c) Directors will be peer-reviewed in year two of their first mandate, and year one of their second mandate;
  - d) All Directors will be asked to peer review those colleagues who are subject to the process in any given year;
  - e) Individual results will be tabulated and provided to each individual Director and reviewed by the President-Elect;

- f) As required, the President-Elect may arrange individual meetings or phone conversations with Directors to discuss the results. The agenda for these meetings may include:
    - i. Discussion of past performance, level of contribution, areas for improvement, and potential supports required by the Director (e.g. training);
    - ii. Identification of the Director's interests in future Board activities, as well as succession opportunities; and,
    - iii. An outline of next steps or agreement on an action plan.
  - g) The President-Elect may present the overall implications of these conversations to the:
    - i. HR Committee to inform the nomination process for Board committees and for new Directors; and,
    - ii. Past President to inform the nomination process for President-Elect.
- (4) Notwithstanding the above and given the purpose of supporting Director growth and development, the results of the assessments and the discussions between the President-Elect and individual Directors are to be treated as confidential.

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## 5 Executive duties and limitations

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: December 12, 2022 (Motion 2022-12-4D)*

*Date last reviewed: December 12, 2022*

- (1) The CEO is responsible and accountable for achieving the deliverables of Engineers Canada’s Strategic Plan as developed by the Board in consultation with the Regulators. The Board recognizes that it leads by giving the strategic direction and setting distinct policies that govern the actions of the CEO in achieving that strategic direction.
- (2) All Board authority delegated to staff is delegated in accordance with Board policy 4.11, *Board Management Delegation*.
- (3) The CEO shall establish proper delegations of authority, including procurement and signing authority, with the intent of achieving appropriate segregation of corporate duties, oversight, and control.
- (4) The CEO shall not:
  - a) Cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics, or in conflict with the regulatory role of the engineering regulators;
  - b) Perform, allow, or cause any actions to occur which are contrary to the policies which have been set by the Board;
  - c) Disclose to the public confidential information leading to Board decisions;
  - d) Alter the organization’s name or identity in any way; and,
  - e) Permit presentations to be made to the media, which portray as Board policy information that is contrary to Board positions set out in Board policy.
- (5) In addition, the CEO shall:
  - a) Be accountable to the Board;
  - b) Keep the Board informed and supported in its work;
  - c) Develop a plan for Board approval for planned and emergency succession of the CEO position;
  - d) Be committed to ethical, businesslike, and lawful conduct, including the proper use of authority and appropriate decorum when acting as CEO of Engineers Canada;
  - e) Declare and avoid conflicts of interest;
  - f) Provide the administrative mechanism for official communication between the Board, all committees (including the CEAB and the CEQB) and task forces;
  - g) Ensure that all items which are to be approved by the Board and which are administrated by the CEO, are brought to the Board on a timely basis;
  - h) Maintain a register of key risks of the organization with regular monitoring and updates to the Board; and,



- i) Act as the Secretary of the Board or ensure that the Board assigns another person to do so (as per s. 1.1 of the Bylaw).

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## 5 Executive duties and limitations

### 5.1 Relationships with the Regulators

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: October 1, 2021 (Motion 2021-10-4D)*

*Date last reviewed: October 1, 2021*

- (1) The CEO shall ensure conditions, procedures, and decisions that contribute to productive relations with the Regulators and that are aligned with the roles of the Regulators.
- (2) Further, without limiting the scope of the above statement, the CEO shall ensure that:
  - a) Regulators have easy access to clear information about their rights and responsibilities as Members.
  - b) The methods used to collect, review, store, and transmit Regulator information protect against improper access.
  - c) Consultation with stakeholders is conducted in accordance with Policy 7.11, *Consultation*.
  - d) Regulator comments and complaints are responded to fairly, consistently, respectfully, and in a timely manner.
  - e) Regulators are advised in a timely manner about issues that Engineers Canada is aware of that may impact the profession and/or the Regulators.

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## 5 Executive duties and limitations

### 5.2 Treatment of staff and volunteers

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: October 1, 2021 (Motion 2021-10-4D)*

*Date last reviewed: October 1, 2021*

- (1) The CEO shall ensure that working conditions for staff and volunteers under the CEO's authority are fair, dignified, safe, organized, and clear, and meet legislative requirements.
- (2) Further, without limiting the scope of the above statement, the CEO shall ensure that the following are in place:
  - a) Clear and objective expectations and assessment of performance for staff.
  - b) Written human resource policies that:
    - i. clarify expectations and working conditions for staff and volunteers;
    - ii. provide for effective handling of grievances;
    - iii. protect against wrongful conditions such as harassment, nepotism, and grossly preferential treatment for personal reasons; and,
    - iv. protect staff and volunteers when, acting in good faith, they report unethical, unlawful, or unprofessional conduct.
  - c) An effective staff education and development process.
  - d) A method to inform staff and volunteers of their rights under this policy when, acting in good faith, they report unethical, unlawful, or unprofessional conduct.
  - e) A safe physical work environment for staff.
  - f) Plans for emergency situations.

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## 5 Executive duties and limitations

### 5.3 Financial condition

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: March 1, 2024 (Motion 2024-03-6D)*

*Date last reviewed: March 1, 2024*

- (1) With respect to ongoing financial conditions and activities, the CEO shall ensure fiscal security and adherence to the priorities established in the Strategic Plan.
- (2) Further, without limiting the scope of the above statement, the CEO shall ensure that:
  - a) Funds are only borrowed to provide credit facilities for overdraft protection and corporate credit cards.
  - b) Payroll is processed on normal timelines and debts are paid in a timely fashion.
  - c) Receivables are not written off without having pursued payment after a reasonable grace period.
  - d) Tax payments and other government ordered payments and reports are filed before the payee's deadline.
  - e) Land or buildings are not acquired, encumbered, or disposed of and that no subsidiary corporations are created or purchased without explicit Board approval.
  - f) Restricted reserve funds are maintained at levels established by the Board and only used when a Board-approved plan exists to restore the restricted reserves to target levels within three years of them falling below mandated levels.
  - g) Non-invested funds are held in secure instruments.
  - h) Documents that designate appropriate administrative signing authority exist.
  - i) Internal financial controls are in place to prevent and ensure against late, inaccurate, or misleading reporting, including provisions to report any errors or misstatements to the Finance, Audit, and Risk (FAR) Committee in a timely manner.
  - j) The Board, through the FAR committee, is advised of material changes in the organization's financial position in a timely manner.
  - k) The Board is provided with quarterly financial statements.

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## 5 Executive duties and limitations

### 5.4 Communication and support to the Board

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: December 12, 2022 (Motion 2022-12-4D)      Date last reviewed: December 12, 2022*

The CEO shall ensure that the Board is informed and supported in its work. Further, without limiting the scope of the above statement, the CEO shall ensure that:

- (1) The Board has reasonable administrative support for Board activities including, but not limited to, resources supporting the work of the Accreditation Board and the Qualifications Board in accordance with the Strategic Plan.
- (2) Progress reporting required by the Board is submitted in a timely, accurate, and understandable fashion:
  - a) An annual performance assessment report of progress against the outcomes and objectives set in the Strategic Plan:
    - i. Is provided to the Board in February for review and approval; and,
    - ii. Is submitted to the Members for information at the Annual Meeting of Members.
  - b) Interim performance assessment reports of progress against the outcomes and objectives set in the Strategic Plan for the first, second, and third quarters of each year are presented to the Board at the spring, fall, and late fall meetings, respectively.
- (3) Financial reporting is provided to the Board (having been first reviewed by the Finance, Audit, and Risk Committee), including:
  - a) Quarterly financial updates for the first, second, and third quarters;
  - b) A year-end statement of operations; and,
  - c) The annual audited financial statements, which the Board will approve for submission to the Members at the Annual Meeting of Members.
- (4) The Board is aware of volunteer policies and procedures.
- (5) The Board is provided with the results of employee engagement surveys, and action plans to address any issues raised therein (having first been reviewed by the Human Resources Committee).
- (6) The Board is aware of any actual or anticipated non-compliance with policies, including when, in the CEO's opinion, the Board is not in compliance with its own policies.
- (7) The Board is aware of any incidental information it requires, including anticipated media coverage, threatened or pending lawsuits, and material or publicly visible external and internal changes or events, including changes in executive personnel.

- (8) No individual Board members are favoured or privileged over others, except when fulfilling individual requests for information or responding to officers or committees who are duly charged by the Board.
- (9) No Board Directors are appointed to operational committees.

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## 5 Executive duties and limitations

### 5.5 Asset protection

*Date of adoption: May 24, 2019 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: December 12, 2022 (Motion 2022-12-4D)      Date last reviewed: December 12, 2022*

- (1) The CEO shall ensure that corporate assets are protected, adequately maintained and not unnecessarily risked.
- (2) Further, without limiting the scope of the above statement, the CEO shall ensure that:
  - a) The organization is insured against theft and casualty losses and against liability and travel-related losses to Board members, volunteers, employees, or the organization itself and the Board is aware of any material changes to the above insurance coverage;
  - b) All insurance policies are reviewed annually to ensure adequate organizational coverage is in place;
  - c) The organization, its Board and committee members, volunteers, and staff are not unnecessarily exposed to claims of liability;
  - d) Uninsured personnel do not have access to material amounts of funds;
  - e) Funds are received, processed, and disbursed subject to sufficient controls that meet the standards of the Canadian accounting practices;
  - f) The organization has a Business Continuity Plan to help ensure that Engineers Canada's processes and services can continue during a time of disruption ;
  - g) Purchases are not made without due consideration to quality, after-purchase service, value for dollar, and opportunity for fair competition;
  - h) Purchases are not made without normally prudent protection against conflict of interest; and,
  - i) Intellectual property, information, and files are not exposed to loss or significant damage.

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## 5 Executive duties and limitations

### 5.6 Planning

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: December 7, 2020 (Motion 2020-12-10D)      Date last reviewed: February 25, 2022*

- (1) The CEO shall ensure that an Annual Operating Plan and Budget are in place that allocate resources in a way that aligns with the Board's Strategic Plan and that ensures fiscal security.
- (2) Further, without limiting the scope of the above statement, the CEO shall ensure that:
  - a) Planning takes into account both financial and personnel resources.
  - b) Planning safeguards the fiscal soundness of future years and ensures the building of organizational capability sufficient to achieve the strategic direction in future years.
  - c) A credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, and disclosure of planning assumptions is used in fiscal planning.
  - d) The budget is presented in a format approved by the Board.
  - e) Quarterly forecast reports are provided to the Finance, Audit, and Risk (FAR) Committee to identify shifts in budgeted spending.
  - f) A plan which anticipates and prepares for the replacement and addition of the organization's capital needs is in place.
  - g) Succession planning processes are in place to facilitate operations during key personnel transitions and ensure operation of the organization in all areas over the long term.
  - h) Planning is coordinated with the chairs of the CEAB and the CEQB to ensure that they have adequate resources to deliver their portions of the Board's Strategic Plan.
  - i) Restricted reserve fund levels required by Board policy are maintained at appropriate levels.
  - j) Planning includes funding for the Board's direct use, including, but not limited to, Board training and development and Board and committee meetings.
  - k) Funds are not expended in any fiscal year beyond what has been approved in the budget, unless the Board has approved the additional expenditure.



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## 5 Executive duties and limitations

### 5.7 Compensation and benefits

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: March 1, 2024 (Motion 2024-03-6D)*

*Date last reviewed: March 1, 2024*

- (1) The CEO shall safeguard fiscal integrity and public image with respect to employment, compensation, and benefits to employees, consultants, and contract workers.
- (2) Further, without limiting the scope of the above statement, the CEO shall ensure that:
  - a) Compensation and benefits do not deviate materially from the geographic or professional market for the skills employed.
  - b) The CEO's benefits are only changed as is consistent with changes to benefits packages for all other employees.
  - c) The Board is informed of material changes in staff compensation or benefits.
  - d) Pension benefits are not adjusted beyond five percent (5%) within a five (5) year period, without prior authorization from the Board.
  - e) Expense reimbursement levels are consistent with those of comparable organizations.
  - f) Every employee, whether permanent or temporary, is subject to an employment agreement that complies with minimum employment standards legislation.

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## 6 Engineers Canada Board committees and task forces

### 6.1 Board committees and task forces

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: March 1, 2024 (Motion 2024-03-6D)*

*Date last reviewed: March 1, 2024*

- (1) Board committees are defined as groups set up under the authority of the Board to provide the Board with advice, options, and implications on a specific matter for Board decision, and perform ongoing tasks as specified in their terms of reference. A task force is formed for specific tasks and is typically stood down once the task has been completed. The Board can delegate responsibility but is always accountable for decisions.
- (2) The standing Board committees are as follows:
  - a) Canadian Engineering Accreditation Board (CEAB);
  - b) Canadian Engineering Qualifications Board (CEQB);
  - c) Finance, Audit, and Risk Committee (FAR Committee);
  - d) Governance Committee; and,
  - e) Human Resources Committee (HR Committee).
- (3) The Board shall appoint committees and task forces as it considers necessary to serve the interests of Engineers Canada and the Regulators. It may delegate any authority it deems necessary for a committee or task force to perform its function. The Board shall determine the terms of reference for all committees and task forces they have appointed.
- (4) The terms of reference for every committee shall define the committee's responsibilities, tasks, authority, and composition.
- (5) The terms of reference for every task force shall define the mandate, timeline, and membership of the task force.
- (6) The CEO ensures that appropriate staff support is provided to Board committees and task forces.
- (7) All committee and task force members shall abide by the same Code of Conduct as governs the Board.
- (8) All committees and task forces will:
  - a) Develop and maintain an annual work plan with specific deliverables and deadlines;
  - b) Make minutes of their meetings and proceedings available to all Board Directors; and,
  - c) Report to the Board regularly on the achievement of their assigned Board responsibilities and any outcomes or actions assigned to it under the Strategic Plan.

### 6.1.1 Composition

- (1) Board committees and task forces may be populated by Board members, other volunteers, or any combination thereof as defined in the respective terms of reference. Staff shall provide support to Board committees and task forces, but they are not members and shall have no vote.

#### 6.1.1.1 *FAR Committee, Governance Committee, and HR Committee appointments*

- a) The HR Committee, in consultation with each outgoing committee chair, shall annually nominate new committee members considering:
  - i. Committee work plan;
  - ii. Directors' interests;
  - iii. Directors' skills and competencies; and,
  - iv. Board chair succession planning.
- b) The HR Committee shall recommend a chair to each committee and task force. The committee or task force shall make the final determination of who will serve as chair.
- c) The Board appoints the members of all committees, normally for a one-year term.
- d) Members may be re-appointed to committees. Reappointment of the members and staggered terms of office are desirable elements to support continuity.
- e) In the selection of committee and task force members, every reasonable effort shall be made to achieve a diverse membership reflective of the Canadian population.
- f) In the event of a vacancy on a committee or task force prior to the conclusion of the term, the Board may fill the vacancy by appointment for the duration of the term.
- g) In the event that a member of a committee or task force is temporarily unable to serve, an alternate may be appointed by the Board to act in the member's absence.

#### 6.1.1.2 *CEAB and CEQB appointments*

- a) The process to appoint members to the CEAB and CEQB and nominate the chairs is described in Board policies 6.9, *Canadian Engineering Accreditation Board (CEAB)*, and 6.10, *Canadian Engineering Qualifications Board (CEQB)*.
- b) Two Directors from Engineers Canada's Board shall be recommended by the HR Committee for Board approval to respectively serve on the CEAB and CEQB for a two-year term. In the event of a vacancy in one of these roles, the Board may fill the vacancy either temporarily or for the duration of the term, as appropriate.

### 6.1.2 Authority

- (1) Through the committee chair, all committees and task forces may:

- a) Request information from Engineers Canada staff as required for the efficient conduct of their business;
  - b) Use staff resources as required for administrative support of the committee or task force; and,
  - c) Call on advisors for subject matter expertise.
- (2) Board committees and task forces shall not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes.
- (3) Except as defined in written terms of reference, no committee or task force has authority to commit the funds or resources of Engineers Canada.

### 6.1.3 Role of committee chairs

- (1) Chairs work closely with Engineers Canada staff and provide leadership to their committees. They are responsible for:
- a) Developing work plans and leading the committee to actionable outcomes;
  - b) Setting effective agendas that address the committee's terms of reference and work plan, with support from staff;
  - c) Preparing for the meeting's agenda;
  - d) Providing effective communication and linkage between the group and the Board of Directors;
  - e) Facilitating committee deliberations that are engaging, inclusive, balanced, thorough, and efficient;
  - f) Maintaining open and productive working relationships with committee members and staff, and others interested in and impacted by the committee's work;
  - g) Addressing behaviour that is disruptive to the group process, if/when any occurs; and
  - h) Seeking out and being responsive to feedback that fosters continuous improvement.
- (2) Any of the above responsibilities may be delegated by the committee chair to other committee members, as and when necessary.

### 6.1.4 Committee chair competencies

- (1) To deliver on the above responsibilities, in addition to the competencies established in Policy 4.8, *Board Competency Profile*, a chair should demonstrate the following skills, knowledge, and abilities:
- a) Capacity to effectively lead the committee;
  - b) Ability to build consensus;
  - c) Familiarity with Engineers Canada's guiding governance documents and the committee's mandate, terms of reference and work plan;
  - d) Understanding of the broader strategic context; and,
  - e) Ability to meet deadlines with a strong work ethic and dedication

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## 6 Engineers Canada Board committees and task forces

### 6.2 Board, committee, and task force chair assessment

*Date of adoption: February 26, 2020 (Motion 5830)*

*Review period: Biennial*

*Date of latest amendment: December 12, 2022 (Motion 2022-12-4D) Date last reviewed: December 12, 2022*

(1) The purpose of chair assessment is to give all Board, committee, and task force members an opportunity to evaluate and discuss their respective chair's performance from multiple perspectives. The ultimate objectives are greater efficiency in the use of the volunteers' time. The assessments also serve as an opportunity to support the training and development of leadership for individuals who have agreed to serve as chairs of the:

- Engineers Canada Board;
- Canadian Engineering Accreditation Board (CEAB);
- Canadian Engineering Qualifications Board (CEQB);
- Finance, Audit, and Risk Committee;
- Governance Committee;
- Human Resources Committee; and,
- Any task force established by the Board.

