

## Society Board Meeting Report

**At the virtual meeting of the Board of Directors on September 24, 2020 the following decisions and reports were made:**

### **Board Governance Session**

Jack Shand, of the Portage Group facilitated a session on Board Governance. He reviewed the fundamentals of governance, highlighting the mandates of both OSPE and Professional Engineers Ontario (PEO), as well as the roles of the President, CEO and Board of Directors. He also reviewed best practices with respect to operating principles for the Board and a potential Oath of Office. Discussion ensued. It was agreed that the Board Development and Strategic Planning Committee (BDSP) would review the Oath and present a proposal to the Board for approval.

### **Competency Based Boards Elections Process**

J. Shand noted that he had met with the BDSP Committee to discuss the new Board Director nomination and election process. He had presented the Committee with research from other Canadian associations in the not-for-profit sector. He noted best practices and made recommendations, which have been included in the package. Discussion ensued.

### **Report from the Chair**

The Chair reviewed her report, which was provided in the meeting package. OSPE held Virtual Town Hall meetings to engage members, to address issues with the first economic recovery letter, and to keep members updated with respect to the second and third letters. These events were well received and will continue. A Town Hall meeting was also held for non-members to help determine what they are looking for from OSPE. Their questions were focused on how to get jobs and gain the experience required by PEO. The Chair included the concerns submitted by non-members in her report. T. Murad noted that the individuals attending these events are not representative of all professional engineers. D. Carnegie suggested solution identification instead of problem identification when engaging with members and non-members. The Chair highlighted the need to clarify roles between OSPE and PEO as there is still a lot of confusion. The Joint Relations Committee (JRC) had previously developed a partnership statement, which is currently being updated, and will be shared with members of both organizations.

The Chair referred to a 2015 report on the crisis in Ontario's engineering labour market and encouraged Directors to review it. S. Tessier noted this report had a negative reaction from Ontario's Deans. The Chair noted that this report will be updated when new census data becomes available.

The Chair acknowledged that there has been some confusion amongst the members of the Board with respect to the purpose of certain strategies. For example, what are we advocating for, what are the priorities, how are we performing? She suggested having a strategy document within the consent agenda for Board member to be able to reference and review. D. Carnegie noted that the ability to track the strategic plans initiatives and their performance indicators will help eliminate drift.

The Covid-19 Economic Recovery Working Group sent its final letter regarding long-term recommendations. The recommendations were included in her report and reviewed by the Board.

She noted that she had brought the issue of mandatory continued professional development to the JRC at their most recent meeting. PEO was not able to give any details or a timeline and our

previous letter has not initiated any action to date. D. Carnegie suggested following up the first letter by sending letters to the Councillors Appointed by the Lieutenant Governor General.

She concluded noting that the pandemic has affected OSPE's business, especially events, membership, the Ontario Engineering Academy (OEA), Exchange Hubs and Affinity programs.

### **Report from the CEO**

The CEO, S. Perruzza, provided a written report that was included in the board package, highlighting operational, membership and advocacy updates. He noted the office remains closed, staff are working from home and will likely continue to do so until the end of the year. There has been a membership drop, with a year-end projected loss. Due to COVID this is in line with other associations based on research conducted by the Canadian Society of Association Executives. Regarding advocacy, conversations with government have shifted from the Covid-19 shutdown to economic restart. Skilled trades have been a focus, and he emphasizes the need for engineers to design the infrastructure. He noted that he has been speaking with the opposition on this and has been invited by the Deputy Minister of the Ministry of Labour and Skills Development to attend a consultation. OSPE has received a tremendous amount of media attention on the report regarding curtailed energy.

OSPE, along with Halmyre and DIG Insights, have conducted a survey with members, non-members, and employers. We will hold a separate meeting for those who are interested in reviewing the results. He highlighted diversity as an issue of importance to several groups as well as salaries, lack of decision making and declining public perception. The Membership Advisory Committee (MAC) will also be reviewing this report.

He highlighted a research project with the University of Toronto and ILead focused on leadership and engineers, and a labour market study with Mercer. A. Wojtyla added the leadership data will be useful for the Diversity and Inclusion's leadership subgroup and requested that the labour market study be inclusive.

The CEO noted a member has privacy concerns with PEO as they feel that their practices are not in line with the Privacy Act. He has connected the member with PEO Registrar, Johnny Zuccon. PEO's Chief legal counsel will conduct a comparative review of the Act and their practices and give the member a statement. The CEO has been invited to review the Privacy Act as it relates to association data.

