



Professional Engineers
Ontario

Council Meeting

506th Meeting of Council
of Professional Engineers Ontario

to be held on

Saturday, April 30, 2016
3:00 p.m. – 5:00 p.m.

Fairmount Royal York
100 Front Street West
Canadian Room, Main Mezzanine
Toronto, Ontario

Briefing Note - Decision

C-506-1

APPROVAL OF AGENDA

Purpose: To approve the agenda for the meeting.

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

That:

- a) the agenda, as presented to the meeting at C-506-1, Appendix A be approved; and*
- b) the Chair be authorized to suspend the regular order of business.*

Prepared by: Dale Power – Secretariat Administrator

Appendices:

- Appendix A – 506th Council meeting agenda

C-506-1
Appendix A

Agenda

506th Meeting of the Council Professional Engineers Ontario

Date: Saturday, April 30, 2016
Time: 3:00 p.m. – 5:00 p.m.
Place: Fairmont, Royal York Hotel, 100 Front Street West, Toronto
Canadian Room, Main Mezzanine

	Description	Type
	PRESIDENT'S OPENING REMARKS AND CALL TO ORDER	
1.	APPROVAL OF THE AGENDA	Decision
2.	SPECIAL RULES OF ORDER	Decision
3.	APPOINTMENT OF COUNCIL MEETING CHAIR	Decision
4.	APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE	Decision
5.	APPOINTMENT OF VICE PRESIDENT	Decision
6.	APPOINTMENT OF COUNCILLORS TO EXECUTIVE COMMITTEE	Decision
	a) Setting the Number of Councillors on the Executive Committee	Decision
	b) Election	Decision
7.	APPOINTMENT OF COUNCILLORS TO BOARD COMMITTEES FOR 2016-2017	Decision
8.	IN-CAMERA	
	a) Ontario Professional Engineers Award Nominations	Decision
	b) Registrar's Performance Objectives for 2016	Decision
9.	COUNCILLOR ITEMS	Information
	CONCLUSION	

Councillors Code of Conduct

Council expects of itself and its members ethical, business-like and lawful conduct. This includes fiduciary responsibility, proper use of authority and appropriate decorum when acting as Council members or as external representatives of the association. Council expects its members to treat one another and staff members with respect, cooperation and a willingness to deal openly on all matters.

PEO is committed that its operations and business will be conducted in an ethical and legal manner. Each participant (volunteer) is expected to be familiar with, and to adhere to, this code as a condition of their involvement in PEO business. Each participant shall conduct PEO business with honesty, integrity and fairness and in accordance with the applicable laws. The Code of Conduct is intended to provide the terms and/or spirit upon which acceptable/unacceptable conduct is determined and addressed.

At its September 2006 meeting, Council determined that PEO volunteers should meet the same obligations and standards regarding conduct when engaged in PEO activities as they are when engaged in business activities as professional engineers.

[s. 2.4 of the Council Manual]

Upcoming Events

Thursday, Friday and Saturday, June 2–4, 2016 – Council Retreat
Waring House Inn, Picton, ON

Council Meetings¹

Thursday and Friday, June 23 – 24, 2016
Thursday and Friday, September 22 - 23, 2016
Thursday and Friday, November 17 – 18, 2016²

¹ Plenary Sessions - Thursdays – reception/dinner 5:30 p.m. – session 7:00 p.m. – 9:00 p.m.;
Council meetings – Fridays 9:00 a.m. – 4:00 p.m.

² Held in conjunction with the Chapter Leaders Conference and OPEA Gala

Briefing Note – Decision

SPECIAL RULES OF ORDER

Purpose: To consider the *Special Rules of Order* for meeting conduct for 2016-2017.

Motion to consider: (requires a two-thirds majority of votes cast to carry)

That the Special Rules of Order, as presented to the meeting at C-506-2, Appendix A, to be effective immediately and to remain in effect until the close of business at the 2017 Annual General Meeting, be approved.

Prepared by: Ralph Martin, Manager, Secretariat

1. Need for PEO Action

Section 25(1) of By-Law No. 1 requires that all meetings of the association are to be governed by *Wainberg's Rules of Order*. These rules may be amended by passing *Special Rules of Order*, which supersede *Wainberg's*, and which remain in effect only until the close of business at the next Annual General Meeting.