(2) The chair evaluation process is conducted with the goals of:

- a) providing chairs with an opportunity to reflect on their contribution as they receive feedback from their peers; and,
- b) informing the President-Elect of the strengths, weaknesses, abilities, and desires of current Board, committee, and task force chairs to be used for succession planning.

#### 6.2.1 Chair responsibilities

(1) Chairs work closely with Engineers Canada staff and provide leadership to their committees. They are responsible for:

- a) Chairing meetings and setting their agenda;
- b) Reviewing committee minutes and briefing notes;
- c) Developing, monitoring, and delivering on the work plan, with support from staff;
- d) Providing updates on the committee's activities to the Engineers Canada Board;
- e) Directing committee deliberations that are timely, fair, orderly, thorough, and efficient; and,
- f) Addressing issues arising with and between committee members.

(2) Additional responsibilities specifically related to the CEAB and CEQB chair roles are listed in policies 6.9 and 6.10 respectively.

## 6.2.2 Chair competencies

- (1) To deliver on these responsibilities, in addition to the competencies established in Policy 4.8, *Board Competency Profile*, a chair should demonstrate the following skills, knowledge, and abilities:
  - a) Ability to build consensus;
  - b) Understanding and ability to work within the Engineers Canada governance model;
  - c) Understanding of the broader strategic context;
  - d) Communications skills and relationship management with key internal and external stakeholders including the CEAB, the CEQB, the Regulators, the CEO Group, the officials' groups and Engineers Canada staff; and,
  - e) Work ethic, commitment, and ability to meet deadlines.
- (2) Additional competencies specifically related to the CEAB and CEQB chair roles are listed in policies 6.9 and 6.10 respectively.

## 6.2.3 Informal assessment process

- (1) To assist Board, committee and task force chairs in obtaining timely, meeting-specific performance feedback from their members, chairs should make efforts to add time at the end of each meeting to conduct an informal meeting evaluation, soliciting constructive and open input from meeting participants.
- (2) The structure of the informal meeting evaluations shall be left to the discretion of the chairs, and may focus on obtaining feedback related to the chairs' facilitation skills and meeting preparedness, as well as what went well for the meeting and what could be improved for future meetings.

## 6.2.4 Formal assessment process

- (1) The chair assessment process is done annually via peer-assessments, delivered by electronic survey. Chair assessments shall be the responsibility of the HR Committee, using the following process:
  - a) The HR Committee shall prepare draft questionnaires for the chair assessments.
  - b) The proposed questionnaires will be presented to the Board at the December Board meeting for review and approval.
  - c) The questionnaires will be distributed after the December meeting and Directors and committee members shall complete the questionnaire(s) within two weeks of receipt.
  - d) All committee members and Directors will be asked to peer review any chairs with whom they work in the given year.
  - e) Individual results will be tabulated and provided to each individual chair and reviewed by the President-Elect.
  - f) The President-Elect may arrange individual meetings or phone conversations with chairs to discuss the results. The agenda for these meetings may include:
    - i. Discussion of past performance, level of contribution, areas for improvement, and potential supports required by the chair (e.g. training);

- ii. Identification of the chair's interests in future Board activities, as well as succession opportunities and suggestions; and,
  - iii. An outline of next steps or agreement on an action plan.
- g) The President-Elect may present the overall implications of the assessments and conversations to the:
- i. HR Committee to inform the nomination process for Board committees, and
  - ii. The Past President to inform the nomination process for President-Elect.

Notwithstanding the above, discussions between the President-Elect and individual chairs are confidential.

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## 6 Engineers Canada Board committees and task forces

### 6.4 Finance, Audit, and Risk (FAR) Committee terms of reference

*Date of adoption: May 24, 2019 (Motion 5756)*

*Review period: Biennial*

*Date of latest amendment: December 4, 2023 (Motion 2023-12-7D)*

*Date last reviewed: December 4, 2023*

The Finance, Audit, and Risk (FAR) Committee enhances the Board's effectiveness and efficiency on matters related to financial, audit, and risk management policies and monitoring.

#### 6.4.1 Responsibilities

- (1) The FAR Committee is tasked to fulfill Board responsibility: *Ensure the CEO maintains and acts on a robust and effective risk management system which reflects the board's risk tolerance level and directs Board-approved mitigation strategies.* In addition, the FAR Committee shall:
- a) Annually, review and approve the CEO's budget envelope assumptions.
  - b) Annually, review the CEO's draft budget and make recommendations to the Board.
  - c) Review the CEO's quarterly financial reports and make recommendations to the Board, as necessary.
  - d) Review on a quarterly basis any changes to the Board and operational risk registers, as applicable, and report anything of significance to the Board.
  - e) Complete an annual review of the Corporate Risk Profile before it is shared with the Board, generally in May, or whenever significant changes occur.
  - f) Conduct in-depth analysis of the Board's strategic risks and make recommendations of acceptable mitigation strategies, residual risks, and required actions to the Board as an input to each new Strategic Plan.
  - g) Review the investment reports (prepared by a third-party advisor) at least annually and make recommendations to the Board.
  - h) Review and recommend changes to the Board's investment policy.
  - i) Oversee the annual audit including:
    - i. Annually assessing the auditor considering independence, communication and interaction, and quality of the engagement team.
    - ii. Confirming the scope of the audit, which shall include a review of the key financial processes.



- iii. Providing an annual report to the Board regarding the audited financial statements and any significant information rising from discussions with the auditor.
- iv. Providing an annual report to the Members with:
  - A) The Board's approval of the audited financial statements,
  - B) A summary of the auditor's observations together with Engineers Canada staff response, and
  - C) The Board's recommendation for the appointment of the following year's auditor.
- v. Conducting a comprehensive review of the auditor at least every five years. The outcome of this review is a recommendation to either retain the audit firm or select an alternative audit firm.
- vi. Providing information to the Board, as provided by the auditor, on significant new developments in accounting principles or relevant rulings of regulatory bodies with implications for the Board's financial policies.
- j) Review and update the Board on finance-related matters, such as internal financial controls and finance-related policies and procedures.
- k) Conduct an annual review of any new long-term procurement contracts that extend beyond five years with a value that exceeds \$100,000 per annum.

#### **6.4.2 Authority**

- (1) The FAR Committee has the authority to meet independently with the external auditor.
- (2) The Chair of the FAR Committee has the authority to meet independently with Engineers Canada's Director, Finance.

#### **6.4.3 Composition**

- (1) The FAR Committee is comprised of a minimum of five Directors, including one Director from each of the three larger Regulators: PEO, OIQ, and APEGA. In addition, a Certified Professional Accountant shall be a member of the FAR Committee.
- (2) Quorum for any FAR Committee meeting is 50 per cent of the committee members plus one.
- (3) Committee members shall be financially literate and possess the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that could be reasonably expected to be encountered at Engineers Canada.
- (4) The Engineers Canada Director, Finance shall provide support to the FAR Committee.

#### **6.4.4 Competencies of the FAR Committee Chair**

- (1) The FAR Committee chair shall have an understanding of:
  - a) Not-for-profit financial reporting standards,
  - b) Engineers Canada fiscal operations,

- c) Engineers Canada budgeting process, and
- d) Enterprise risk management.

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## 6 Engineers Canada Board committees and task forces

### 6.8 Governance Committee terms of reference

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Triennial*

*Date of latest amendment: February 23, 2023 (Motion # 2023-02-5D)      Date last reviewed: February 23, 2023*

#### 6.8.1 Responsibilities

- (1) The Governance Committee is tasked to enhance the Board's effectiveness and efficiency on matters relating to Board governance principles and policies and to fulfill its Board responsibility to *ensure the development and periodic review of Board policies*. In so doing, the Governance Committee shall:
- a) Review and maintain the currency and relevance of Board policies and governance documents;
  - b) Review and make recommendations on the currency and relevance of the Bylaws and Articles of Continuance;
  - c) Make recommendations for Board education related to governance and Board effectiveness;
  - d) Undertake such research or reviews as may be assigned by the Board; and,
  - e) Conduct a periodic survey of Regulators and Directors to evaluate the effectiveness of Board governance and operations and develop action plans to address any required improvements.

#### 6.8.2 Authority

The Governance Committee has the authority to make editorial changes to Board policies such as the correction of typographical and grammatical errors, to ensure the consistent use of terminology and plain language, and to update references.

#### 6.8.3 Composition

- (1) The committee is comprised of a minimum of three Directors, including the Past President.
- (2) Quorum for any Governance Committee meeting is 50 per cent of the committee members plus one.
- (3) The Engineers Canada Corporate Secretary shall provide support to the Governance Committee.

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## 6 Engineers Canada Board committees and task forces

### 6.9 Canadian Engineering Accreditation Board (CEAB)

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Annual*

*Date of latest amendment: May 26, 2023 (Motion 2023-05-11D)*

*Date last reviewed: May 26, 2023*

#### 6.9.1 Terms of reference

The CEAB enhances the Board's effectiveness and efficiency on matters related to the accreditation of academic engineering programs.

##### *A. Purpose/products*

- (1) The CEAB produces information needed for the Board to make decisions on matters relating to engineering education both in Canada and in other countries. The CEAB performs assessments of academic engineering programs to determine if they meet accreditation criteria approved by the Board. It grants accreditation to those programs that meet the criteria.
- (2) In support of these purposes/products, the CEAB will:
  - a) Review on a regular basis the criteria, policies, and procedures for evaluating engineering programs for accreditation or substantial equivalency purposes;
  - b) Undertake an evaluation of engineering programs for accreditation upon request of academic institutions and based upon the Engineers Canada Board-approved criteria;
  - c) Determine the equivalency of accreditation systems in other countries based upon the Engineers Canada Board-approved criteria;
  - d) Conclude negotiated international mutual recognition agreements at the education level based upon direction from the Engineers Canada Board;
  - e) Provide regular reports to the Engineers Canada Board regarding the status of international mutual recognition agreements pertaining to engineering education;
  - f) Maintain effective liaison with engineering accrediting bodies in other countries, with other professions' accrediting bodies, and with other relevant organizations;
  - g) Provide information and, when appropriate, options and implications, to the Engineers Canada Board on international matters relating to engineering accreditation and engineering education, including implementation and maintenance of international accreditation agreements;

- h) Provide advice to Canadian higher education institutions regarding accreditation;
- i) Accept feedback from relevant Canadian organizations regarding the Canadian engineering accreditation system;
- j) Assure that administrators of assessed engineering programs are aware of the limitations of the assessment and their resulting responsibilities, including, but not limited to:
  - i. The higher education institution offering the engineering program shall adhere to all accreditation criteria and regulations, shall fully disclose with relevant documentation all aspects of the program, and shall advise the CEAB immediately of any significant changes to its accredited program(s); and,
  - ii. There is no legal right to accreditation. The CEAB assumes no responsibility and shall not be liable to students, graduates, or any other party who may be affected by the denial, termination, or revocation of accreditation.
- k) Assure that administrators of those programs that are assessed as being insufficient to be accredited are aware of the reasons and the process to initiate a reassessment or an appeal.

#### *B. Authority*

- (1) The CEAB's authority enables it to assist the Engineers Canada Board in its work. In addition to the authority granted through Policy 6.1, *Board Committees and Task Forces*, the CEAB also:
  - a) Accredits programs in Canada or recognizes equivalencies of engineering programs in other countries in accordance with the Engineers Canada Board's approved Accreditation Criteria and Procedures;
  - b) May establish Committees and Task Forces to assist in carrying out its work;
  - c) May deal directly with organizations and individuals; and
  - d) The CEAB representative at Washington Accord meetings is authorized to vote on behalf of Engineers Canada.
- (2) The CEAB has no authority to:
  - a) Change Engineers Canada Board policies;
  - b) Approve changes to Accreditation Criteria and Procedures, except for those which are of an administrative (housekeeping) nature;
  - c) Enter into financial agreements;
  - d) Spend or commit organization funds, unless such funds are specifically allocated by the Engineers Canada Board;

- e) Make representations that any graduate of an accredited program will be eligible for licensure;
- f) Conduct a program accreditation prior to receipt of a request from a higher education institution;
- g) Conduct substantial equivalency visits of engineering programs in other countries if the cost of such visits is not borne by the higher education institution without specific permission of the Board; or,
- h) Make representation that it will identify every aspect of an assessed engineering program that does not meet its accreditation criteria and regulations.

### *C. Composition*

- (1) The CEAB is composed of the Chair, the Vice-Chair, the Past Chair and shall include one member from each of the following regions:
  - British Columbia
  - Alberta
  - Saskatchewan or Manitoba
  - Ontario
  - Quebec
  - Newfoundland, Prince Edward Island, Nova Scotia, or New Brunswickand should include one member from:
  - Yukon, the Northwest Territories, or Nunavut.
- (2) The CEAB also includes members-at-large. The total number of members is based on the anticipated future workload.
- (3) Two Directors of the Engineers Canada Board shall be appointed to the CEAB by the Board.
- (4) All members of the CEAB must be licensed engineers in Canada.
- (5) Quorum shall be set at 50% of the members +1.
- (6) The Chair, the Vice-Chair, and the Past Chair constitute the Executive Committee of the CEAB.
- (7) The membership of the CEAB shall ideally be composed of:
  - a) 2/3 of its members either currently or formerly employed as a faculty member at a higher education institution; and,
  - b) 1/3 of its members either currently or formerly engaged in the practice of professional engineering as described below.
- (8) For the portion of the membership that is from outside of the field of academia, consideration should be given to candidates having one or more of the following attributes:

- a) Experience as an employee of a government agency, crown corporation, or regulatory authority, in the review and/or approval of professional engineering work prepared by others;
  - b) Experience in the technical review of professional engineering work prepared by others; or,
  - c) Experience in the supervision, mentorship, or development of engineers-in-training or recently licensed engineers.
- (9) In the selection of members for the CEAB, every reasonable effort shall be made to achieve a diverse membership, representative of the Canadian population. In so doing, Regulators will be encouraged to consider making appointments which will result in the CEAB:
- a) Including at least 30% women, with a long-term goal of gender parity, representative of the Canadian population; and,
  - b) Including perspectives from Indigenous, Black, people of colour, and internationally educated engineers.
- (10) The CEAB secretariat, appointed by the CEO, supports the CEAB and its members are non-voting participants in meetings of the CEAB and its subcommittees.

#### *D. Term limits*

- (1) The term of appointment to the CEAB shall be for a period of three (3) years. Members may, subject to the approval of the Engineers Canada Board, be twice reappointed for an additional three-year term, for a total of up to nine (9) years of total service.
- (2) The foregoing term limits shall not apply to a member who is elected or confirmed, as applicable, to hold office as Vice-Chair, Chair or Past Chair prior to the expiration of their second term, in which case they may continue until they have finished serving as Past Chair.
- (3) The term of office for the positions of Chair, Vice-Chair, and Past Chair of the CEAB shall be for one (1) year.

#### *E. Planning*

- (1) The CEAB is responsible for the preparation of a work plan and a volunteer recruitment and succession plan and will operate within those plans.
  - a) The CEAB shall produce and maintain a work plan that includes a list of the ongoing work and identifies the volunteer resources needed to accomplish the work.
  - b) The CEAB shall maintain a list of its members, including appointment dates and positions. This information shall be used as the basis for development of a volunteer recruitment and succession plan that identifies the desired profiles for new appointments.
- (2) The plans must be submitted annually to the Engineers Canada Board for approval.

#### *F. Observers at Meetings*

- (1) The CEAB shall invite the following representatives to its meetings, as observers, each of whom shall be granted the right to be recognized as a speaker in the CEAB's open sessions:
  - a) The president of the Canadian Federation of Engineering Students (CFES), or the CFES president's designate; and,
  - b) The chair of Engineering Deans Canada (EDC), or the EDC chair's designate.
- (2) The CEAB may invite other observers to its meetings, including a member of the CEQB. Such observers do not have voting rights and shall only be granted speaking rights at the discretion of the meeting chair.

### **6.9.2 Role of the Chair of the CEAB**

The Chair of the CEAB is crucial to the success of Engineers Canada. The Chair is directly accountable to the Engineers Canada Board for the achievements of the CEAB.

#### *A. Responsibilities*

- (1) The Chair works closely with the secretariat and other Engineers Canada staff, and provides leadership to the CEAB in the delivery of valuable services, products, and tools for the Regulators. In addition to the responsibilities required of all Chairs in Policy 6.1, *Board Committees and Task Forces*, the CEAB Chair is also responsible for:
  - a) Chairing their Executive Committee and participating on the Nominating Subcommittee;
  - b) Reviewing the volunteer recruitment and succession plans, as developed by the secretariat;
  - c) Reviewing the budget (as developed by the secretariat) and working with the Engineers Canada CEO to deliver on their work plan within the Board-approved Budget and resource constraints;
  - d) Working with the Engineers Canada CEO and the secretariat to develop interim performance assessment reports and the annual performance report for the Engineers Canada Board and the Regulators;
  - e) Attending meetings of the Engineers Canada Board;
  - f) Contributing to the development, implementation, and achievement of Engineers Canada's Strategic Plan;
  - g) Being knowledgeable of and working to support the delivery of the work of the CEAB; and,
  - h) Ensuring that members behave consistently with their own rules and those imposed upon them from the Engineers Canada Board including endeavoring to establish consensus on issues and objectives while maintaining a national perspective.



## *B. Competencies*

To deliver on these responsibilities, the Chair should demonstrate the skills, knowledge, and abilities defined for all committee Chairs in Policy 6.1, *Board Committees and Task Forces*. In addition, the CEAB Chair must have a demonstrated in-depth knowledge of accreditation, and an understanding of the application of the CEAB's criteria and processes.