### **Report from the Treasurer**

The Treasurer, R. Clifton reviewed the report, which was provided in the meeting package. He noted for the period ending June 30, 2020 the balance sheet is healthy and the forecast is in line with budget. He added that OSPE is applying for COVID-19 government funding. Membership, affinity, and event revenues are down due to Covid-19. He noted membership revenues will reflect the membership loss next year as they are deferred. Our government funded projects funding is down as the programs ended and were not renewed by the new Conservative government. OSPE has submitted to the federal government for future programs, but they have not yet been approved. T. Murad expressed concern regarding ending the year in a deficit. It was determined this topic would be discussed during the 2021 Budget discussion.

### **Report from the Membership Advisory Committee**

B. Shukla reviewed the membership report and plan, which was provided in the meeting package. He noted there has been a membership decline, which is in line with other not-for-profit organizations. The membership plan phases include acquisition for professionals, mid-career and internationally trained engineers, retention for associates, win back for lapsed and suspended members and activation for all current members. He added key messages are targeted at different markets.

N. Burgwin presented a review of the data related to membership. He noted his goal was to know who our members are, what data we have, and what is the target market to chase. Most of the data OSPE collects is optional for members to input, and therefore, OSPE does not have a good understanding of who our members are. He also reviewed data from Engineers Canada and PEO to determine OSPE's total available market. He emphasized the need to determine OSPE's serviceable addressable market and serviceable obtainable market to determine the realistic potential for membership growth. Discussion ensued.

## **Advocacy Committees/Task Forces: Update**

### Energy

The Chair of the Energy Task Force, Emily Thorn-Corthay joined the call to provide an update to the Board on their initiatives. She noted OSPE supported the short-term removal of tiered electricity rates due to Covid-19, however also promoted our retail electricity price reform report. OSPE has met with the Assistant Deputy Minister and although the report technically makes sense, there is a larger political problem. OSPE may try meeting with Opposition Critics as a next step. The Chair, R. Aimey suggested connecting with manufacturing, transit industries and bitcoin miners to see if they would be interested in the program.

The Task Force Chair noted that the Task Force is working on an additional two reports regarding clean thermal energy, and electrical and thermal energy storage. Both initiatives will produce a full report, a summary report, and a one-page briefing.

### Research and Innovation

The Chair of the Research and Innovation Task Force, N. Burgwin reviewed the Task Force's current four initiatives. Phase 2 of the safety, ethics, and certification of remotely piloted autonomous systems and autonomous vehicles report is currently being reviewed and will be released in early November. A presentation will be prepared on data and will result in several white papers. The 5G subgroup contributed an article to The Voice in September and the group will now be focusing on the municipal impact of 5G. Finally, a new initiative regarding funding has just begun.

### Environment

The Chair of the Environment Committee, D. Carnegie noted the Task Force members created white papers individually during the summer. Trends have emerged in the topics of the white papers, and will create initiatives on water, climate change and circular economy. They also prepared two government submissions. He added that they are in need of an environmental assessment subject matter expert.

## **Strategy Discussion - Risk Registrar**

The Chair of the Board Development and Strategic Planning Committee, T. Murad reviewed the risk heat map and noted that the Committee developed four new risks and mitigation associated with the impact of Covid-19.

## **2021 Board of Directors' Election Process: Approval**

V. Mueller noted that as per the last Annual General Meeting, OSPE has moved to a competency-based board nomination and elections process. She noted it is imperative to have a transparent process. The BDSP Committee worked with Jack Shand to develop a detailed nomination elections package to be distributed via polybag with December's issue of The Voice magazine. It will also be emailed to the entire membership and available on our website. She reviewed the package, which includes: a letter from the Nominations Committee Chair, OSPE's Values, OSPE's Strategic Pillars, Nomination process and timing, important information document, eligibility criteria, procedures, nomination form and instructions for candidate bio and statement.

The Chair of the Nominations Committee, A. Gkalimani noted a missing word, 'slate' on the second page of the timing document. D. Carnegie identified an error on the sectors and regions document,

noting 2019 should be updated to 2021. He also suggested adding clarity to the procedures document for additional transparency. It was agreed to add 'Criteria will be based on sectors, regions and competency' to bullet #5 of point 1 of the procedures. Further details regarding the Nominations Committee proposed candidates also being required to complete the application package.

The OSPE Board approved the 2021 Board of Directors' Election Process as recommended by the Board Development and Strategic Planning Committee as amended.