Adopting *Special Rules* provides guidance on how to deal with certain situations that arise in meetings where PEO convention varies from the rules contained in its parliamentary authority, *Wainberg's Rules of Order*, or on which *Wainberg's* is silent.

Adopting *Special Rules* also provides consistency on how such matters may be handled at all meetings of the association.

Section 25(3) of By-Law No. 1 requires that, at the first meeting of Council following the Annual General Meeting, all *Special Rules*, which were in force immediately before the close of business at the Annual General Meeting, are to be presented to Council for adoption and/or amendment, if it so wishes. Consequently, Council may approve the *Special Rules* for the next Council year at this time.

No changes are being proposed to the *Special Rules* that were in effect the previous year.

2. Recommendation

That the Special Rules be approved.

3. Next Steps

If approved by Council, all Committee Chairs and staff will be notified of any approved *Special Rules* for the 2016-2017 Council year.

4. Peer Review & Process Followed

Process Followed	Per Section 25.(3) of By-Law No. 1
Council Identified Review	Council is the appropriate peer group.
Actual Motion Review	N/A

5. Appendices

- Appendix A – Draft *Special Rules* for the 2016-2017 Council year



SPECIAL RULES OF ORDER

AT

PEO MEETINGS

2016-2017

1. INTRODUCTION

With the adoption of *Wainberg's Society Meetings* as the parliamentary authority to govern how meetings of members, Council and committees are to be conducted, few *Special Rules of Order* are required. *Special Rules* are rules that are adopted to vary *Wainberg's* or to deal with special situations that may arise at meetings but that are not covered in *Wainberg's*. Others are an expansion of the minimum requirements of By-Law No. 1. In any event, the *Special Rules of Order* supersede *Wainberg's*.

All members of Council and committees are required to know and abide by both *Wainberg's Society Meetings* and the *Special Rules*.

2. RECONSIDERING AND RESCINDING MOTIONS

A two-thirds majority vote is required to reconsider or rescind a resolution made during the same Council year.

A motion to reconsider or rescind a resolution made outside the same Council year requires the same majority vote to pass as the resolution which it seeks to have reconsidered or rescinded.

3. RECORDING OF ROLL CALL VOTES

All roll call votes of Council are to be recorded in the minutes of Council meetings in such a way that members can determine how each Councillor voted on a particular motion.

4. PROCEDURES FOR BOARD APPOINTMENTS

The following procedures are to be used when making board appointments:

1. At least three weeks prior to the meeting at which such appointments are to be made; the Registrar will request Councillors to express their interest in serving as Council Meeting Chair, Vice President and on Board Committees.
2. At the meeting, the Chair will ask for additional nominations. If none is received, the Chair will declare the nominations closed. Nominations may be closed by the Chair without the need for a motion. A nomination does not require a seconder.
3. Each candidate will be asked if he/she consents to the nomination.

4. A Councillor who is absent from the Council meeting at which a position is to be filled may be nominated, provided such Councillor has provided at least three days prior written notification to the Chief Administrative Officer that he/she consents to the nomination and agrees to serve in that capacity, if appointed as well as any comments the candidate might otherwise provide at the meeting in support of his/her nomination.
5. Each nominee will be afforded an opportunity to make a brief (3 minutes) personal introduction should they so wish. The Chair will read any comments received from absent nominees.
6. Councillors will vote for the number of positions available (e.g. – Vice President – select one name; Finance Committee – select five names), by secret vote, from among the nominees. Voting will be in accordance with By-Law No. 1, s.25(4).
7. Upon completion of the vote, the results will be presented and the Chair will declare the nominee(s) with the most votes elected.
8. Where there is only one nominee for a position, or the number of nominees equals the number of positions available, the Chair shall declare the nominee(s) elected.
9. Where the number of nominees received exceeds the number of positions available, the nominees receiving the greatest number of votes cast for the number of positions available shall be declared elected by the Chair.
10. In the event there is a tie in the last position available, a run-off vote will be conducted in accordance with paragraphs 6 and 7 and the nominee receiving the greatest number of votes cast shall be declared elected by the Chair.
11. If applicable, ballots cast will remain with the Secretariat until a motion to destroy the ballots has been passed by Council.