## **6.9.3 Process to appoint members to the CEAB**

### *A. General requirements*

- (1) The Nominating Subcommittee shall ensure that Regulators have sufficient time to process potential candidate requests within their own jurisdictional policies and procedures.
- (2) The Nominating Subcommittee shall not consider, nor recommend to the Engineers Canada Board, any candidates who do not receive the support of their Regulator(s).
- (3) The procedures outlined below shall be followed in the order they are written.
- (4) All appointments to the CEAB shall be subject to the approval of the Engineers Canada Board.

### *B. Nominating Subcommittee*

- (1) The Nominating Subcommittee of the CEAB shall consist of the Chair, Past Chair, and the two Director appointees. The senior Director appointee shall serve as chair of the Nominating Subcommittee.
- (2) The Director appointees shall have voting privileges on the Nominating Subcommittee. All candidates must receive majority support of Nominating Subcommittee. Any tied vote of the Nominating Subcommittee is a failed motion.
- (3) All information considered by the Nominating Subcommittee shall be kept confidential.

### *C. New appointments and vacancies*

- (1) The Nominating Subcommittee must always select from amongst the candidates approved by the Regulators, the candidate who, in the Nominating Subcommittee's opinion, would best fit the desired profile.
- (2) The Nominating Subcommittee shall contact the candidate to confirm their willingness to serve if they are appointed by the Engineers Canada Board.
- (3) The Nominating Subcommittee shall recommend the selected candidate to the Engineers Canada Board.

- (4) The Nominating Subcommittee shall contact all unsuccessful candidates to thank them for their expression of interest, explain the selection process, and indicate that their expression of interest shall be retained for consideration in case of any future vacancies.
- (5) In addition to these requirements, the Nominating Subcommittee shall complete the following steps for all types of nominations:
  - a) Members from the regions**
    - i. Each Regulator in the region shall be provided with the desired profile of the candidate(s) being sought.
    - ii. Each Regulator within the region shall be asked to provide the names of up to three (3) candidates who they would support for the position. The Regulators shall be asked to indicate their preference, or the rank of all candidates, if desired. All information will be considered in confidence by the Nominating Subcommittee.
  - b) Members at large**
    - i. All of the Regulators shall be provided with the desired profile of the candidate(s) being sought.
    - ii. Each Regulator shall be invited to submit the names of candidates it would support for the position. The Regulators may submit as many names as they like. The Regulators shall be asked to indicate their preference, or the rank of all candidates, if desired. All information will be considered in confidence by the Nominating Subcommittee.
    - iii. The Nominating Subcommittee shall also prepare and publish a call for expressions of interest which shall be posted on Engineers Canada's website and in its newsletter, and distributed to other relevant stakeholders, as identified by the Nominating Subcommittee. The call for expressions of interest shall include the desired profile of the candidates being sought.
    - iv. The names of all qualified candidates submitted to the Nominating Subcommittee by groups or individuals other than the Regulators shall be forwarded to all Regulators where the candidate is licensed and those Regulators shall be asked to identify which of those candidates they would support for the position.

#### *D. Vacancies*

- (1) In the event of a vacancy occurring on the CEAB mid-year and/or prior to the completion of a term of office, the Nominating Subcommittee shall select from amongst the list of candidates provided by the Regulators and from those candidates who have received confirmation of support from their Regulators, which were compiled during the previous most recent nomination cycles for the position in question.
- (2) Where no list of previous candidates who have received the support of their Regulator exists for the vacated position, the Nominating Subcommittee shall follow the procedure for new appointments.

- (3) In the event of a vacancy, the candidate selected to fill the vacancy shall be appointed for an initial term, which shall end on June 30 three (3) or more years after the appointment.

#### *E. Reappointments*

- (1) When considering whether to recommend the reappointment of a current member for an additional term, the Nominating Subcommittee shall base its decision on the needs identified in the volunteer recruitment and succession plan, including the desired profile and the past performance of the member.
- (2) The secretariat shall contact all members who are eligible for re-appointment to ask if they are willing to serve for another term, if selected. This message shall explain the process for re-appointment and clearly state that members may or may not be renewed based on many considerations as outlined in the process.
- (3) The secretariat shall forward to the Nominating Subcommittee the names of all members who are interested in standing for re-appointment.
- (4) The Nominating Subcommittee shall consider the performance of each member interested in re-appointment against the profile established in the volunteer recruitment and succession plan and decide if the re-appointment is justified.
- (5) The Nominating Subcommittee shall distribute to all Regulators, annually, a list of the members licensed in their jurisdiction, and their current term. For those members whose terms are expiring and who are eligible for re-appointment, the Nominating Subcommittee shall also indicate if they are willing to serve and if the Nominating Subcommittee recommends re-appointment based on past performance.
- (6) For members-at-large, all Regulators where the individual is licensed shall be asked to confirm their good standing. For members from the region(s), the Regulator(s) shall be asked to indicate whether it would support the re-appointment of the individual to the position. The Regulator does not need to provide any reasons for its decision.
- (7) If Regulator support is not forthcoming, the member shall be informed that their term shall end without renewal and they shall be thanked for their service.
- (8) If the Regulator supports the re-appointment, the Nominating Subcommittee shall then recommend the candidate to the Engineers Canada Board.

#### **6.9.4 Process to appoint members to the CEAB Executive Committee**

- (1) The Engineers Canada Board shall approve all appointments to the CEAB Executive Committee.
- (2) Following completion of their terms, the Vice-Chair becomes the Chair and the Chair becomes Past Chair, subject to the approval of the Engineers Canada Board.

#### *A. Nominating*

- (1) The Nominating Subcommittee shall be responsible for conducting the nominations and elections process for the position of Vice-Chair.
- (2) The Nominating Subcommittee shall, wherever possible, seek more than one candidate for the position of Vice-Chair.
- (3) The chair of the Nominating Subcommittee shall issue an invitation to all members of the CEAB to declare their willingness to be considered for election to position of Vice-Chair, not less than two (2) months prior to the date of elections.
- (4) Members willing to stand for election shall confirm their willingness and provide their Regulator's support in writing to the Nominating Subcommittee, not less than one (1) month prior to the date of election.
- (5) Where no declarations of willingness are received, the Nominating Subcommittee shall determine how to fill the position(s).
- (6) The names of all candidates for the position of Vice-Chair shall be distributed to the members of the CEAB at least two (2) weeks prior to the date of election.

#### *B. Elections*

- (1) Elections to the position of Vice-Chair shall be determined by secret ballot voting by the members of the CEAB. Voting may take place using in-person or electronic ballots.
- (2) Each member present at the meeting may cast one vote. Proxy votes are not permitted.
- (3) Any spoiled ballots will be discarded, and any ballots cast after the election has closed will not be counted.
- (4) The secretary of the CEAB and the CEQB observer at the meeting (or another neutral party agreed to by the Nominating Subcommittee) shall act as the scrutineers for the election.
- (5) In the event only one candidate is nominated for the position of Vice-Chair, the Past Chair will cast a second ballot. The members shall vote and confirm their support for the candidate by indicating "yea" or "nay".
  - a) If the majority of the votes cast indicate "yea", that candidate shall be declared elected.
  - b) In the event of a tie, the scrutineers shall open the Past Chair's second ballot and use the vote therein.

- c) If the majority of votes indicate “nay”, the Nominating Subcommittee shall seek new candidates and a new vote shall be conducted. The unsuccessful candidate shall not be eligible to stand for election for this re-vote.
  - d) If no other candidate is willing to let their name stand, the matter shall be referred to the Engineers Canada Board who shall have the authority to appoint someone, or to take whatever other action that they see fit to resolve the matter.
- (6) In the event two candidates are nominated for Vice-Chair, the Past Chair will cast a second vote for one candidate.
- a) If one candidate receives a majority of the votes, that candidate shall be declared elected.
  - b) In the event of a tie in the number of votes received, the scrutineers shall open the Past Chair’s second vote and use the vote therein.
- (7) In the event of three or more candidates for Vice-Chair, members will submit a ranked ballot (also known as a preferential ballot), ranking every candidate listed on the ballot in the matter instructed by the scrutineers. Ballots will be considered spoiled and discarded if they do not rank every candidate, do not rank candidates in sequential order, or duplicate rankings. The senior Director appointee and the Past Chair of the CEAB shall each submit a second ranked ballot and place their ballot in a sealed envelope; these ballots shall only be examined and considered if required, as specified below.
- a) If one candidate receives a majority (50% +1) of the first preference votes, that candidate shall be declared elected.
  - b) In the event no candidate has a majority of the first preference votes, the candidate receiving the lowest number of votes in any particular round shall be removed from consideration in future rounds and each ballot for that candidate will be reallocated to the highest ranked remaining candidate. This process will be repeated until one candidate receives a majority of the votes. If there are two candidates remaining and there is a tie, the scrutineers shall first open the Past Chair’s sealed envelope and declare as the winner the remaining candidate who is higher ranked on the Past Chair’s ballot. If there is still a tie (e.g. in the case of a spoiled ballot), the scrutineers shall open the senior Director appointee’s sealed envelope and declare as the winner the remaining candidate who is higher ranked on the senior Director appointee’s ballot. If there is still a tie, the scrutineers will select the winner by lot.
  - c) If, in any round, there is a tie in the lowest number of votes received by two or more candidates, the scrutineers shall first open the Past Chair’s sealed envelope and, of the tied candidates, remove the candidate with the lowest ranking on the Past Chair’s ballot from consideration in future rounds. If one candidate can still not be removed (e.g. in the case of a spoiled ballot), the scrutineers shall open the senior Director appointee’s sealed envelope and, of the tied candidates, remove the candidate with the lowest ranking on the senior Director appointee’s ballot from consideration in future rounds. If one candidate can still not be removed, the scrutineers will determine which of the tied candidates will be removed by lot.

- (8) The scrutineers will report the name of the candidate who received the majority of the votes to the chair of the Nominating Committee. The scrutineers will not report the vote totals or whether the sealed envelopes were used.
- (9) The chair of the Nominating Committee will thereafter announce the successful candidate.
- (10) When the election is complete, the chair of the Nominating Committee will request a motion to destroy any in-person ballots. This may not be necessary where electronic ballots are used.

### **6.9.5 Engineers Canada appointments to the CEAB**

The Engineers Canada Board appoints two Directors to the CEAB to act as “Director appointees”. Director appointees serve for a two-year term and are appointed in alternate years to ensure continuity.

#### *A. Responsibilities of the Director appointees*

- (1) The director appointees are the Engineers Canada Board’s representatives on the CEAB. They serve a key role in helping the Engineers Canada Board to meet its responsibilities to:
  - “hold itself, its Directors and its Direct Reports accountable”
  - “provide ongoing and appropriate strategic direction”
- (2) Director appointees shall attend all meetings of the CEAB.
- (3) Director appointees provide advice and guidance to the CEAB regarding the Strategic Plan, Engineers Canada Board policy, and direction.
- (4) Director appointees provide advice and guidance to the Engineers Canada Board on the work of the CEAB, and the performance of the Chair.
- (5) The senior Director appointee (the Director with the longer term of service on the CEAB) serves as the chair of the Nominating Subcommittee.
- (6) The senior Director appointee shall also attend the meetings of the Policies & Procedures Committee as an observer.

#### *B. Authority of the Director appointees*

- (1) The Director appointees shall have voting rights on the CEAB and on any subcommittee to which they are appointed.
- (2) Engineers Canada Director appointees may attend meetings of the subcommittees of CEAB as observers.

*C. Restrictions on the Director appointees*

The Chair of the CEAB reports to the Board as a whole. Director appointees have no authority to direct the CEAB.

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## 6 Engineers Canada Board committees and Task Forces

### 6.10 Canadian Engineering Qualifications Board (CEQB)

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Annual*

*Date of latest amendment: May 26, 2023 (Motion 2023-05-12D)*

*Date last reviewed: May 26, 2023*

#### 6.10.1 Terms of reference

The CEQB enhances the Engineers Canada Board's effectiveness and efficiency on matters related to qualifications for, and the practice of, engineering.

##### *A. Purpose/products*

- (1) The CEQB provides services and tools to Regulators through the Engineers Canada Board that enable the assessment of engineering qualifications, foster excellence in engineering practice and regulation, and facilitate mobility of practitioners within Canada.
- (2) The CEQB provides research, guidelines, papers, and other guidance related to:
  - a) Admissions;
  - b) Foreign credential recognition;
  - c) The professional practice examination;
  - d) Engineers-in-training;
  - e) Continuing competence and professional development;
  - f) Practice of engineering;
  - g) Sustainability and the environment;
  - h) The code of ethics; and,
  - i) Other issues of national importance as identified by the Regulators.

All work is developed in cooperation with the Regulators as per policy 9.2, *Qualifications Board Guidelines*.

- (3) The CEQB maintains the Syllabus of Examinations for candidates from programs other than CEAB-accredited or -recognized programs. CEAB-recognized programs are those programs located outside of Canada that the CEAB has evaluated and found to be substantially equivalent.



## *B. Authority*

- (1) The CEQB's authority enables it to assist the Engineers Canada Board in its work. In addition to the authority granted through Policy 6.1, *Board Committees and Task Forces*, the CEQB may also:
  - a) Establish Committees and Task Forces to assist in carrying out its work;
  - b) Deal directly with organizations and individuals;
  - c) Approve examination syllabi; and,
  - d) Maintain internal procedures for work such as document development and maintenance, communications, consultations, etc.
- (2) The CEQB has no authority to:
  - a) Change Engineers Canada Board policies;
  - b) Enter into financial agreements; or,
  - c) Spend or commit organization funds, unless such funds are specifically allocated by the Engineers Canada Board.

## *C. Composition*

- (1) The CEQB is composed of the Chair, the Vice-Chair and the Past Chair and shall include one member from each of the following regions:
  - British Columbia
  - Alberta
  - Saskatchewan or Manitoba
  - Ontario
  - Quebec
  - Newfoundland, Prince Edward Island, Nova Scotia, or New Brunswickand should include one member from:
  - Yukon, the Northwest Territories, or Nunavut
- (2) The CEQB also includes members-at-large. The total number of members is based on the anticipated future workload.
- (3) Two Directors of the Engineers Canada Board shall be appointed to the CEQB by the Board.
- (4) All members of the CEQB must be licensed engineers in Canada.
- (5) Quorum shall be set at 50% of the members +1.
- (6) The Chair, the Vice-Chair, and the Past Chair constitute the Executive Committee of the CEQB.

- (7) The membership of the CEQB shall ideally be composed of:
- a) 1/3 of its members either currently or formerly employed as a faculty member at a higher education institution; and,
  - b) 2/3 of its members either currently or formerly engaged in the practice of professional engineering as described below.
- (8) For the portion of the membership that is from outside of the field of academia, consideration should be given to candidates having one or more of the following attributes:
- a) Experience in the technical review of professional engineering work prepared by others;
  - b) Experience in the hiring, supervision, mentorship, or development of engineers-in-training or recently licensed engineers; or,
  - c) Experience as an employee of a government agency, crown corporation, or regulatory authority, in the review and/or approval of professional engineering work prepared by others.
- (9) In the selection of members for the CEQB, consideration is given to appointing individuals who are serving or have served on a board of examiners (or its equivalent) and to maintaining representation from various engineering disciplines.
- (10) In the selection of members for the CEQB, every reasonable effort shall be made to achieve a diverse membership, representative of the Canadian population. In so doing, Regulators will be encouraged to consider making appointments which result in the CEQB:
- a) including at least 30% women, with a long-term goal of gender parity, representative of the Canadian population; and,
  - b) Including perspectives from Indigenous, Black, people of colour, and internationally educated engineers.
- (11) The CEQB may invite observers to its meetings, including a member of the CEAB. Observers do not have voting rights.
- (12) The CEQB secretariat, appointed by the CEO, supports the CEQB and its members are non-voting participants in meetings of the CEQB and its subcommittees.

#### *D. Term limits*

- (1) The term of appointment to the CEQB shall be for a period of three (3) years. Members may, subject to the approval of the Engineers Canada Board, be reappointed for an additional three-year term, for a total of up to six (6) years of total service.
- (2) The foregoing term limits shall not apply to a member who is elected or confirmed, as applicable, to hold office as Vice-Chair, Chair, or Past Chair prior to the expiration of their second term, in which case they may continue until they have finished serving as Past Chair.

- (3) The Engineers Canada Board may, under exceptional circumstances, extend the term of appointment for a member of the CEQB beyond the six-year limit, up to a maximum of nine (9) years total service on the CEQB. For such an extension to be considered, the rationale must be provided to the Engineers Canada Board.
- (4) The term of office for the positions of Vice-Chair, Chair, and Past Chair of the CEQB shall be for two (2) years.

#### *E. Planning*

- (1) The CEQB is responsible for the preparation of a work plan and a volunteer recruitment and succession plan and will operate within those plans.
  - a) The CEQB shall produce and maintain a work plan that includes a list of the ongoing work and identifies the volunteer resources needed to accomplish the work.
  - b) The CEQB shall maintain a list of its members, including appointment dates and positions. This information shall be used as the basis for the preparation of a volunteer recruitment and succession plan that identifies the desired profiles for new appointments.
- (2) The plans must be submitted annually to the Engineers Canada Board for approval.

### **6.10.2 Role of the Chair of the CEQB**

The Chair of the CEQB is crucial to the success of Engineers Canada. The Chair is directly accountable to the Engineers Canada Board for the achievements of the CEQB.