### **Ontario Engineering Academy Steering Committee (OEA)**

The Chair of the OEA, L. Yu noted that the Steering Committee discussed how Covid-19 has had a current and long-term impact on the program. The Committee will focus on the core offerings as they are programs with continued uptake. Additional course offerings will be available if the course can run without a deficit. She highlighted the need to partner with organizations to reduce the risk to OSPE. She also noted this approach will help determine what courses OSPE could offer to meet the needs of our customers. T. Murad disagreed with this plan and suggested an investment should be made as the academy should be a tool to attract more members. He suggested the lack of a go-to-market plan is the reason for the loss and not Covid-19. R. Clifton noted that this is a year of survival and supported the idea of approaching partners. D. Carnegie noted the academy had developed new content for 2020 however, participants only registered after the course was made complimentary. N. Burgwin emphasized the need to understand the market and our customers first. The CEO noted a plan has been developed, based on the research done by Halmyre. It will be reviewed by the OEA Steering Committee and MAC before being discussed at the December Board meeting.

### **2021 OEA Budget Recommendations**

The Steering Committee discussed a conservative approach to the budget, recommending a near breakeven scenario. It was noted that this budget does not include administrative costs.

### **Draft 2021 Budget: Approval**

The CEO acknowledged and thanked staff and the Audit and Finance (A&F) Committee on the work done to develop the budget. The Treasurer noted that the planning process is being done earlier than was done in other years in order for staff to appropriately prepare work plans for the following year. He added that the A&F Committee had conducted additional budget reviews in order to investigate the best- and worst-case scenarios resulting in the recommended budget as presented. He noted that the Committee will also be revisiting the proposed budget assumptions again before the December Board meeting as more information on membership, government assistance and affinity revenues will be available. He reviewed the proposed budget for 2021 as recommended by the A&F Committee. He noted event revenues have been lowered due to Covid-19; however, the risk is considered low as expenses are not expected if events are canceled. Membership revenues assumes a flat line after the loss in 2020. The previous loss in affinity revenue seen in 2020 was due to the government shut down however, from discussions with Affinity partners, next year premiums are expected to return to normal and revenues are expected to increase over 2019. Professional Development is projected as breakeven as recommended by the OEA Steering Committee. Administration expenses are slightly up due to increased costs of personal protective equipment. Discussion ensued. T. Murad does not agree with having a deficit. He suggested delaying the budget approval until December. The Treasurer noted that the Committee was presenting a conservative budget after considerable review and some risk in the bottom line should be considered acceptable given the strong balance sheet of the organization. He requested budget approval so that staff can complete their 2021 workplans in time and proposed that the budget approval be conditional on two pivot reviews (one in December and the other in March) where additional expense cuts would be made if assumptions or conditions have changed. As a membership organization, OSPE delivers services to our members. D. Carnegie noted that, to have a break-even budget services would have to be cut. The Chair clarified this budget does not include touching the reserve fund.

The OSPE Board of Directors approved the 2021 budget as recommended by the Audit and Finance Committee.

### **Nominations Committee - Terms of Reference**

V. Mueller reviewed the revisions to the terms of reference, which have been updated to be in line with the new competency-based board process.

The Board approved the terms of reference for the 2021 Nominations Committee.

### **Nominations Committee - Committee Members**

The Nominations Chair, A. Gkalimani reviewed the proposed Nominations Committee members noting that they represent different sectors and regions and that all members have OSPE Board experience. T. Murad suggested having a Committee member who has not been part of the Board to have more diversity and additional transparency. Discussion ensued. It was agreed that the Board trusts the proposed Committee members to perform their duties professionally and ethically.

The Board approved the appointment of Dave Carnegie, P.Eng., Ron Clifton, P.Eng., Shelly Deitner, P.Eng., and Christina Visser, P.Eng. as members of the 2021 Nominations Committee.

J. Chisholm noted he respects the individuals appointed; however, he is concerned this direction could eventually form an OSPE clique.

### **PEO Awards Committee (AWC)**

OSPE is invited to appoint two representatives to this Committee. Manraj Pannu sat on the Committee last year and would like to stay on the Committee for another year. A. Wojtyla was previously on the Committee and would like to step down. Therefore, one position needs to be filled. As no Directors volunteered for the position, it was agreed that OSPE Task Force members will be approached for interest in joining this Committee.

The Board of Directors re-appointed Manraj Pannu to the PEO AWC.

### **Consent Agenda**

The consent agenda and supporting materials were received by the Board.

Clarification was asked with respect to a letter in the correspondence log. A letter was received regarding copyright infringement; this was due to an image OSPE used of Justin Trudeau on a blog. A fee to use the photo was paid and the matter was settled.

### **Other Items**

J. James asked for an update on the ENGtalks program. The CEO noted ENGtalks will be a video library of various topics for members, by members. This series will also include podcasts, which J. James has agreed to moderate. A technician will be working with volunteers during the recording to ensure quality. He also mentioned ENGgames, which is a social networking opportunity for members.

The CEO provided an update on the situation with OSPE member, Gerald Catt noting OSPE has prepared a blog to release following the CBC radio program. He added he has kept PEO Registrar, Johnny Zuccon up to date.