APPOINTMENT OF COUNCIL MEETING CHAIR

Purpose: To appoint a Council Meeting Chair for the 2016-2017 Council year.

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

That [name to be inserted at the meeting] be appointed the Council Meeting Chair for the 2016-2017 Council year or until his or her successor is appointed.

Prepared by: Ralph Martin, Manager, Secretariat

1. Need for PEO Action

At its February 2011 meeting, Council approved a process for annually selecting a Council Meeting Chair (Appendix A).

The process requires that Council annually appoint its Meeting Chair at the first Council meeting following the Annual General Meeting.

Those wishing to put their name forward for the position of Council Meeting Chair had until April 18, 2016 to submit their names. A list will be circulated at the meeting. In addition, at the meeting, the Chair will ask for additional nominations.

Voting for the Council Meeting Chair will be done in accordance with the Special Rules.

2. Peer Review & Process Followed

Process Followed	As per the February 2011 Council meeting wherein a motion was passed that: <i>Council will annually elect a meeting chair from among the members of Council.</i>
Council Identified Review	Council is the appropriate peer group.
Actual Motion Review	N/A

3. Appendices

Appendix A – Role, Responsibilities and Selection Process for a Council Meeting Chair

Appendix A – Role, Responsibilities and Selection Process for a Council Meeting Chair

Council Meeting Chair Role and Responsibilities

In general accordance with *Wainberg's Rules of Order*¹, the chair will:

1. Preside over meetings of Council “to keep the meeting going in a legal and democratic manner.”²
2. Ensure Council discussions are focused on the agenda.
3. Encourage full Councillors’ participation.
4. Be the role model in good governance for the rest of Council.
5. Consult with the President, CEO/Registrar and governance staff regarding the agendas and associated background.
6. Have a strong working knowledge of the Council Manual, *Wainberg's Rules of Order* and *PEO's Special Rules*, as they apply to Council meetings.

Section Process

1. Annually, Council will first select its Meeting Chair at its meeting following the Annual General meeting.
2. The Meeting Chair, who must be a member of Council, will serve at the pleasure of Council for a one-year term; however, the Council Meeting Chair may be removed by two-thirds vote of Council.
3. The Past President will conduct the vote in accordance with PEO procedure.
4. The President may also be appointed by Council to also serve as Meeting Chair.

¹ Wainberg's Rules of Order, Chapter 10, “The Chair”

² Wainberg's Rules of Order – page 55

APPOINTMENT OF CHAIR OF REGIONAL COUNCILLORS COMMITTEE

Purpose: To approve the Chair of the Regional Councillors Committee for the 2016-2017 Council year.

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

That [name to be inserted at the meeting] be appointed as Chair of the Regional Councillors Committee, effective immediately and to hold office until the close of business at the 2017 Annual General meeting.

Prepared by: Ralph Martin – Manager, Secretariat

1. Need for PEO Action

Regional Councillors Committee (RCC) has been designated as a board committee.

The Terms of Reference for the RCC prescribe that the Committee be composed of the ten elected members from each of the five regions. Because of the composition, its membership and operations are aligned to the Council year. Non-board committees are aligned with the calendar year.

The Terms of Reference also require that the chair is to be elected by and from among members of the RCC for a one-year term. The Committees and Task Forces Policy requires that chairs of committees be ratified by Council.

The RCC historically has met immediately following the Annual General Meeting for the purpose of appointing a Chair for the ensuing Council year. The appointment is ratified by Council at the first meeting following the Annual General Meeting prior to the appointment of the appointed Vice President and election of Councillors to the Executive Committee.

Council is being asked to approve the appointment of the Chair of the Regional Councillors Committee at this time.

2. Recommendation

That Council approve the appointment of the Chair of the RCC

3. Peer Review & Process Followed

Process Followed	Per the RCC Terms of Reference.
Council Identified Review	Council is the appropriate peer group.
Actual Motion Review	N/A

APPOINTMENT OF VICE PRESIDENT

Purpose: To appoint a Vice President for the 2016-2017 Council year.

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

That [name to be inserted at the meeting] be appointed as Vice President for the 2016-2017 Council year.