#### *A. Responsibilities*

- (1) The Chair works closely with the secretariat and other Engineers Canada staff, and provides leadership to the CEQB in the delivery of valuable services, products, and tools for the Regulators. In addition to the responsibilities required of all Chairs in Policy 6.1, *Board Committees and Task Forces*, the CEQB Chair is also responsible for:
  - a) Chairing their Executive Committee and participating on the Nominating Subcommittee;
  - b) Reviewing the volunteer recruitment and succession plans, as developed by the secretariat;
  - c) Reviewing the budget (as developed by the secretariat) and working with the Engineers Canada CEO to deliver on their work plan within the Board-approved Budget and resource constraints;
  - d) Working with the Engineers Canada CEO and the secretariat to develop interim performance assessment reports and the annual performance report for the Engineers Canada Board and the Regulators;
  - e) Attending meetings of the Engineers Canada Board;

- f) Contributing to the development, implementation, and achievement of Engineers Canada's Strategic Plan;
- g) Being knowledgeable of and working to support the delivery of the work of the CEQB; and,
- h) Ensuring that members behave consistently with their own rules and those imposed upon them from the Engineers Canada Board including endeavoring to establish consensus on issues and objectives while maintaining a national perspective.

#### *B. Competencies*

To deliver on these responsibilities, the Chair should demonstrate the skills, knowledge, and abilities defined for all Committee Chairs in Policy 6.1, *Board Committees and Task Forces*. In addition, the CEQB Chair should have a demonstrated knowledge of engineering regulation and practice, and an understanding of the application of the CEQB's processes.

### **6.10.3 Process to appoint members to the CEQB**

#### *A. General requirements*

- (1) The Nominating Subcommittee shall ensure that Regulators have sufficient time to process potential candidate requests within their own jurisdictional policies and procedures.
- (2) The Nominating Subcommittee shall not consider, nor recommend to the Engineers Canada Board, any candidates who do not receive the support of their Regulator(s).
- (3) The procedures outlined below shall be followed in the order they are written.
- (4) All appointments to the CEQB shall be subject to the approval of the Engineers Canada Board.

#### *B. Nominating Subcommittee*

- (1) The Nominating Subcommittee of the CEQB shall consist of the Chair, Past Chair, and the two Director appointees. The senior Director appointee shall serve as Chair of the Nominating Subcommittee.
- (2) The Director appointees shall have voting privileges on the Nominating Subcommittee. All candidates must receive majority support of Nominating Subcommittee. Any tied vote of the Nominating Subcommittee is a failed motion.
- (3) All information considered by the Nominating Subcommittee shall be kept confidential.

*C. New appointments and vacancies*

- (1) The Nominating Subcommittee must always select from amongst the candidates approved by the Regulators, the candidate who, in the Nominating Subcommittee's opinion, would best fit the desired profile.
- (2) The Nominating Subcommittee shall contact the candidate to confirm their willingness to serve if they are appointed by the Engineers Canada Board.
- (3) The Nominating Subcommittee shall recommend the selected candidate to the Engineers Canada Board.
- (4) The Nominating Subcommittee shall contact all unsuccessful candidates to thank them for their expression of interest, explain the selection process, and indicate that their expression of interest shall be retained for consideration in case of any future vacancies.
- (5) In addition to these requirements, the Nominating Subcommittee shall complete the following steps for all types of nominations:
  - a) Members from the regions**
    - i. Each Regulator in the region shall be provided with the desired profile of the candidate(s) being sought.
    - ii. Each Regulator within the region shall be asked to provide the names of up to three (3) candidates whom they would support for the position. The Regulators shall be asked to indicate their preference, or the rank of all candidates, if desired. All information will be considered in confidence by the Nominating Subcommittee.
  - b) Members-at-large**
    - i. All of the Regulators shall be provided with the desired profile of the candidate(s) being sought.
    - ii. Each Regulator shall be invited to submit the names of candidates they would support for the position. The Regulators may submit as many names as they like. The Regulators shall be asked to indicate their preference, or the rank of all candidates, if desired. All information will be considered in confidence by the Nominating Subcommittee.
    - iii. The Nominating Subcommittee shall also prepare and publish a call for expressions of interest which shall be posted on Engineers Canada's website and in its newsletter, and distributed to other, relevant stakeholders, as identified by the Nominating Subcommittee. The call for expressions of interest shall include the desired profile of the candidates being sought.
    - iv. The names of all qualified candidates submitted to the Nominating Subcommittee by groups or individuals other than the Regulators shall be forwarded to all Regulators where

the candidate is licensed, and those Regulators shall be asked to identify which of those candidates they would support for the position.

#### *D. Vacancies*

- (1) In the event of a vacancy occurring on the CEQB mid-year and/or prior to the completion of a term of office, the Nominating Subcommittee shall select from amongst the list of candidates provided by the Regulators and from those candidates who have received confirmation of support from their Regulators, that were compiled during the previous most recent nomination cycles for the position in question.
- (2) Where no list of previous candidates who have received the support of their Regulator exists for the vacated position, the Nominating Subcommittee shall follow the procedure for new appointments.
- (3) In the event of a vacancy, the candidate selected to fill the vacancy shall be appointed for an initial term, which shall end on June 30 three (3) or more years after the appointment.

#### *E. Re-appointments*

- (1) When considering whether to recommend the re-appointment of a current member for an additional term, the Nominating Subcommittee shall base its decision on the needs identified in the volunteer recruitment and succession plan, including the desired profile and the past performance of the member.
- (2) The secretariat shall contact all members who are eligible for re-appointment to ask if they are willing to serve for another term, if selected. This message shall explain the process for re-appointment and clearly state that members may or may not be renewed based on many considerations as outlined in the process.
- (3) The secretariat shall forward to the Nominating Subcommittee the names of all members who are interested in standing for re-appointment.
- (4) The Nominating Subcommittee shall consider the performance of each member interested in re-appointment against the profile established in the volunteer recruitment and succession plan and decide if the re-appointment is justified.
- (5) The Nominating Subcommittee shall distribute to all Regulators, annually, a list of the members licensed in their jurisdiction, and their current term. For those members whose terms are expiring and who are eligible for re-appointment, the Nominating Subcommittee shall also indicate if they are willing to serve and if the Nominating Subcommittee recommends re-appointment based on past performance.
- (6) For members-at-large, all Regulators where the individual is licensed shall be asked to confirm their good standing. For members from the region(s), the Regulator(s) shall be asked to indicate

whether it would support the re-appointment of the individual to the representative position. The Regulator does not need to provide any reasons for its decision.

- (7) If Regulator support is not forthcoming, the member shall be informed that their term shall end without renewal and they shall be thanked for their service.
- (8) If the Regulator supports the re-appointment, the Nominating Subcommittee shall then recommend the candidate to the Engineers Canada Board.

#### **6.10.4 Process to appoint members to the CEQB Executive Committee**

- (1) The Engineers Canada Board shall approve all appointments to the CEQB Executive Committee.
- (2) Following completion of their terms, the Vice-Chair becomes the Chair and the Chair becomes Past Chair, subject to the approval of the Engineers Canada Board.

##### *A. Nominating*

- (1) The Nominating Subcommittee shall be responsible for conducting the nominations and elections process for the position of Vice-Chair.
- (2) The Nominating Subcommittee shall, wherever possible, seek more than one candidate for the position of Vice-Chair.
- (3) The Chair of the Nominating Subcommittee shall issue an invitation to all members of the CEQB to declare their willingness to be considered for election to position of Vice-Chair, not less than two (2) months prior to the date of elections.
- (4) Members willing to stand for election must confirm their willingness and provide their Regulator's support in writing to the Nominating Subcommittee, not less than one (1) month prior to the date of election.
- (5) Where no declarations of willingness are received, the Nominating Subcommittee shall determine how to fill the position(s).
- (6) The names of all candidates for the position of Vice-Chair shall be distributed to the members of the CEQB at least two (2) weeks prior to the date of election.

##### *B. Elections*

- (1) Elections to the position of Vice-Chair shall be determined by secret ballot voting by the members of the CEQB. Voting may take place using in-person or electronic ballots.
- (2) Each member present at the meeting may cast one vote. Proxy votes are not permitted.
- (3) Any spoiled ballots will be discarded, and any ballots cast after the election has closed will not be counted.

- (4) The secretary of the CEQB and the CEAB observer at the meeting (or another neutral party agreed to by the Nominating Subcommittee) shall act as the scrutineers.
- (5) In the event only one candidate is nominated for the position of Vice-Chair, the Past Chair will cast a second ballot. The members shall vote and confirm their support for the candidate by secret ballot, indicating “yea” or “nay”.
  - a) If the majority of the votes cast indicate “yea”, that candidate shall be declared elected.
  - b) In the event of a tie, the scrutineers shall open the Past Chair’s ballot and use the vote therein.
  - c) If the majority of votes indicate “nay,” the Nominating Subcommittee shall seek new candidates and a new vote shall be conducted. The unsuccessful candidate shall not be eligible to stand for election for this re-vote.
  - d) If no other candidate is willing to let their name stand, the matter shall be referred to the Engineers Canada Board who shall have the authority to appoint someone, or to take whatever other action that they see fit to resolve the matter.
- (6) In the event two candidates are nominated for Vice-Chair, the Past Chair will cast a second vote for one candidate.
  - a) If one candidate receives a majority of the votes, that candidate shall be declared elected.
  - b) In the event of a tie, the scrutineers shall open the Past Chair’s second ballot and use the vote therein.
- (7) In the event of three or more candidates for Vice-Chair, members will submit a ranked ballot (also known as a preferential ballot), ranking every candidate listed on the ballot in the matter instructed by the scrutineers. Ballots will be considered spoiled and discarded if they do not rank every candidate, do not rank candidates in sequential order, or duplicate rankings. The senior Director appointee and the Past Chair of the CEQB shall each submit a second ranked ballot and place their ballot in a sealed envelope; these ballots shall only be examined and considered if required, as specified below.
  - a) If one candidate receives a majority (50% +1) of the first preference votes, that candidate shall be declared elected.
  - b) In the event no candidate has a majority of the first preference votes, the candidate receiving the lowest number of votes in any particular round shall be removed from consideration in future rounds and each ballot for that candidate will be reallocated to the highest ranked remaining candidate. This process will be repeated until one candidate receives a majority of the votes. If there are two candidates remaining and there is a tie, the scrutineers shall first open the Past Chair’s sealed envelope and declare as the winner the remaining candidate who is higher ranked on the Past Chair’s ballot. If there is still a tie (e.g. in the case of a spoiled ballot), the scrutineers shall open the senior Director appointee’s sealed envelope and declare as the winner the



remaining candidate who is higher ranked on the senior Director appointee's ballot. If there is still a tie, the scrutineers will select the winner by lot.

- c) If, in any round, there is a tie in the lowest number of votes received by two or more candidates, the scrutineers shall first open the Past Chair's sealed envelope and, of the tied candidates, remove the candidate with the lowest ranking on the Past Chair's ballot from consideration in future rounds. If one candidate can still not be removed (e.g. in the case of a spoiled ballot), the scrutineers shall open the senior Director appointee's sealed envelope and, of the tied candidates, remove the candidate with the lowest ranking on the senior Director appointee's ballot from consideration in future rounds. If one candidate can still not be removed, the scrutineers will determine which of the tied candidates will be removed by lot.
- (8) The scrutineers will report the name of the candidate who received the majority of the votes to the Chair of the Nominating Committee. The scrutineers will not report the vote totals or whether the sealed envelopes were used.
- (9) The Chair of the Nominating Committee will thereafter announce the successful candidate.
- (10) When the election is complete, the Chair of the Nominating Committee will request a motion to destroy any in-person ballots. This may not be necessary where electronic ballots are used.

### **6.10.5 Engineers Canada appointments to the CEQB**

The Board appoints two Directors to the CEQB to act as "Director appointees". Director appointees serve for a two-year term and are appointed in alternate years to ensure continuity.

#### *A. Responsibilities of the Director appointees*

- (1) The Director appointees are the Engineers Canada Board's representatives on the CEQB. They serve a key role in helping the Engineers Canada Board to meet their responsibilities to:
  - "hold itself, its Directors and its Direct Reports accountable"
  - "provide ongoing and appropriate strategic direction"
- (2) Director appointees shall attend all meetings of the CEQB.
- (3) Director appointees provide advice and guidance to the CEQB regarding the Strategic Plan, Engineers Canada Board policy, and direction.
- (4) Director appointees provide advice and guidance to the Engineers Canada Board on the work of the CEQB, and the performance of the Chair.
- (5) The senior Director appointee serves as the Chair of the Nominating Subcommittee.

*B. Authority of the Director appointees*

- (1) The Director appointees shall have voting rights on the CEQB and on any subcommittee to which they are appointed.
- (2) Engineers Canada Director appointees may attend meetings of the subcommittees of CEQB as observers.

*C. Restrictions on the Director appointees*

The Chair of the CEQB reports to the Board as a whole. Director appointees have no authority to direct the CEQB.

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## 6 Engineers Canada Board committees and task forces

### 6.12 Human Resources Committee terms of reference

*Date of adoption: May 24, 2019 (Motion 5756)*

*Date of latest amendment: December 12, 2022  
(Motion 2022-12-4D)*

*Review period: Biennial*

*Date last reviewed: December 12, 2022*

The Human Resources (HR) Committee enhances the Board's effectiveness and efficiency by overseeing the timely delivery of the Director onboarding and development program and monitoring and assessing the performance of the Board, Board committees, Directors, and the CEO so that Engineers Canada can deliver on its mandate.

#### 6.12.1 Responsibilities

- (1) The HR Committee is tasked to fulfill the following Board responsibilities:
  - a) *Hold itself, and its Direct Reports accountable,*
  - b) *Provide orientation of new directors and continuing development of directors and others who work closely with the Board.*
- (2) In carrying out these responsibilities, the HR committee shall:
  - a) Nominate new committee members and recommend committee chairs annually, as per Board policy 6.1, *Board Committees and Task Forces*;
  - b) Annually review policies which provide for the sound management of Engineers Canada's volunteers and personnel;
  - c) Establish, administer, and annually review competency profiles for the Board, individual Directors, and chairs;
  - d) Provide oversight of the Director onboarding and development program;
  - e) Annually review succession plans for the CEO, the Board, and Board committees;
  - f) Annually confirm succession plans for the direct reports to the CEO;
  - g) Develop and recommend annual objectives for the CEO to the Board;
  - h) Conduct regular CEO assessments and make recommendations to the Board regarding annual CEO compensation; and,
  - i) Review results of the employee engagement survey.

#### 6.12.2 Authority

The Committee has the authority to recruit or contract external resources to assist with its work within

the budget allocated by the Board.

### **6.12.3 Composition**

- (1) The HR Committee is comprised of the President, President-Elect, and Past President, as well as a member from the CEO Group and a minimum of two other Directors, all of whom are voting members.
  - a) The Past President normally serves as chair of the Committee, unless the HR Committee decides otherwise.
  - b) The outgoing HR Committee shall, annually, nominate at least two Directors and one alternate to the next year's HR Committee. The alternate Director shall only serve if one of the other Directors is elected by the Board as President-Elect.
- (2) Quorum shall be set at 50 per cent of the members plus one.
- (3) The Engineers Canada Director of Human Resources shall provide support to the HR Committee.

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## 6 Engineers Canada Board committees and task forces

### 6.13 President-Elect nomination and election process

*Date of adoption: May 24, 2019 (Motion 5756)*

*Review period: Biennial*

*Date of latest amendment: February 24, 2021 (Motion 2021-02-7D)*

*Date last reviewed: May 26, 2023*

This policy outlines a fair and transparent process to nominate and elect the President-Elect. It applies whether voting takes place using in-person or electronic ballots.

#### 6.13.1 Introduction

- (1) The President-Elect is elected by the Engineers Canada Board of Directors annually, at the spring (May) Board meeting.
- (2) The President-Elect holds office for the period from the close of the spring Board meeting to the next spring Board meeting.

#### 6.13.2 Eligibility

- (1) To serve as the President-Elect, a Director shall:
  - a) have been nominated to serve as a Director by their Regulator for the ensuing three years; or,
  - b) subject to being elected or acclaimed, as the case may be, to the office of President-Elect, obtain a written commitment from their Regulator to nominate them for election as a Director for an additional period to enable them to serve as President-Elect, followed by terms as President and then Past President; and,
  - c) for Directors in their second term, have a minimum of one (1) year remaining in their term of office.
- (2) All candidates for election shall provide, as part of their nomination:
  - a) A declaration of interest form (Appendix A); and,
  - b) A curriculum vitae that will be provided to the Board.
- (3) All documents must be submitted within the time period set by the Past President, which shall be a minimum of four weeks in advance of the spring Board meeting.

#### 6.13.3 Nomination procedures

- (1) The Past-President shall act as the Nominating Committee and shall:
  - a) Maintain an impartial position;
  - b) Attempt to ensure that sufficient nominations are received;

- c) Prior to the spring Board meeting, at least:
  - i. **Three months in advance:** issue a call for nominations to all Directors, referencing this policy;
  - ii. **Four weeks in advance:** receive nominations and confirm eligibility; and
  - iii. **Two weeks in advance:** provide the Board with the slate of candidates and their curricula vitae.
- d) Where no nominations are received, the Board shall determine how the position will be filled.

### 6.13.4 Voting

#### *A. Scrutineers*

- (1) The Board will appoint two persons to act as scrutineers, typically the Engineers Canada CEO and the president of the Regulator where the meeting is held.

#### *B. Conduct of elections*

- (1) The Past President shall conduct the elections. If the Past President is unavailable or unwilling to conduct the elections, the Board shall appoint another Board member to act as chair and conduct the elections.
- (2) If only one candidate is nominated for President-Elect, the position shall be filled by acclamation.
- (3) If more than one candidate is nominated for President-Elect, election for the position shall be by secret ballot.
- (4) Each candidate may address the Board, in alphabetical order by last name, for a maximum of five minutes.
- (5) Each Director present at the meeting may cast one vote. Proxy votes are not permitted.
- (6) Any spoiled ballots will be discarded, and any ballots cast after the election has closed will not be counted.
- (7) In the event of two candidates for President-Elect, the President will cast a second vote for one candidate and place the vote in a sealed envelope.
  - a) If one candidate receives a majority (that is, 50% + 1) of the votes, that candidate shall be declared elected.
  - b) In the event of a tie in the number of votes received, the scrutineers shall open the sealed envelope and use the vote therein.
- (8) In the event of three or more candidates for President-Elect, the President and Past President shall each cast a second vote for all but one of the candidates and place the votes in sealed envelopes.
  - a) If one candidate receives a majority of the votes, that candidate shall be declared elected.

- b) In the event no candidate is elected on the first ballot, the candidate receiving the lowest number of votes shall be removed from the slate and new ballots will be successively presented until one candidate receives a majority of the votes.
  - c) In the event of a tie in the number of votes received by two or more candidates, as determined by the scrutineers, such that one candidate cannot be dropped from the slate for the next round of balloting, the scrutineers shall first open the President's sealed envelope and use the votes therein. If one candidate can still not be removed from the next round, the scrutineers shall open the Past President's sealed envelope and use the votes therein. If it is still not possible to remove one candidate, the result will be declared deadlocked and one or more further rounds of voting with all remaining candidates on the ballot will take place until the deadlock is broken.
- (9) The scrutineers will report the name of the candidate who received the majority of the votes to the Past President. The scrutineers will not report the vote totals or whether the sealed envelopes were used.
- (10) The Past President will thereafter announce the successful candidate.
- (11) When the election is complete, the Past President will request a motion to destroy any in-person ballots. This may not be necessary where electronic ballots are used.

## Appendix A: Declaration of interest form

Date: \_\_\_\_\_

To: Chair, Nominating Committee

I, \_\_\_\_\_, am pleased to confirm that I am placing my name into nomination for election as President-Elect of the Engineers Canada Board of Directors.

I have attached my curriculum vitae, for distribution to the Board.

### Term of office

\_\_\_ I have been nominated by my Regulator to serve as a Director for the required term, or

\_\_\_ I have received written confirmation that, in the event I am elected or acclaimed, as the case may be, in the office of President-Elect, my Regulator will nominate me to stand for election for an additional period to enable me to serve the term of office.

If elected, I would be pleased and honoured to serve the Board.

\_\_\_\_\_

*(Candidate signature)*

\_\_\_\_\_

*(Date)*

Encl: Regulator letter of support  
Director curriculum vitae



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## 6 Engineers Canada Board committees and task forces

### 6.14 Collaboration Task Force terms of reference

*Date of adoption: February 25, 2022 (Motion 2022-02-6D)*

*Review period: Triennial*

*Date of latest amendment: February 25, 2022 (Motion 2022-02-6D)*

*Date last reviewed: February 25, 2022*

#### 6.14.1 Purpose and responsibilities

- (1) The Regulators have asked Engineers Canada to undertake a strategic priority to *Strengthen collaboration and harmonization* (on page 6 of [this pdf](#)). This strategic priority will seek to increase harmonization of regulatory practices across Canada by defining Engineers Canada’s specific mandate in terms of harmonization and identifying areas for future harmonization.
- (2) A task force of the Engineers Canada Board is required to provide advice and feedback to staff regarding key external-facing documents, messaging, and interactions with Regulators.
- (3) The Collaboration Task Force will be struck to provide advice and feedback to Engineers Canada staff on:
  - a) A position paper on collaboration and harmonization;
  - b) Consultations with Regulators on the position paper;
  - c) The decision of whether or not to pursue a signed collaboration statement (based on the results of the Consultation); and,
  - d) The content of the collaboration statement
- (4) The goal of the strategic priority is that Engineers Canada has a clear mandate and key focus areas for harmonization. The task force will contribute by overseeing the investigation into Engineers Canada’s mandate for harmonization from the Regulators including:
  - a) the extent of harmonization that is desired;
  - b) the areas of regulation that can be harmonized; and
  - c) the role of Engineers Canada in harmonization efforts.

#### 6.14.2 Authority

- (1) The task force will exercise its authority as set out in these terms of reference and will do so with the support of the Board and staff.

#### 6.14.3 Composition and term

- (1) The task force will be chaired by a member selected by the group and will be composed of no more than six (6) Directors, each from a different Regulator. The Directors shall represent a diversity of Regulators by size.

- (2) The members shall be either in their first term on the Board (with a reasonable probability of reappointment), or in their second term, as long as that term extends to at least 2024. This is to ensure that all task force members will be Directors for the full life of the task force's mandate.
- (3) The task force will be stood down either after:
  - a) a collaboration statement is signed by all Regulators (expected to be in June 2024), or
  - b) when Consultations on the position paper reveal that no such statement is achievable (completion of all Consultations is expected in October 2023).

#### **6.14.4 Modus operandi**

- (1) Correspondence between task force members shall be done by email, copied to all members.
- (2) The task force will meet via virtual meetings and hold up to four (4) face-to-face meetings during the term of the task force.

#### **6.14.5 Resources**

- (1) The task force will be supported by the Manager, Regulatory Liaison. A consultant will also be employed to advise on the development of a collaborative process for Consultations.

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## 6 Engineers Canada Board committees and task forces

### 6.15 2025-2027 Strategic Planning Task Force terms of reference

Date of adoption: February 25, 2022 (Motion 2022-02-5D)

Review period: Triennial

Date of latest amendment: February 25, 2022 (Motion 2022-02-5D)

Date last reviewed: February 25, 2022

#### 6.15.1 Purpose and responsibilities

- (1) The rationale for the Strategic Plan is articulated in Board policy 1.4, *Strategic Plan*, as follows:

*“This Strategic Plan is the basis for monitoring the performance of the CEO and the chairs of the Accreditation and Qualifications Boards.*

*The purpose of strategic planning is to document the Board’s direction and the outcomes that it wants the organization to achieve. The Strategic Plan must consider the current and future environment, the relationship that the organization wants to have with Key Stakeholders, risks and the organization’s risk tolerance, and how the organization intends to address important stakeholder needs. In the end, the Strategic Plan must identify the programs through which the outcomes are to be achieved.*

*A Strategic Plan will create clarity and commitment, provide consistent and firm direction, and assist in prioritization decisions.”*

- (2) The 2025-2027 Strategic Planning Task Force will be struck to:
- a) Provide guidance and general advice to the CEO on the development of the 2025-2027 Strategic Plan;
  - b) Review and approve (with revisions if necessary) the plan for the development of the 2025-2027 Strategic Plan;
  - c) Facilitate the achievement of key milestones by reviewing documents and recommendations between Board meetings, in preparation for final review by the Board as a whole;
  - d) Review and approve the key deliverables in each phase of the project; and,
  - e) Ensure the Board is kept up-to-date on the status of the strategic planning process, at a minimum as a standing agenda item at every Board meeting.

### **6.15.2 Authority**

- (1) The task force will exercise its authority as set out in these terms of reference and will do so with the support of the Board and staff.

### **6.15.3 Composition and term**

- (1) The 2025-2027 Strategic Planning Task Force will be comprised of:
  - a) The individuals holding offices as President-Elect, President, and Past President over each year of the task force's mandate; and,
  - b) Three (3) other Directors, meeting the following criteria:
    - i. Either in their first term on the Board (with a reasonable probability of reappointment), or in their second term, as long as that term extends to at least 2025.
    - ii. Each member is from a different jurisdiction.
- (2) The Director elected President-Elect in 2022 shall chair the task force.
- (3) The 2025-2027 Strategic Planning Task Force will be stood down following Members' approval of the 2025-2027 Strategic Plan. This is expected to occur at the 2024 Annual Meeting of Members, resulting in the task force being stood down in June 2024.

### **6.15.4 Modus operandi**

- (1) The task force will meet approximately eight (8) times over the term of the task force.
- (2) Meetings will take place virtually and face-to-face if schedules align with in-person Board meetings.

### **6.15.5 Resources**

The task force will be supported by the CEO and the Manager, Strategic and Operational Planning.

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## 7 Board policies

### 7.1 Board, committee, and other volunteer expenses

*Date of adoption: April 9, 2018 (Motion 5693)*

*Review period: Biennial*

*Date of latest amendment: December 4, 2023 (Motion # 2023-12-5D)    Date last reviewed: December 4, 2023*

- (1) This policy applies to Engineers Canada Board members, Board committee members, and select other participants (collectively, “volunteers”) who travel and/or incur travel-related expenses, including to attend or participate in meetings, events, and conferences (“events”) in the course of carrying out Engineers Canada business.
- (2) The purpose of this policy is to ensure volunteers have a clear understanding of the guidelines, policy, and procedures around travel and the incursion of travel-related expenses, including the kind and method of business travel that is considered appropriate, in what circumstances pre-approval is required, and how travel-related expenses should be claimed.

#### 7.1.1 Board and Board committee member expenses

- (1) Volunteers shall be reimbursed for all reasonable expenses associated with travel, accommodation, meals and other miscellaneous expenses incurred while conducting Engineers Canada business. Volunteers are accountable to determine the most practical methods of travel.
- (2) Expenses incurred for volunteers’ attendance at meetings called by their Regulator, for which the Board Director is the appointed Director, shall not be reimbursed.
- (3) Expenses for the President’s guest (or for the guest of the President’s designate when the President is unable to attend) will be reimbursed when the President or designate attends a Regulator annual meeting, annual general meeting, or Geoscientists Canada annual meeting where guests are invited.
- (4) Reasonable expenses associated with travel for the one guest of Board members may be reimbursed for attendance at only the annual meeting of members and the Board retreat.
- (5) Transportation costs will be reimbursed as appropriate for the situation.

#### 7.1.2 Regulator presidents’ expenses

Upon request, Engineers Canada shall reimburse (in accordance with this policy) travel-related expenses in excess of \$1,500 for presidents of Regulators with less than 2,500 registrants to attend Board meetings to which presidents are invited to attend.

#### 7.1.3 Exceptional travel

- (1) For any travel not included in Engineers Canada’s approved budget pre-approval by the President or their delegate is required.

## 7.1.4 Acceptable travel-related expenses

### A. Airfare

- (1) Tickets should be purchased as early as possible to take advantage of the lowest fares, following the call of an event.
- (2) Lowest economy class airfare that allows for one piece of checked luggage should be used where available and practical. Engineers Canada's Corporate Rewards program should be used where practical. Volunteers will be reimbursed in cases where they have purchased flights to attend events, where they must cancel due to an emergency.
- (3) When flying time is six (6) hours or more for any single leg of the trip, purchasing lowest-cost business class fare is permitted.
- (4) Checked and carry-on baggage fees and trip-cancellation insurance are eligible for reimbursement.

### B. Rail

- (1) Tickets should be purchased as early as possible to take advantage of the lowest fares.
- (2) The standard for rail travel is business class.

### C. Buses, taxis, and ride-share

- (1) Reasonable bus, taxi, or ride-share fares shall be reimbursed.
- (2) Limousine service is discouraged unless it is more economical than taxi fare.

### D. Rental vehicles

- (1) Volunteers may travel by rental vehicle when it is more cost-effective or efficient than air, train, taxis, or personal vehicles (e.g. short trips, or where sharing makes renting a vehicle more attractive), including where:
  - a) Taxi/limousine service is not available or cost effective;
  - b) Location of the event is not easily accessible from a major airport; and,
  - c) Large quantities or materials are being delivered to an event location by the volunteer.
- (2) Volunteers who travel by rental vehicle shall be reimbursed for collision insurance and gasoline. The approved car rental category is mid-size, although free upgrades are permitted. When necessary, larger vehicles or vehicles with special requirements may be rented to transport excess baggage OR large items such as displays, or to accommodate medical reasons.
- (3) If, due to personal preference, a traveller opts to rent a vehicle instead of using other means of transport to attend an event, the maximum amount payable will be the equivalent of the taxi fare between the airport and the location of the event and the cost of airfare, combined.

### E. Personal vehicles

- (1) Volunteers who travel by personal vehicle may claim the [Canadian Government kilometric rates](#) in effect at the time of travel, to the equivalent of the taxi fare between the airport and the location of the event and the cost of airfare, combined.
- (2) Engineers Canada is not responsible or liable for any costs or damages incurred above and beyond the rate per kilometer reimbursement. It is the responsibility of the individual volunteer to ensure adequate insurance coverage for business use of personal vehicles.

#### *F. Parking, tolls, and tickets*

- (1) Reasonable parking and toll expenses will be reimbursed.
- (2) Traffic and parking violations incurred while travelling on Engineers Canada business are not eligible for reimbursement.

#### *G. Accommodations*

- (1) Engineers Canada will either pay or reimburse for reasonable accommodations that reflect the purpose and circumstances when travelling.
- (2) Where events are arranged by Engineers Canada, group rates shall be secured and volunteers advised accordingly. In cases where volunteers select accommodations that exceed the room costs negotiated as part of the group rate, they shall be responsible to pay the difference in costs above the group rate. Original hotel invoices should be submitted with expense claims.
- (3) If the volunteer makes arrangements to reside in accommodations other than in the hotel designated by Engineers Canada, reasonable expenses will be reimbursed provided the overall expenses do not exceed the cost of hotel accommodation as secured through Engineers Canada group rates, if applicable.
- (4) When private accommodation is provided to a volunteer without charge, a gift of appreciation other than cash to the host may be provided. The maximum value of such gift is \$50 per night.

#### *H. Meals*

- (1) Meal costs (including incidental expenses) will be reimbursed in accordance with the current [Canadian Government guidelines](#). Receipts are not required.
- (2) If a meal is included in the cost of an event, transportation, or accommodation, or is already being provided by Engineers Canada (e.g. if breakfast is provided as part of a conference), the volunteer will not be reimbursed for any costs related to those included meals.

#### *I. Spousal or partner travel*

Expenses for partners or guests of volunteers will not normally be reimbursed, unless as stipulated in 7.1.1(4), above.

#### *J. Childcare expenses*

Reasonable additional expenses for childcare services are reimbursed when such services are specifically required by volunteers travelling on Engineers Canada business.

#### *K. Medical insurance*

Engineers Canada will reimburse volunteers who are travelling internationally for any additional medical coverage purchased to ensure medical protection while on Engineers Canada business. Costs for medical services required for international travel will also be reimbursed.

#### *L. Traveller accident insurance*

Any claim made by or on behalf of a volunteer under Engineers Canada's traveller accident insurance policy for accidental injury or death must be presented to the insurer by Engineers Canada within 30 days of the accident. A claim must have medical evidence from a licensed physician selected by Engineers Canada and be in agreement with a licensed physician as selected by the insurer. Claimants

must communicate and comply in a timely manner to enable Engineers Canada time to present the claim to the insurer.

#### *M. Combining personal with business travel*

Personal travel may be combined with Engineers Canada business travel provided there is no additional cost to Engineers Canada.

### **7.1.5 Expense reimbursement**

- (1) Expenses shall be reimbursed within 30 days of receipt of the approved expense claim when proper documentation has been provided as applicable. Incurred expenses shall also be reimbursed under a force majeure event such as global pandemic.
- (2) Claims should be made within 30 days of incurring the expenses. Engineers Canada is not required to reimburse for claims received more than three months from the date the expenses were incurred.

### **7.1.6 Approval of expense claims**

- (1) All expense claims are initially examined by the financial staff at Engineers Canada for completeness and adherence to policy. Those submitting expense claims may be asked to complete, correct and/or clarify expense claim details. If expense claim items remain unresolved, these items will be brought to the attention of the individual authorized to provide final approval of the expense claim.
- (2) The final authority for the approval of expense claims is as follows:
  - a) For the CEO: Approval by the President
  - b) For the President: Approval by the President-Elect
  - c) For Directors: Approval by the CEO
  - d) For Board committee members, including members of the CEAB and CEQB: Approval by the CEO
  - e) For other participants: Approval by the CEO
  - f) For Engineers Canada Staff: Approval by the CEO
- (3) The President will have final approval in the event that any issues arise within this approval process for volunteers.



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## 7 Board policies

### 7.2 Board relationship with the Canadian Federation of Engineering Students

*Date of adoption: March 1, 2019 (Motion 5736)*

*Review period: Triennial*

*Date of latest amendment:*

*Date last reviewed: September 15, 2021*

- (1) The Canadian Federation of Engineering Students ([CFES](#)) is the national organization that represents engineering students in Canada. They provide annual conferences and competitions as networking events for students that inspire innovation and foster the development of leadership, professional and ethical qualities, engineering identity, technical proficiency, and communication skills. They also conduct research on nationally relevant student issues and issues in the profession, and work with stakeholders in the community to tackle these issues.
  
- (2) Engineering students are an important voice in the future of the engineering profession, and as such:
  - a) The Board maintains a relationship with the CFES to understand the challenges, expectations, and needs of students in order to inform decisions about Engineers Canada programs, projects, and services.
  
  - b) A representative of the CFES, typically the president, is invited to Engineers Canada's spring meetings (the annual meeting of Members and the Board meeting) and is requested to bring a report to the Board. All travel costs for this representative are covered by Engineers Canada.
  
  - c) Engineering students are a key stakeholder of accreditation. In addition to soliciting student feedback during program visits, the Accreditation Board is directed to maintain a relationship with the CFES and invite a representative to observe their meetings, requesting that they bring a report for the CEAB's consideration. All travel costs for this representative are covered by Engineers Canada.
  
  - d) Given the CFES's role as stakeholder and beneficiary of many Engineers Canada programs and services, the CEO is directed to maintain a relationship with the CFES and ensure that its viewpoint is considered.