Prepared by: Ralph Martin – Manager, Secretariat

1. Need for PEO Action

Section 3(1)2 of Regulation 941 under the *Professional Engineers Act* (Appendix B) requires that Council elect a Vice President from among its Councillors who are members of the Association at a meeting to be held after the close of business and on the day of the Annual Meeting of members or within thirty days thereafter. Non-member Lieutenant Governor-in-Council appointees are excluded from the office of Vice President under this Regulation.

Those wishing to put their name forward for the position of Vice President appointed had until April 18, 2016 to submit their names. A list will be circulated at the meeting. In addition, at the meeting, the Chair will ask for additional nominations.

A list of eligible Councillors is attached at Appendix A.

The procedures for appointing Councillors to board positions and committees will be in accordance with the Special Rules.

2. Proposed Action / Recommendation

It is recommended that Council conduct the election of a Vice President in accordance with the Special Rules.

3. Next Steps (if motion approved)

The Voting procedures to appoint a Vice President will be in accordance with the Special Rules.

4. Peer Review & Process Followed

Process Followed	Per Section 3.(1) 2 of Regulation 941 under the <i>Professional Engineers Act</i> .
Council Identified Review	Council is the appropriate peer group.
Actual Motion Review	N/A

5. Appendices

- Appendix A – List of eligible Councillors for Vice President
- Appendix B – Referenced sections of the *Professional Engineers Act* and Regulation 941

Appendix A – Councillors Eligible to serve as Vice President

Eligible to serve as Vice President
Christian Bellini, P.Eng.
Ishwar Bhatia, P.Eng.
Guy Boone, P.Eng.
David Brown, P.Eng.
Danny Chui, P.Eng.
Roydon Fraser, P.Eng.
Santosh Gupta, P.Eng.
Rick Hilton, P.Eng.
Gary O. Houghton, P.Eng.
Roger Jones, P.Eng.
Ewald Kuzcera, P.Eng.
Dan Preley, P.Eng.
Changiz Sadr, P.Eng.
Rakesh Shreewastav, P.Eng.
Marilyn Spink, P.Eng.
Noubar Takessian, P.Eng.
Warren Turnbull, P.Eng.
Michael Wesa, P.Eng.

Appendix B - Referenced Sections of the *Professional Engineers Act* and Regulation 941

Section 3(1)2 of Regulation 941 under the *Professional Engineers Act*

3. (1) There shall be the following additional officers of the Association:
 2. A vice-president, who shall be appointed annually by Council from among its members elected or appointed under clause 3 (2) (a) or 3 (2) (b) of the Act at a meeting of Council to be held after the close of business and on the day of the annual meeting of Members or within thirty days thereafter.

S.3.(2) of the *Professional Engineers Act*

3. (2) The Council shall be composed of,
 - (a) not fewer than fifteen and not more than twenty persons who are members of the Association and who are elected by the members of the Association as provided by the regulations;
 - (b) not fewer than five and not more than seven persons who are members of the Association and who are appointed by the Lieutenant Governor in Council;

APPOINTMENT OF COUNCILLORS TO EXECUTIVE COMMITTEE

- a) Setting the number of Councillors to serve on the Executive Committee
- b) Election

Purpose: To set the number of additional Councillors to serve on the Committee, and to elect additional Councillors to serve on the Executive Committee.

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

- 1. *That the number of additional Councillors to serve on the Executive Committee be set at two.*
- 2. *That [names to be inserted at the meeting] be elected as additional members to the Executive Committee for the 2016-2017 Council year.*

Prepared by: Ralph Martin – Manager, Secretariat

1. Need for PEO Action

Section 28.(1)(e) of Regulation 941 under the *Professional Engineers Act* (Appendix A) requires that Council appoint one or more other members of Council, in addition to the president, president-elect, immediate past president and the two vice presidents, to serve on the Executive Committee. Council must, therefore, first decide on the number of additional Councillors to serve on the Committee. Last year, this number was set at two.

Section 28.(1.1) of Regulation 941 requires that at least one member appointed by the Lieutenant Governor be appointed to the Executive Committee.