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## 7 Board policies

### 7.3 Board relationship with Engineering Deans Canada

*Date of adoption: March 1, 2019 (Motion 5736)*

*Review period: Biennial*

*Date of latest amendment: May 27, 2022 (Motion 2022-05-4D)*

*Date last reviewed: May 27, 2022*

- (1) Engineering Deans Canada (EDC), a group that includes deans of accredited undergraduate engineering programs, is committed to the continuous improvement of engineering education and research that enhances the innovation and leadership skills of Canadian engineering graduates.
- (2) EDC represents engineering programs that prepare students for professional practice and influences engineering research and innovation in Canada, and as such:
  - a) The Board maintains a relationship with the EDC to obtain their input on national issues of joint concern that align with the purposes of Engineers Canada.
    - i. A representative of the EDC, typically the Chair or the Chair's delegate, is invited to the Engineers Canada spring meetings (annual meeting of Members and Board meeting) and is asked to report on the EDC's activities to the Board for its information. Costs for the travel of this representative are covered by Engineers Canada.
  - b) The EDC is a Key Stakeholder of accreditation. The Accreditation Board is directed to maintain a relationship with EDC by:
    - i. Inviting the chair of Engineering Deans Canada (EDC), or the EDC chair's designate, to observe Accreditation Board meetings and requesting that the Chair or a designate provide a report on the EDC's activities to the Accreditation Board for its information. Such observer shall be granted the right to be recognized as a speaker in the CEAB's open session;
    - ii. When invited, attend the semi-annual meetings of EDC;
    - iii. Meeting at least semi-annually with the Deans' Liaison Committee, normally through the Accreditation Board's Policies and Procedures Committee;
    - iv. Establishing task forces and working groups, as required, to address issues raised at joint meetings of the Deans' Liaison and Policies and Procedures committees;
    - v. Inviting the EDC to observe open meetings and participate in workshops of the Accreditation Board; and,
    - vi. Soliciting EDC's feedback on the accreditation process through post-visit surveys and as part of the continual improvement process of the Accreditation Board.
  - c) Given their role as stakeholders and beneficiaries of some Engineers Canada programs and services, the CEO is directed to maintain a relationship with the EDC which includes:
    - i. Administrative support for their group, including with respect to meetings and finances;

- ii. When invited, participating in their semi-annual meetings; and,
- iii. Ongoing collaboration to ensure that its viewpoints are considered in the delivery of programs and services which impact it.

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## Board policies

### 7.4 Partnerships with external organizations

*Date of adoption: May 24, 2019 (Motion 5756)*

*Review period: Triennial*

*Date of latest amendment:*

*Date last reviewed: March 1, 2024*

- (1) The Board maintains open communication with other organizations regarding national issues of joint concern that align with the purposes of Engineers Canada. This may include, but is not limited to:
  - a) Inviting representatives of those organizations to Board meetings; and,
  - b) Meeting jointly with other Boards.
- (2) In addition to the President's role as spokesperson of the Board, the CEO is directed to maintain relationships, partnerships, and memberships with external organizations which contribute to achievement of the Strategic Plan and align with the purposes of Engineers Canada.
- (3) The CEO is directed to submit a list of such relationships periodically to the Board, for information. This list shall include the cost, if any, as well as the purpose of the relationship and its outcomes to date.
- (4) A partnership is defined as any relationship between Engineers Canada and an external organization that has an impact on achievement of the Strategic Plan or which has a significant financial or resource impact.

#### 7.4.1. Criteria for establishment of partnership

- (1) The following criteria shall be considered when establishing a new partnership at the Board or operational level:
  - a) The degree to which the partnership will contribute to achievement of the Strategic Plan and the purposes;
  - b) The financial and reputational value of the partnership;
  - c) The degree to which the partnership is mutually beneficial;
  - d) The cost of membership, where applicable; and,
  - e) The alignment of the values, principles, and practices of the organization with Engineers Canada's.
- (2) When entering into a new partnership, the purpose and desired outcomes of the relationship shall be documented.
- (3) Partnerships shall be reviewed periodically by the CEO to ensure that they continue to meet the criteria, deliver on the intended purpose, and deliver value through achievement of the intended outcomes.

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## 7 Board policies

### 7.7 Investments

*Date of adoption: February 24, 2021 (Motion 2021-02-7D)*

*Review period: Biennial*

*Date of latest amendment: September 29, 2022 (Motion 2022-09-4D)*

*Date last reviewed: September 29, 2022*

#### 7.7.1 Investment objectives

- (1) Engineers Canada has a goal of establishing a well-diversified investment portfolio, which will be managed to ensure preservation of capital while seeking moderate growth. Any funds which are not required to carry out the short-term operations of Engineers Canada, for the purposes outlined in its Bylaws, articles, mission statement and Strategic Plan, shall be invested in accordance with this policy. Funds required for short-term operations will be held separately in highly liquid investments.
- (2) Further, without limiting the scope of the above statement, the following considerations shall be taken into account:
  - a) The time horizon this portfolio will remain invested is long, at least ten (10) years;
  - b) The investment portfolio will provide medium-term capital preservation to meet cash flow requirements over the next 3 years. Engineers Canada will provide the investment advisor a report with medium-term cashflow requirements at a minimum, on a quarterly basis;
  - c) Most investments in this portfolio will remain liquid and quickly convertible to cash. However, a small portion of the portfolio will be invested in illiquid investments;
  - d) While Engineers Canada is concerned with preserving the value of the portfolio, it is understood that some short-term volatility could be encountered in order to achieve long-term performance objectives. As a result, a decrease in portfolio value of fifteen percent (15%) to twenty percent (20%) can be tolerated provided that these decreases are reflective of general market conditions;
  - e) Engineers Canada is committed to investing in environmental, social and governance (ESG)-focused funds, when and to the extent it makes sense to do so;
  - f) Engineers Canada is tax-exempt as defined under the *Income Tax Act*; and,
  - g) There are no legal constraints or preferences unique to Engineers Canada that will impact the investment management of this portfolio.

### 7.7.2 Asset mix guidelines

The following asset mix guidelines shall be followed in order to achieve moderate, consistent returns. Should market conditions and/or cash withdrawals cause the portfolio to be outside the following ranges, the investment manager will undertake steps to realign the portfolio within a reasonable period of time.

| Asset Class                 | Minimum Allocation (%) | Neutral Allocation (%) | Maximum Allocation (%) |
|-----------------------------|------------------------|------------------------|------------------------|
| <b>Cash</b>                 | 10                     | 20                     | 25                     |
| <b>Fixed Income</b>         | 25                     | 35                     | 45                     |
| <b>Equity</b>               | 30                     | 40                     | 60                     |
| <b>Canadian Equity</b>      | 5                      | 10                     | 15                     |
| <b>U.S. Equity</b>          | 5                      | 10                     | 15                     |
| <b>International Equity</b> | 5                      | 10                     | 15                     |
| <b>Global Equity</b>        | 5                      | 10                     | 15                     |
| <b>Alternative</b>          | 0                      | 5                      | 10                     |

### 7.7.3 Monitoring performance and reporting

The following Benchmarks shall be used in assessing the overall performance of the portfolio:

| Asset Class                  | Asset Weight (%) | Benchmark                       |
|------------------------------|------------------|---------------------------------|
| <b>Cash</b>                  | 20               | FTSE Canada 30 Day T-Bill       |
| <b>Canadian Fixed Income</b> | 35               | FTSE Canada Universe Bond Index |
| <b>Canadian Equity</b>       | 10               | S&P/TSX Capped Composite TR     |
| <b>U.S. Equity</b>           | 10               | S&P 500 Index TR                |
| <b>International Equity</b>  | 10               | MSCI EAFE                       |
| <b>Global Equity</b>         | 10               | MSCI World (Net)                |
| <b>Alternative</b>           | 5                | Alternative Equity              |

### 7.7.4 Servicing and reporting

The investment manager will meet with the CEO, the Director, Finance, and the chair of the FAR Committee at least annually (or more frequently, if requested) to discuss the portfolio returns and to reconfirm investment objectives. The investment manager will also provide consolidated reporting reflecting the combined assets of the portfolio on a quarterly basis.

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## 7 Board policies

### 7.8 Rules of order

*Date of adoption: September 26, 2018 (Motion 5716)*

*Review period: Triennial*

*Date of latest amendment: December 4, 2023 (Motion 2023-12-7D)      Date last reviewed: December 4, 2023*

Board meetings will be conducted in an orderly, effective fashion, led and defined by the President or, if required, their designate (the “meeting chair”) in accordance with the *Robert’s Rules of Order*, unless otherwise described below.

- (1) All Bylaw obligations respecting Board meetings shall be satisfied. In the event of any conflict or inconsistency between the terms and provisions of these rules of order and the Bylaws, the Bylaws shall govern.
- (2) Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
- (3) All meetings are recorded, except for any parts of the meetings which may be held in-camera, for accuracy of minute-taking. Recordings are destroyed following the meeting minutes being approved, as the minutes constitute the official record of the meeting.
- (4) Meeting order and decorum shall be maintained and all Directors and CEO Group Advisors (collectively, “Board members”) shall be treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
- (5) During discussion and debate, Board members shall keep their comments relevant to the issue under consideration.
- (6) Board meetings shall be conducted at a level of formality considered appropriate by the meeting chair. Discussion of a matter for decision may not occur until after a motion has been made and seconded.
- (7) The agenda for Engineers Canada Board meetings is developed by staff and approved by the Past President, President, and President-Elect. A preliminary agenda is sent to Board members at least two months in advance of the meeting. Additions to the agenda are invited at this time.
- (8) Agenda books are distributed two weeks prior to the meeting, in order to give Board members the opportunity to review the material and prepare for the meeting. In some circumstances, agenda books may be distributed one week prior.
- (9) All agenda items should be accompanied by a briefing note. The briefing notes generally contain a synopsis of each topic, a proposed resolution, and alternatives. Budget implications are also addressed in most cases.

- (10) From time to time, events between the distribution of the agenda and the date of the meeting may necessitate additions to the meeting agenda. There shall be unanimous consent of the Board officers to add an item to the agenda before the call to order at the meeting.
- (11) Proposals where the Board must take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by a motion of a Director. If the motion is seconded, it may be discussed, and then voted on.
  - a) The meeting chair may not, to the same extent as any other Director, make or second motions, or engage in debate.
  - b) The meeting chair may vote on any matter to be decided.
  - c) A Director may make a motion to amend a motion, but third-level amendments are out of order.
  - d) A motion to refer to a committee, postpone, or table a matter may be made with respect to a pending motion, and, if carried, shall set the motion (the initial proposal) aside accordingly.
- (12) Unless otherwise agreed, Board members may speak to a pending motion on as many occasions, and at such length, as the meeting chair may reasonably allow.
- (13) A vote on a motion shall be taken when discussion ends, but any Director may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the motion shall then be taken.
- (14) A majority vote will decide all motions before the Board excepting those matters in the Bylaw which oblige a higher level of approval, or those described in sections 10 and 11 of this policy.
- (15) A Director may request to have their vote on the record.
- (16) A motion to adjourn a Board meeting may be offered by any Director or, on the completion of all business, conclusion of the meeting may be declared by the meeting chair.
- (17) When further rules of order are developed by the Board, the Board will consider the most recent edition of *Robert's Rules of Order* as a resource guide.



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## 7 Board policies

### 7.9 Process for in-camera meetings

*Date of adoption: September 26, 2018 (Motion 5716)*

*Review period: Triennial*

*Date of latest amendment: February 23, 2023 (Motion # 2023-02-5D)      Date last reviewed: February 23, 2023*

- (1) All Engineers Canada Board meetings shall be open. For reasons such as the ones listed below, the meeting or part of a meeting may be closed to the public if the subject matter being considered concerns one of the following:
  - a) The security of the property of the organization;
  - b) Personal matters about an identifiable individual;
  - c) The proposed or pending acquisition of assets by the organization;
  - d) Labour relations or employee negotiations;
  - e) Litigation or potential litigation, including matters before administrative tribunals affecting the organization or a Member;
  - f) The receiving of advice that is subject to solicitor client privilege, including communications necessary for that purpose;
  - g) The meeting assessment referred to in policy 4.12, *Board Assessments*; and,
  - h) Any other matter which the Board determines.
- (2) Before holding a meeting or part of a meeting that is to be closed to the public, the Board must pass a motion to move in camera before discussion on any item on the in-camera agenda may begin. The motion to go in-camera will be placed before the Board and the associated briefing note, if there is one, will identify which of the eight (8) reasons the meeting or a part of the meeting must be held in camera.
- (3) The motion to go in camera for any of reasons a) to h) will require a simple majority to be carried.
- (4) At the beginning of every in-camera session, the Board must establish:
  - a) who is allowed to participate in the in-camera session (the “attendees”);
  - b) whether or not decisions shall be recorded and minutes taken; and,
  - c) whether or not the decision will be reported back in the open part of the meeting.
- (5) Attendees must have a direct interest in the item to be discussed. Once attendees are determined, the chair will direct non-invitees to leave the meeting.
- (6) The chair will remind attendees that discussions and documentation to be considered in the in-camera session are to remain confidential unless the Board directs otherwise.
- (7) If any attendee is participating in the in-camera session remotely, they shall take all necessary steps to ensure that non-attendees cannot overhear the discussions or otherwise observe the closed session.

- (8) If it has been deemed by the Board that decisions should be recorded and reported back at the open part of the meeting, the Secretary will record the decision in the regular/public minutes.
- (9) If it has been determined that minutes are required, they will be recorded in a separate document from the regular meeting minutes. Such minutes will be clearly identified as confidential and will be distributed by the Secretary and subject to approval at the next meeting. Once approved, the in-camera minutes and any accompanying materials (the “in-camera records”) will be securely stored.
- (10) If attendees receive hard copies of any in-camera materials, the Secretary will ensure that such documents are collected at the end of the meeting and destroyed.
- (11) It is the responsibility of attendees to ensure that any personal notes they make that are related to the topic(s) discussed at the in-camera meeting or part of the meeting are destroyed at the end of the meeting.
- (12) All in-camera records, and any matters discussed during an in-camera meeting or part of a meeting, are protected by the confidentiality obligations imposed on Board and Board Committee members via their oath of office.
- (13) A meeting or session in-camera is no different than a regular meeting or part of a meeting of the Board. Thus, decisions can be made providing that material supporting such decisions, if any, has been submitted prior to a duly called meeting and according to Board policy 7.8, *Rules of Order*.

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## 7 Board policies

### 7.10 Whistleblowing

*Date of adoption: September 26, 2018 (Motion 5716)*

*Review period: Triennial*

*Date of latest amendment: December 4, 2023 (Motion 2023-12-2D)*

*Date last reviewed: December 4, 2023*

- (1) Engineers Canada is committed to the highest standards of ethical, moral, and legal personal and professional conduct. In line with this commitment and Engineers Canada’s commitment to open communication, this policy aims to provide an avenue for its Directors, staff, and volunteers to raise concerns and provide them with reassurance that they will be protected from reprisals or victimization for whistleblowing, when made in good faith.
- (2) This policy is intended to cover concerns about unethical, dangerous, or illegal activities (“whistleblower events”) that could have a serious and detrimental impact on Engineers Canada. Whistleblower events include, but are not limited to:
  - An accounting, auditing, or other financial reporting fraud or misrepresentation;
  - Violations of federal or provincial laws that could result in fines or civil damages payable by Engineers Canada or that could otherwise significantly harm Engineers Canada’s reputation or public image;
  - Conduct that contravenes the Board policy 4.3, *Code of Conduct*;
  - A danger to the health, safety, or well-being of employees, volunteers and/or the general public.
- (3) Any Engineers Canada staff member, volunteer, or Director who is aware of or suspects that a whistleblower event has occurred (a “complainant”) is responsible for reporting the concern as soon as they become aware of it.
- (4) Any reports concerning whistleblower events should be made in one of the following ways:
  - a) To the CEO, if it concerns staff or volunteers;
  - b) To the President of the Board, if it concerns a member of the Board or the CEO;
  - c) To the President-Elect if it concerns the President of the Board.
- (5) The report shall be submitted on the *Whistleblower Event Report* form in Appendix A.
- (6) A complainant may remain anonymous if they so desire. However, to allow for a better investigation, the complainant should consider identifying themselves. The report will be treated with utmost confidentiality and disclosure of information will be limited to that which is necessary to conduct a complete and fair investigation.
- (7) A complainant may identify themselves but request that their identity be withheld from the person who is alleged to have committed the whistleblower event.

- (8) All reports will be dealt with promptly, be fully reviewed, and/or investigated as appropriate, in a fair and equitable manner, ensuring a respectful process is followed for those involved.
- (9) The amount of contact between the complainant and the individual investigating the report will depend on the nature of the issue and the quality of information provided. When filing a report under the policy, the complainant will be required to provide key information such as the individual(s) involved in the whistleblower event, the relevant dates, and the type and description of the whistleblower event using the *Whistleblower Event Report* form provided in Appendix A of this policy. Further information may be sought from the complainant. The complainant is not expected to prove the truth of an allegation; however, adequate detail needs to be provided to demonstrate plausible grounds for concern.
- (10) In all cases, the person who is alleged to have committed the whistleblower event will be made aware of the report and will be provided the opportunity to respond to the allegations.
- (11) Upon receiving a report under this policy, the individual to whom the report was submitted pursuant to section 4 of this policy will determine the necessary response or action. Among the actions available are to:
- take no further action;
  - make further inquiries (with the complainant and/or others to gather additional information);
  - conduct a formal investigation; or
  - refer the matter to the appropriate law enforcement agency.
- (12) In determining what action to take, the individual to whom the report was submitted shall be required to gather evidence and verify the information provided, ascertain responsibility (to the extent they are able), review applicable laws, rules, and corporate policies and take any other action reasonably necessary to reach a conclusion of the matter.
- (13) If a formal investigation is initiated, the individual to whom the whistleblower event is reported shall consider whether it is necessary to engage the assistance of one or more resources including external legal, accounting, or other advisors, as may be appropriate to conduct the investigation. Under no circumstances shall a matter be referred to an employee or the person who is the subject of the report to assist with the investigation.
- (14) Appropriate corrective action will be taken if warranted by the findings of the investigation, in keeping with section 4.3.1 of Board policy 4.3, *Code of Conduct*.
- (15) Subject to legal and confidentiality constraints, the complainant should receive information about the outcome of any investigations.
- (16) No Director, staff, or volunteer who, in good faith, makes a report under this policy shall suffer harassment, retaliation, or adverse consequences and they shall be protected from reprisals.
- (17) Anyone making a report under this policy must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a serious issue. Any allegations which prove to have

been made maliciously or knowingly to be false will be viewed as unethical conduct and may be dealt with in accordance with section 4.3.1 of Board policy 4.3, *Code of Conduct*.

(18) Frivolous and vexatious reports are those where the individual making the report under this policy knows or should reasonably be expected to know that there is no foundation for a report, or where the report is filed for the purpose of bringing an adverse consequence to the subject of the report. Submitting a frivolous or vexatious report is a breach of this policy and any individual who does so will be viewed as having engaged in unethical conduct and may be dealt with in accordance with section 4.3.1 of Board policy 4.3, *Code of Conduct*.

(19) The CEO shall notify the Board if any whistleblower events concerning staff are reported, including to provide summary results of any investigations.

## Appendix A -Whistleblower event report

|   |
|---|
| <b>Name of complainant (optional):</b><br><br>My name <input type="checkbox"/> may <input type="checkbox"/> may not be disclosed to the subject of this report. |
| <b>Person suspected of activity:</b>  |
| <b>Nature of the allegations. Please include description of activity, when, and where it occurred and how/when you became aware of activity:</b>                |
| <b>Did anyone else witness or is aware of activity? If yes, please identify and provide description of their role.</b>  |
| <b>Describe the steps you have taken prior to making this report.</b>   |

I am filing this report because I believe that a whistleblower event has or is likely to occur.

I hereby certify that to the best of my knowledge the above-mentioned information is true, accurate, and complete. I attest to reading Board policy 7.10, *Whistleblowing* and understand that making false or frivolous allegations is in violation of this policy and may result in my being subject to sanctions.

Furthermore, I acknowledge that an inquiry will be initiated once this report has been filed.

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Signature of the complainant (optional)

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Date

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## 7 Board policies

### 7.11 Consultation

*Date of adoption: December 9, 2019 (Motion 5808)*

*Review period: Triennial*

*Date of latest amendment: December 12, 2022 (Motion 2022-12-4D)      Date last reviewed: December 12, 2022*

- (1) According to Board policy 4.1, *Board Responsibilities*, the Board must “sustain a process to engage with Regulators through regular communication that facilitates input, evaluation, and feedback.” Engineers Canada’s effectiveness is greatest when the Regulators’ decision-makers are well informed, consulted, and regularly updated on Engineers Canada’s activities and issues. This is accomplished through engagement by each Director of their home Regulator (as per Board policy 4.2, *Directors’ Responsibilities*), and formal Consultation by the Board with Regulators. This policy provides guidance on the Consultation process used at Engineers Canada.
- (2) Further, without limiting the scope of the above statement:
  - a) Engineers Canada will consult with Key Stakeholders when developing new programs, products, services, or making significant modifications to existing ones.
  - b) The purpose of Consultation is to ensure that the Board’s decision-making aligns with the needs and requirements of the Regulators.
  - c) The President-Elect shall provide oversight and guidance to the Engineers Canada consultation process with Regulators and other Key Stakeholders whose input is vital to the Board’s work.
  - d) The President-Elect shall, annually, review the Board’s Consultation plan (prepared by staff) and present it to the Board for approval.
    - i. The Consultation plan shall include the topic of Consultation, the proposed dates and duration for each Consultation, and the Consultation method(s).
  - e) Staff shall consult on operational matters while the Board shall consult on strategic matters.
  - f) The Consultation plan is distributed to the Regulators annually, to allow them to plan internal resources.
  - g) To the extent possible, all Consultations shall be pre-planned on an annual basis.
  - h) Consultations may take place face-to-face, online, via email, or by any combination thereof.
  - i) Consultations shall be transparent and accessible:
    - i. Prior to the Consultation, participants shall be provided with background information regarding the topic of Consultation, the aim of the Consultation, and the specific questions to be asked. This material shall also be posted on the Consultation website;
    - ii. All feedback received during the Consultation shall be documented, attributed (to the extent possible), and shared with all participants. This material shall also be posted on the Consultation website;
    - iii. Responses and descriptions of the resulting actions taken by Engineers Canada shall be provided for all feedback. This material shall be posted on the Consultation website; and,

- iv. The Consultation website shall include a list of all current, previous, and future Consultations.



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## 7 Board policies

### 7.12 Net assets

*Date of adoption:* October 2, 2020 (Motion 2020-10-3D)

*Review period:* Triennial

*Date of latest amendment:* March 1, 2024 (Motion 2024-03-6D)

*Date last reviewed:* March 1, 2024

#### 7.12.1 Purpose of policy:

- (1) Engineers Canada uses its net assets to progress towards its strategic objectives. The Board approves the net asset levels as described in section 7.12.3, through the annual budgeting process and revisions (if necessary).
- (2) Net assets must be actively managed to maintain necessary levels. The proper management of net asset levels supports strategic objectives and planned operations by:
  - a) Protecting against unexpected losses;
  - b) Providing opportunity for planned new initiatives or strategic priorities;
  - c) Providing the opportunity to continue investing in assets, technology, products, and services;
  - d) Building Member confidence and creating value for Members; and,
  - e) Providing general financial stability.
- (3) Net asset management considers a number of factors such as:
  - a) The level of expected revenue and expenses;
  - b) Anticipated growth or planned changes to the purposes, operational imperatives or strategic priorities of Engineers Canada; and,
  - c) Issues arising through enterprise risk management.
- (4) The ability of Engineers Canada to maintain adequate net asset levels is considered an indication of safety, stability and a prudent resistance to adverse business and economic conditions.

#### 7.12.2 Measures

- (1) Net assets are normally allocated into internally restricted reserves, unrestricted reserves, and investments in tangible capital and intangible assets.
  - a) **Internally restricted reserves** are funds that have been set aside for a specified future purpose or contingency. These funds can only be created, authorized for expenditure, and dissolved by the Board. Examples of uses for internally restricted funds include to:
    - i. ensure stability for the delivery of ongoing programs, products and services;
    - ii. fund strategic initiatives;
    - iii. mitigate the financial impact of risks to operations or achievement of strategic objectives.

b) **Funds invested in tangible and intangible assets** represent the financial resources of Engineers Canada. Tangible assets are physical (such as office equipment), while intangible assets do not exist in physical form and include intellectual property, software, and goodwill, etc.

c) **Unrestricted reserves** are those funds that are neither restricted nor invested. The Board will approve the amount of unrestricted reserves that may be used for operations and to fund the activities under the Strategic Plan.

(2) Engineers Canada net assets are currently categorized as follows:

|  |  |
|--|--|
| <b>Internally restricted:</b><br>legal defense fund        | The legal defense fund is established by the Board to ensure that funds are available in case of legal challenge, to provide funds to cover deductibles for insurances, and to assist the Engineering Regulators where it is determined that they do not have the financial resources to defend an enforcement action and/or statutory obligation that has a clear and significant impact on the other Regulators. |
| <b>Internally restricted:</b><br>Strategic priorities fund | The strategic priorities fund is established by the Board to provide funds: <ul style="list-style-type: none"> <li>• For planned strategic Initiatives</li> <li>• For information technology projects consistent with the approved Strategic Plan;</li> <li>• To respond to future risks and investment needs in the performance, accessibility, and security of its information technology assets.</li> </ul>     |
| <b>Internally restricted:</b><br>Contingency reserve fund  | The contingency reserve fund is established by the Board to mitigate the financial impact of the risk of future unexpected, negative events that could have a significant, adverse impact on the operations, revenues and expenses of Engineers Canada.  |
| <b>Invested in capital assets and intangible assets</b>    | The investment in capital assets and intangible assets is the calculated amount consisting of the net book value of capital and intangible assets less their related debt.   |
| <b>Unrestricted</b>  | Unrestricted reserves represent the assets that have no restrictions placed on their use.  |

(3) The target levels for these reserves are documented in the Net Asset Structure (appendix A).

### 7.12.3 Responsibility and authority

(1) The Engineers Canada Board is responsible for understanding the operational and reserve needs of Engineers Canada and the minimum required level of net assets. Changes to the internally restricted reserves must be consistent with Engineers Canada's Strategic Plan and priorities, and the risk

assessment. Accordingly, the following processes represent the governance responsibilities associated with the net assets of Engineers Canada:

- a) Annually, the Engineers Canada Board will review through the annual budgeting process the adequacy of the balances in the internally restricted funds, on recommendation of the Finance, Audit, and Risk (FAR) Committee.
- b) Upon approval of the Strategic Plan, the FAR Committee shall review the internally restricted reserves and make recommendations to the Board through the budgeting process and as otherwise needed.
- c) Annually, as part of the budgeting process, the CEO shall make recommendations to the FAR Committee regarding the unrestricted reserves level, considering the budget, immediate liquidity needs, and cash flow requirements. The final budget is approved by the Engineers Canada Board.
- d) The Engineers Canada Board shall approve, on recommendation of the FAR committee, the net asset structure with target levels, as appropriate (Appendix A).
- e) A breach of the net asset target levels is not acceptable or consistent with Engineers Canada's risk appetite and the budgeting, planning, monitoring, and reporting processes must be designed to avoid such a breach.
- f) It is recognized that net asset levels in some categories will be spent during some years and restored in others. In addition, net asset levels may fall below target due to unforeseen adverse events, in which case the CEO will prepare plans to redress the situation.

## 7.12.4 Reporting

- (1) The Engineers Canada CEO shall annually report net asset levels to the Board through the audited financial statements.
- (2) Net asset levels will be reported to the Board with the quarterly financial statements.

## Appendix A: Net asset structure document

|   |  |
|---|--|
| Date of Board approval: February 26, 2020 | Effective Date: Year Ended December 31, 2020 |
|---|--|

### Net assets overview

Engineers Canada aims to effectively use its net assets to maximize its ability to achieve its objectives. The accumulation of net assets in and of itself is not a goal of Engineers Canada. However, prudent financial management dictates that Engineers Canada maintain the necessary net assets to ensure stability for the delivery of on-going programs and services, to fund strategic initiatives and to mitigate the financial impact of risks to its operations and achievement of strategic objectives.

As a best practice of Canadian not-for-profit organizations, Engineers Canada should explicitly establish internally restricted net assets (often called “reserves” or “reserve funds”) to demonstrate the intent and purpose for its net assets to its members and stakeholders. This practice is in accordance with Canadian Accounting Standards and is supported by the Canada Revenue Agency in demonstrating Engineers Canada’s not-for-profit status under the Income Tax Act (Canada).

Changes in internally restricted net assets should be consistent with Engineers Canada’s overall strategy, priority initiatives, and risk assessment. Annually, Engineers Canada should generally review the use and the adequacy of the balances in the internally restricted funds. Engineers Canada should also do a more in-depth assessment of its internally restricted net assets during its strategic planning process, including a comprehensive risk assessment.

This paper uses standard definitions of net assets, which are provided in the Definitions section.

### Summary of net assets

Below is a summary of the internally restricted funds, unrestricted net assets and the investment in capital assets and intangible assets of Engineers Canada. Further rationale is provided later in this paper.

#### Internally Restricted Net Assets

| Internal restriction             | Purpose  | Amount      |
|----------------------------------|--|-------------|
| <b>Legal defense fund</b>        | The legal defense fund is established by the Board to ensure that funds are available in case of legal challenge, to provide funds to cover deductibles for insurances, and to assist the engineering regulators where it is determined that they do not have the financial resources to defend an enforcement action and/or statutory obligation that has a clear and significant impact on the other regulators. | \$1,500,000 |
| <b>Strategic priorities fund</b> | The strategic priorities fund is established by the Board to provide funds: <ul style="list-style-type: none"> <li>• For planned strategic initiatives</li> <li>• For information technology projects consistent with the approved strategic plan;</li> <li>• To respond to future risks and investment needs in the performance, accessibility, and security of its information technology assets.</li> </ul>     | \$2,000,000 |

|                                 |   |                    |
|---------------------------------|---|--------------------|
| <b>Contingency reserve fund</b> | The contingency reserve fund is established by the Board to mitigate the financial impact of the risk of future unexpected, negative events that could have a significant, adverse impact on the operations, revenues and expenses of Engineers Canada. | \$2,500,000        |
|                                 | <b>Total internally restricted net assets</b>   | <b>\$6,000,000</b> |

**Unrestricted net assets and investment in capital assets and intangible assets**

| <b>Asset category</b>                                     | <b>Purpose</b>  | <b>Amount</b>                 |
|---|---|-------------------------------|
| <b>Investment in capital assets and intangible assets</b> | The investment in capital assets and intangible assets is a calculated amount consisting of the net book value of capital and intangible assets less any debt relating to them.   | \$564,690<br>(2018 FS amount) |
| <b>Unrestricted net assets</b>                            | Unrestricted net assets are maintained to fund the appropriate level of liquid working capital needed to maintain regular operations.<br><br>Unrestricted net assets are the residual of total net assets less internally restricted and investment in capital and intangible assets. | No less than<br>\$1,000,000   |

### **Internally restricted net assets**

Engineers Canada will establish internally restricted net assets (commonly referred to as ‘reserves’ or ‘reserve funds’) for specific operating or capital purposes as allowed under Canadian accounting standards for not-for-profit organizations. Internally restricted net assets are supported by a clear statement of purpose, specific level of funding required, and, as needed, a projected time frame for the accumulation or draw down of the balance. The purpose of internally restricted net assets will be consistent with the objectives of Engineers Canada’s strategic initiatives and operating plans, as well as identified risks to the achievement of these objectives.

Engineers Canada has identified three categories of internally restricted net assets that are required, as follows:

#### **a) Legal defense fund**

Engineers Canada requires a legal defense fund to be available to use to fund legal expenses related to issues concerning the engineering profession, including protecting the sovereignty of the term “engineer” and other terms, and to intervene with respect to legal cases that have a significant national interest, or to assist engineering regulators that do not have the financial resources to defend an enforcement action and/or statutory obligation that has a clear and significant impact on other members.

In 2008, Engineers Canada commissioned an actuarial study related to its reserves, which recommended setting up a Legal Defense Fund of \$1,000,000 with an annual increase of \$40,000. Based on this study, Engineers Canada has established a legal defense fund of \$1,500,000.

#### **b) Strategic priorities fund**

Engineers Canada is entering a period of significant transition with its 2022-24 Strategic Plan, which is calling for specific initiatives to enable the plan, investments in competency-based assessment, and improvements to technology-enabled services.

For technology-enabled services, in addition to the planned projects to improve operations and services to members, Engineers Canada is operating in an environment of rapid technological change and accelerating risks (such as cyber security). Engineers Canada expects that it will need to make a substantial investment in its information technology and systems over the next five years in order to implement standard/best practices in performance, accessibility, and security. This Fund is intended to provide funding for both the current planned projects and future projects.

Based on the 2022-24 Strategic Plan and future technology risks, Engineers Canada has established a strategic priorities fund of \$2,000,000.

### **c) Contingency reserve fund**

Engineers Canada will maintain a contingency reserve fund to mitigate the financial impact of the risk of a significant, negative event caused by changes in their political, economic, and regulatory environment that are outside of its control.

The current, more significant risk factors that could impact significantly and adversely impact revenues include:

- **Membership demographics:** Regulator assessment revenues are based on the number of members. As with many professional organizations, Engineers Canada's membership is aging, so there is a significant risk of a sustained decline in assessment revenues, with a corollary impact on affinity revenues.
- **Affinity programs:** Engineers Canada largest revenue stream is affinity and insurance revenues. These revenues would be impacted by either a departure of a province from an affinity program, or a cancellation or non-renewal of a program by the service provider.
- **Provincial regulators:** With all national membership organizations, there is a risk that a province could exit the national organization.

Based on these and other risks identified in Engineers Canada's assessment of risks, Engineers Canada has established a contingency reserve fund of \$2,500,000.

This amount is equivalent to approximately three-months of operating costs of Engineers Canada, which is a consistent benchmark used by not-for-profit organizations for general contingency reserves.

### **Investment in capital assets and intangible assets**

The investment in capital assets and intangible assets is a calculated amount, in accordance with Canadian Accounting Standards, as defined in the definitions below. Engineers Canada's historical practice is to fund its capital assets and intangible assets with its net assets, other than deferred lease inducements related to its leased premises. This policy supports the creation of separate reserves to fund the acquisition of

capital assets and/or information technology (as with the strategic priorities fund above) to provide appropriate funds for future acquisitions.

### Unrestricted net assets

Unrestricted net assets are maintained to fund the appropriate level of liquid working capital needed to maintain regular operations. Engineer Canada's target unrestricted net asset balance will be determined annually, with consideration for immediate liquidity needs and Engineers Canada's cash flow requirements beyond those addressed in existing internally restricted balances. The target unrestricted net asset balance will be consistent with recommendations made by management to the Board of Directors as part of the annual budgeting process.

Based on an analysis of monthly and annual expenditures and cash flows, Engineers Canada plans to maintain an unrestricted net asset balance of no less than \$1,000,000 on an on-going basis.

### Definitions

This paper references the following definitions:

- **Net assets:** Total net assets represent a not-for-profit organization's residual interest in its assets after deducting its liabilities.
- **Investment in tangible capital and intangible assets:** The amount of net assets that are funding Engineers Canada's tangible capital and intangible assets. This amount is calculated as:

Net book value of tangible capital and intangible assets

Less: long-term debt related to the tangible capital and intangible assets

Less: deferred lease inducements related to capital assets

Less: deferred contributions used to acquire tangible capital and intangible assets

Investment in tangible capital and intangible assets

- **Internally restricted net assets ('reserves')**: Net asset amounts that have been set aside by Engineers Canada for a specified future purpose or specified future contingencies. The two general categories of internally restricted net assets that are commonly used by not-for-profit organizations are:
  - **Strategic reserves** provide funding for, typically one-time, projects, investments or events that support the achievement of the organization's strategic priorities to allow for regular operations to continue in the year of these strategic initiatives. Strategic reserves should be aligned with the not-for-profit organization's strategic plan.
  - **Contingency reserves** mitigate the financial risk of a significant uncontrollable/unexpected negative event that would have an adverse impact on the financial position of a not-for-profit organization. These events typically cause an immediate and/or sustained decline in annual revenues or increase in expenses. A contingency reserve is held to provide funds to cover the cost of the contingency to allow the not-for-profit organization to maintain regular operations while responding to the negative event. The contingency reserve is normally supported by an official risk assessment performed by the not-for-profit organization.