It is proposed that Council first elect a Lieutenant Governor Appointee (LGA) to the Committee before proceeding to elect any other members of Council to the Committee. Separate elections will be held for each of the successive positions remaining once the LGA election to the Executive Committee has taken place.

The procedures for electing members to serve on the Executive Committee will be in accordance with the Special Rules.

Those wishing to put their name forward to serve on the Executive Committee had until April 18, 2016 to submit their names. A list will be circulated at the meeting. In addition, at the meeting, the Chair will ask for additional nominations.

2. Peer Review & Process Followed

Process Followed	Per Section 28.(1)(e) and 28.(1.1) of Regulation 941 under the PEA.
Council Identified Review	Council is the appropriate peer review group.
Actual Motion Review	N/A

3. Appendices

Appendix A – Sections 28.(1) and 28.(1.1) of Regulation 941 under the *Professional Engineers Act*

Regulation 28 under the *Professional Engineers Act*

Executive Committee

28. (1) The Executive Committee shall consist of,

- (a) the president;
- (b) the president-elect;
- (c) the immediate past-president;
- (d) the two vice-presidents; and
- (e) one or more other members of the Council from time to time appointed by the Council. R.R.O. 1990, Reg. 941, s. 28 (1).

(1.1) The Council shall ensure that at least one member appointed to the Council by the Lieutenant Governor in Council is appointed under clause (1) (e) at any given time. O. Reg. 205/09, s. 1.

(2) Three members of the Executive Committee, at least one of whom shall be a person named in clause (1) (a), (b) or (c), constitute a quorum. R.R.O. 1990, Reg. 941, s. 28 (2).

APPOINTMENT OF COUNCILLORS TO BOARD COMMITTEES FOR 2016-2017

Purpose: To elect Councillors to Board committees.

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

- 1. That the Audit Committee appoint [5-7, insert number] Council members to its roster.**
 - 2a. That [five-seven names to be inserted at the meeting] be elected as members to the Audit Committee for the 2016-2017 Council year.**
 - 2b. That [four names to be inserted at the meeting] be elected as members to the Finance Committee for the 2016-2017 Council year.**
 - 2c. That [two names to be inserted at the meeting] be elected as members to the Human Resources Committee for the 2016-2017 Council year.**
 - 2d. That [five names to be inserted at the meeting] be elected as members to the Legislation Committee for the 2016-2017 Council year.**
 - 2e. That [three names to be inserted at the meeting] be elected as members to the OSPE-PEO Joint Relations Committee for the 2016-2017 Council year.**
 - 2f. That [one name to be inserted at the meeting] be elected as a member to the OSPE Advocacy Committee for the 2016-2017 Council year.**

Prepared by: Ralph Martin – Manager, Secretariat

1. Need for PEO Action

Annually, Council elects the requisite number of Councillors to five Board Committees and a representative to the OSPE Advocacy Committee.

Those wishing to put their name forward for positions on the Board Committees and the OSPE Advocacy Committee had until April 18, 2016 to submit their names. A list will be circulated at the meeting. In addition, the Chair will ask for additional nominations at the meeting.

- **Five to Seven (5-7)** Councillors are to be appointed to the **Audit Committee**.
- **Four (4)** Councillors are to be appointed to the **Finance Committee**.
- **Two (2)** additional Councillors to be appointed to the **Human Resources Committee**.
- **Five (5)** Councillors are to be appointed to the **Legislation Committee**.
- **Three (3)** Councillors are to be appointed to the **OSPE-PEO Joint Relations Committee**
- **One (1)** Councillor is to be appointed to the **OSPE Advocacy Committee**

Voting will be conducted in accordance with the Special Rules.

2. Peer Review & Process Followed

Process Followed	Section 3.1 of the Committees and Task Forces Reference Guide states that “Most committees and task forces operate on the calendar year [non-board committees]. Certain committees, however, (Executive, Audit, Finance, Human Resources, Legislation, OSPE-PEO Joint Relations, Regional Councillors [board committees]) follow the Council year because membership on these committees is determined by Council elections. The year for these committees begins with the first Council meeting following the PEO Annual General Meeting. ...”
Council Identified Review	Council is the appropriate peer group.
Actual Motion Review	N/A

In Camera Session

In-camera sessions are closed to the public