- **Unrestricted net assets:** Net assets amounts that are not internally restricted and are not investments in capital assets and intangible assets. Unrestricted net assets are commonly viewed as the amount of liquid working capital needed for regular operations.



## 9 Board-approved documents and products

*Date of adoption: September 26, 2018 (Motion 5716)*

*Review period: Triennial*

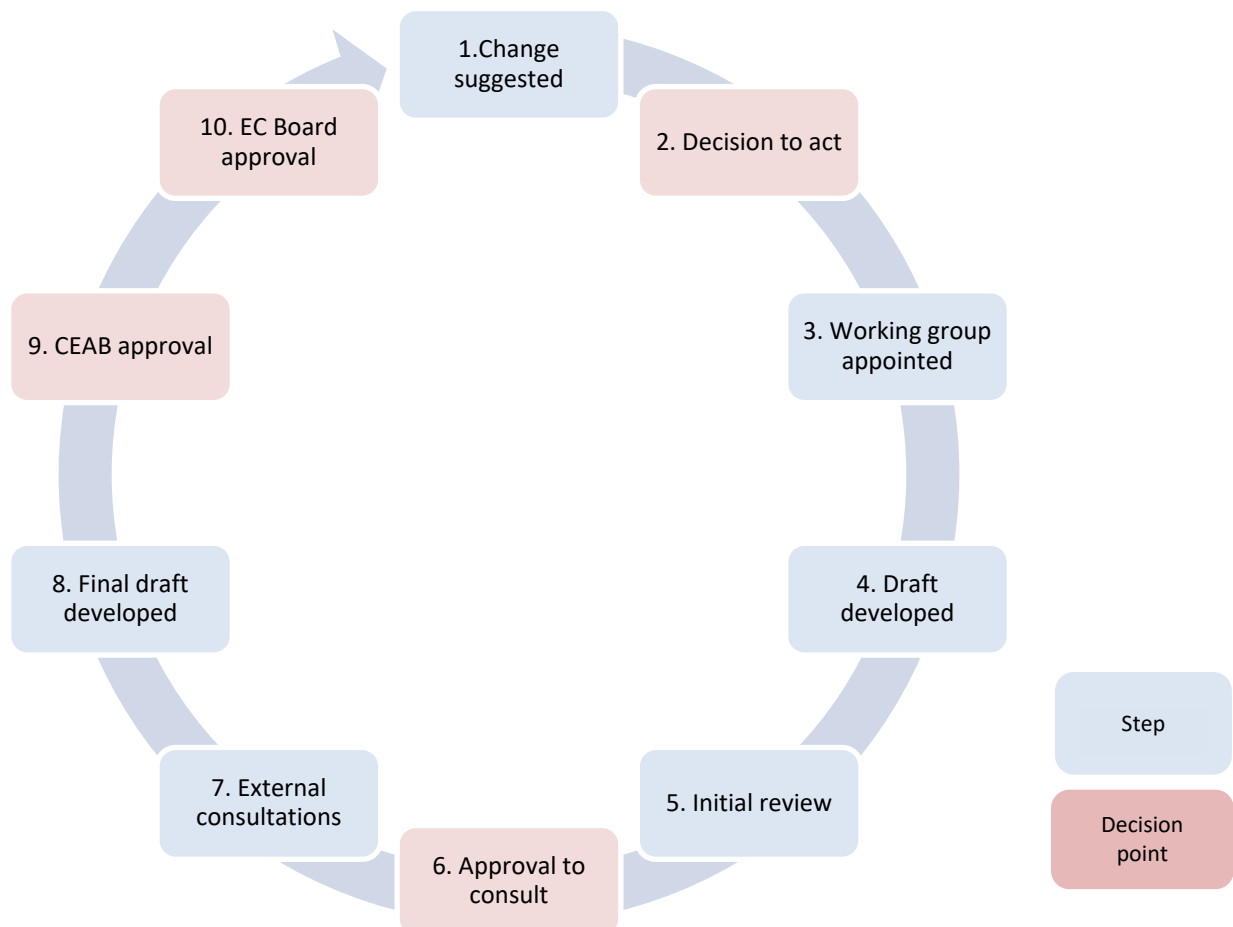
*Date of latest amendment: December 4, 2023 (Motion 2023-12-2D)*

*Date last reviewed: December 4, 2023*

The Board is responsible for the approval of some Engineers Canada products which are made available to the public. These products reflect the positions and policies of the engineering profession.

### 9.1 Accreditation criteria and procedures report

- (1) The *Accreditation Criteria and Procedures* report contains information for institutions seeking to have their programs become or remain accredited. It includes accreditation criteria (the standards that the higher education institutions must meet), as well as procedures for accreditation visits and decisions.
- (2) All accreditation criteria and procedures are developed by the Accreditation Board, with support from Engineers Canada staff. Multiple stakeholders are consulted during the development as follows:



### Accreditation Board criteria development process – step description

| Step                             | Description   |
|----------------------------------|---|
| <b>1. Change suggested</b>       | Changes may be brought forward by CEAB members, higher education institutions (HEIs), Regulators, or others. They are brought to a CEAB meeting for first consideration.  |
| <b>2. Decision to act</b>        | If the CEAB agrees that a potential change should be considered, the change is initially studied by the Policies & Procedures Committee (P&P)   |
| <b>3. Working group assigned</b> | If necessary, the P&P may set up a dedicated working group or task force to study the issue and make recommendations.   |
| <b>4. Draft developed</b>        | The suggested change is discussed, and draft wording is developed by staff, the working group/task group, the P&P, or a subset thereof.   |
| <b>5. Initial review</b>         | A first draft of the proposed change is brought to a meeting of the P&P for review and approval to present to the CEAB.<br>Some changes may be approved at the same P&P meeting, while more significant changes may require additional revisions.   |
| <b>6. Approval to consult</b>    | The proposed change is presented to the full CEAB for review and approval to consult with identified stakeholders (including but not limited to: Regulators, Engineering Deans Canada (EDC), EDC's Deans' Liaison Committee, HEIs, Canadian Federation of Engineering Students (CFES), or others, depending on the nature of the change). |
| <b>7. External consultation</b>  | Input on the proposed change is sought from identified stakeholders.  |
| <b>8. Final draft developed</b>  | Results from the consultation are reviewed by the working group / task force who initially studied the issue and further amendments may be considered. A final draft of the proposed change is recommended to the CEAB for approval.  |
| <b>9. CEAB approval</b>          | A reason for the proposed change along with a summary of the feedback received during the consultation is presented to the CEAB for review and approval.<br><br>The CEAB approves the proposed change and recommends it for approval by the Engineers Canada Board.   |
| <b>10. EC Board approval</b>     | The Engineers Canada Board reviews the change and approves it for inclusion in the next <i>Accreditation Criteria and Procedures</i> report.  |

- (3) **All new criteria and any criteria changes must receive Board approval.** Therefore, the accreditation criteria are a Board-approved product for which the Board is responsible.
- (4) The most recent Accreditation Criteria and Procedures reports can be found on Engineers Canada's website at: <https://engineerscanada.ca/accreditation/accreditation-resources>

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## 9 Board-approved documents and products

*Date of adoption: September 26, 2018 (Motion 5716)*

*Review period: Biennial*

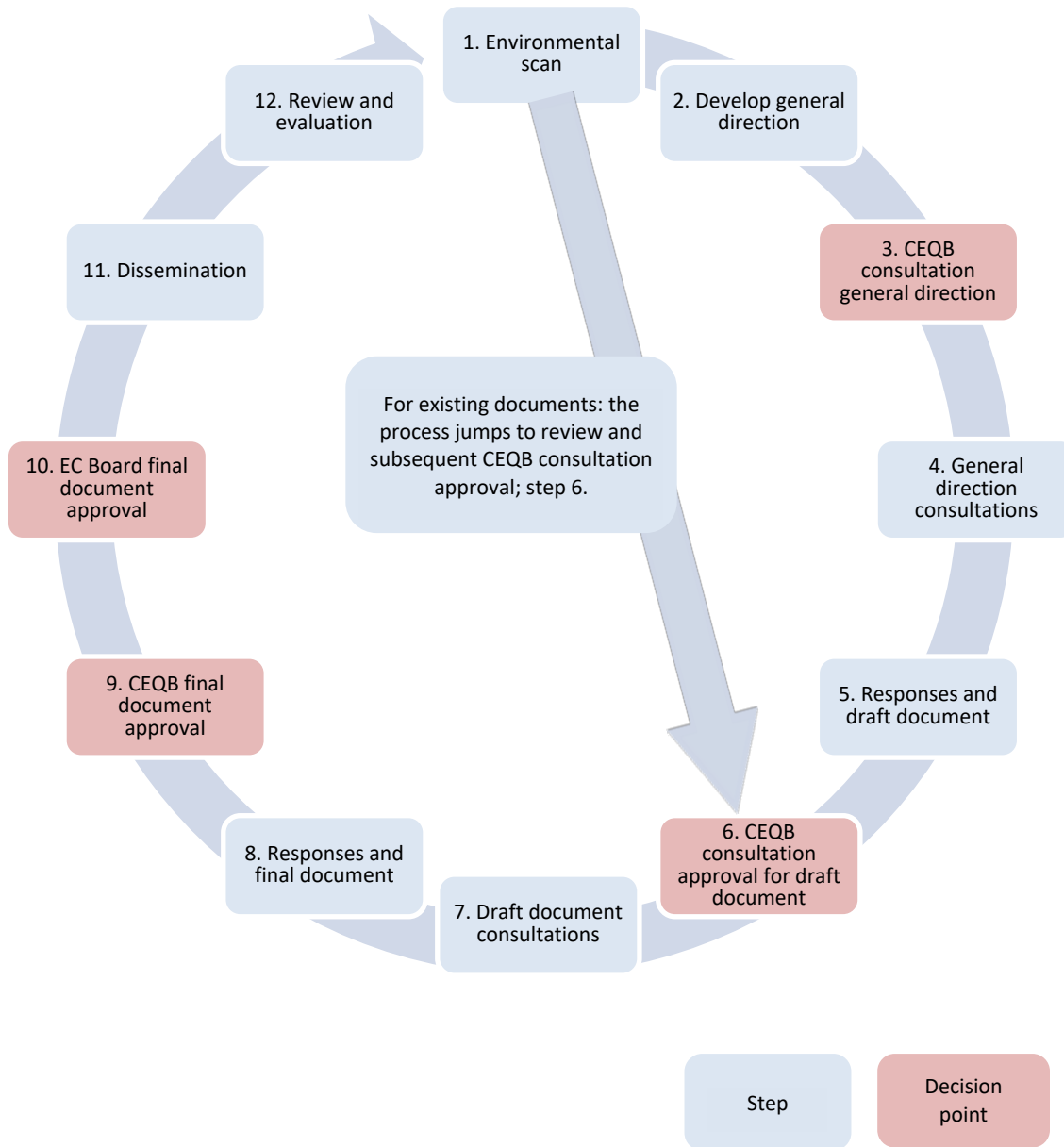
*Date of latest amendment: February 23, 2023 (Motion # 2023-02-5D)      Date last reviewed: February 23, 2023*

The Board is responsible for the approval of some Engineers Canada products that are made available to the public and governments. These products reflect the positions and policies of the engineering profession to those groups.

### 9.2 Qualifications Board products

- (1) The Qualifications Board produces and maintains guidelines, and Engineers Canada papers, which are approved by the Board.
- (2) Guidelines are recommendations for the Regulators and the public on:
  - a) professional requirements;
  - b) engineering / workplace practices that support and enhance the fundamentals of equity, diversity, and inclusion;
  - c) programs for members of the Regulators; and,
  - d) assessment tools for international graduates.
- (3) Guidelines outline general guiding principles which have a broad basis of consensus among Regulators. They provide guidance to the Regulators and also to individual engineers on various subjects and are intended to be detailed descriptions of best practices. A guideline may include both current practices and also agreed goals which are not yet achieved by some or all of the Regulators.
- (4) Engineers Canada papers are produced for Regulators with the intent to inform them concisely about a complex issue and present a stance on the matter. They are intended for distribution to the Regulators and can be publicly available or posted on the members-only section of the Engineers Canada website.
- (5) All Qualifications Board documents are developed by the Qualifications Board, with support from Engineers Canada staff.

(6) The Regulators are consulted extensively during the development of Qualifications Board products, in accordance with the Qualification Board’s consultation process as follows:



## Qualifications Board consultation process: Step descriptions

| Step   | Description   |
|--|---|
| <b>1. Environmental scan</b>                               | CEQB sub-committee conducts an environmental scan. For new documents, the sub-committee organizes a national workshop in Ottawa with Regulator staff, CEQB committee members, and experts to define the target audience, objectives, and general content. If it is for the review of an existing document, then the process jumps to review and subsequent CEQB consultation approval in step 6.  |
| <b>2. Develop general direction</b>                        | CEQB writes guiding principles, which are presented in the general direction document.  |
| <b>3. CEQB consultation approval for general direction</b> | CEQB approves the general direction for consultation.   |
| <b>4. General direction consultations</b>                  | <p>CEQB sends a request for feedback to the:</p> <ul style="list-style-type: none"> <li>• CEO Group (all documents)</li> <li>• National Admission, Practice, and Discipline &amp; Enforcement Officials Groups (documents pertaining to their specific mandates)</li> <li>• Canadian Engineering Accreditation Board (documents pertaining to its mandate)</li> </ul> <p>CEQB presents to these groups when relevant. It informs the Engineers Canada Board by email.</p> |
| <b>5. Responses and draft document</b>                     | CEQB sub-committee reviews all the feedback, prepares the committee's response to each comment, and develops a draft document. CEQB posts the table on the consultation webpage and shares it with the officials' groups and individuals that submitted feedback before CEQB approves the draft document for consultation.  |
| <b>6. CEQB consultation approval for draft document</b>    | CEQB approves the draft document for consultation.  |
| <b>7. Draft document consultations</b>                     | <p>CEQB sends a request for feedback to the:</p> <ul style="list-style-type: none"> <li>• CEO Group (all documents)</li> <li>• National Admission, Practice and Discipline &amp; Enforcement Officials Groups (documents pertaining to their specific mandates)</li> <li>• Canadian Engineering Accreditation Board (documents pertaining to its mandate)</li> </ul> <p>CEQB presents to these groups when relevant. It informs the Engineers Canada Board by email.</p>  |
| <b>8. Responses and final document</b>                     | CEQB sub-committee reviews all the feedback, prepares the committee's response to each comment, and develops a final document. CEQB posts the table on the consultation webpage and shares it with the officials' groups and individuals that submitted feedback before CEQB approves the draft document for consultation.  |

| Step  | Description   |
|---|---|
| <b>9. CEQB final document approval</b>      | CEQB reviews the final version of the draft document and approves it for Engineers Canada Board approval and subsequent dissemination. If it is an examinations syllabus, Engineers Canada staff upload it to the Engineers Canada website. |
| <b>10. EC Board final document approval</b> | Engineers Canada Board reviews the draft document and approves it for public or members-only distribution. Engineers Canada staff upload the document to the Engineers Canada website.  |
| <b>11. Dissemination</b>                    | Engineers Canada staff disseminate the approved document through diverse communication tactics such as emails, newsletter articles, Twitter, Facebook, and LinkedIn posts.  |
| <b>12. Review and evaluation</b>            | CEQB monitors reaction to the document and its implementation. After five years, CEQB reviews the document, in priority order, as identified by Regulators through the work plan consultation process.                                      |

(7) **All guidelines and Engineers Canada papers produced by the Qualifications Board must receive Board approval.** Therefore, these guidelines are a Board-approved product for which the Board is responsible.

(8) All Qualifications Board documents can be found on Engineers Canada’s website at: <https://engineerscanada.ca/regulatory-excellence/national-engineering-guidelines>

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## 9 Board-approved documents and products

*Date of adoption: March 1, 2019 (Motion 5736)*

*Review period: Triennial*

*Date of latest amendment: February 24, 2021 (Motion 2021-02-7D)*

*Date last reviewed: February 25, 2022*

The Board is responsible for the approval of some Engineers Canada products which are made available to the public and governments. These products reflect the positions and policies of the engineering profession to those groups.

### 9.3 National Position Statements

- (1) National Position Statements (NPSs) reflect the engineering profession’s consensus position on key issues relating to the public interest in the practice of professional engineering. Each year, new NPSs are developed, and existing ones are reviewed to ensure that they remain current and relevant. These NPSs:
  - a) represent the collective position of the engineering profession;
  - b) are used by Engineers Canada staff in discussion with government; and,
  - c) influence public policy.

#### 9.3.1 Development of National Position Statements

- (1) Responsibility for the development of NPSs rests with the CEO. Consideration should be given to new and existing issues facing the engineering profession. In addition, existing NPSs should be reviewed and updated on a regular basis.
- (2) The CEO should develop an annual workplan for the development of new NPSs and the updating of existing ones. The CEO must ensure that the Regulators are consulted on the proposed workplan prior to it being submitted to the Board for approval (usually at the Board’s spring (May) meeting).
- (3) Likewise, the Regulators must be consulted upon on all new and updated NPSs before they are submitted to the Board for approval.
- (4) NPSs are a Board-approved product for which the Board is responsible.
- (5) NPSs can be found on Engineers Canada’s website at:  
<https://engineerscanada.ca/public-policy/national-position-statements>.

#### 9.3.2 Archiving of National Position Statements

- (1) Engineers Canada’s NPSs that are no longer actively used will be removed from Engineers Canada’s public website and stored internally at Engineers Canada. The CEO will ensure all NPSs are reviewed on an annual basis and any recommendations for archiving will be sent to the Board, for information.
- (2) NPSs that have been archived should be retained within Engineers Canada’s document management system and not on the public facing website. These NPSs should be searchable by staff so that files can be easily located, updated, and returned to the public website on an “as-needed” basis, pending Board approval.