



## Society Board Meeting Report

**At the virtual meeting of the Board of Directors on December 8, 2021 the following decisions and reports were made:**

### **Report from the Chair**

The Chair started his report by noting that the Board needs to be focused on strategic oversight, and he reviewed the pillars of the strategic plan. He has initiated and attended meetings with the CEO and engineering companies to discuss salary information, continuing professional development (CPD) and practice guidelines. He attended OSPE's successful engineering conference, the Ontario Professional Engineers Awards (OPEA) Gala, the Board Development and Strategic Planning (BDSP) Committee meetings, the panel discussion on regulatory reform, the Human Resources (HR) Committee meetings, the Advocacy Task Force meeting on the climate crisis and a joint leadership meeting with The Ontario Association of Certified Engineering Technicians and Technologists (OACETT). The Chair noted that at the most recent Joint Relations Committee (JRC) meeting, PEO expressed concern with OSPE's recent letter as it was a distraction to Council; however, they also agreed with the suggestions as they align with Professional Engineers Ontario's (PEO) ongoing transformation. He noted that PEO's next phase will address non-regulatory activities and OSPE should prepare to fill the void PEO leaves. Lastly, he reminded the Board of the upcoming Board elections and suggested encouraging contacts to run for the four available 3-year positions.

### **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. In addition to the information provided in the package, he provided the following updates. Andrea Carmona has resigned her position with OSPE for a management position at the Ontario Chamber of Commerce. The Board was concerned about the number of people leaving the organization; however, staff anticipated this turnover and ongoing cross-training has taken place.

He has been working with the Insurance Bureau to develop an online searchable database to find engineers to do assessments after climate events. This community of practice would be free for members to join after verifying their licence and liability insurance. A call out will occur in the new year to sign up; the marketing strategy will include both members and social media.

Johnny Zuccon, Registrar at PEO, has resigned giving his 6 months notice. The board agreed to praise Johnny and the progress he made, and to encourage PEO to keep going.

A recent meeting with OACETT went well and OSPE will be partnering with them on opportunities like employment events, advocating for qualifications-based selection (QBS) framework, and our Exchange Hubs. He noted that OACETT has conducted a governance review and are bringing forward for approval a competency-based board. OSPE will request a copy of the report.

The engineering conference was very successful. It was noted that the content was very technical and would be a great member benefit once CPD is mandatory. Videos have been recorded; however, permission is needed from speakers before we can share it on YouTube or our new learning management system (LMS).

### **Report from the Treasurer**

N. Burgwin, Treasurer, reviewed the report, which was provided in the meeting package showing the financials from January – September 2021. He reviewed the summary report noting that the Audit and Finance (A&F) Committee had recently reviewed the October statements, which were very good due to additional conference sponsorship. The Canadian Emergency Wage Subsidy (CEWS) funding was approved for June and August but not July; September and October applications will be submitted in the new year.

It was noted that the consulting fees are significantly higher than the previous year. This line includes Halmyre, the cyber security review, strategic planning and government funded projects. It was noted that the A&F Committee will review this line item at their next meeting.

### **2022 Budget Pivot Review**

The 2022 Budget was approved at the September Board meeting, with a pivot at the December and March meetings. It was noted that OSPE is in a better position than expected and will be moving forward with the budget as approved. The approved budget deficit for 2021 was (\$287,000) and the reforecast for actual year end is approximately \$50,000.

### **Cyber Security Review Report Presentation from BDO**

Andrew Janusas from BDO Canada LLP joined the meeting to present the findings of the cybersecurity assessment. The report was included in the meeting package and was reviewed with the Audit and Finance Committee in November. He noted that the objective was to highlight cybersecurity areas of improvement and to provide an implementation plan. Over 50 controls were assessed, 14 domains covered, over 25 documents inspected, and 3 interviews and workshops were conducted over 8 weeks. The Canadian Centre for Cyber Security's Baseline Framework and the Centre for Internet Security's Critical Security Controls were used as a benchmark. It was noted that OSPE has appropriate security controls implemented across several domains; however, some critical controls are lacking. BDO has proposed 22 initiatives and opportunities of low, medium and high risk to improve the cybersecurity posture of OSPE, which were included in the report and reviewed with the Board.

It was noted that OSPE also has cyber security insurance. Data from SharePoint is stored in Canada, and data from the membership system, MPower, is stored in the United States. Staff are currently in the process of obtaining a new membership system and will look into having its data stored in Canada or Europe.

### **Approval of Cyber Security Frameworks**

Andrew Janusas noted that the proposed frameworks are suitable for an organization of OSPE's size. A motion to approve OSPE adopt the cyber security framework from the Canadian Centre for Cyber Security and the Centre for Internet Security's (CIS) Critical Security Controls (Implementation Group One) as OSPE's guiding principles moving forward as recommended by the Audit and Finance Committee was carried.

### **Approval of Budget to complete actions**

The 22 actions from the cyber security report were reviewed and discussed with OSPE's IT service provider Quartet. A quote to implement 21 actions (excluding the membership system recommendation) was provided at a cost of \$32,468.45. The recurring cost is estimated at an additional \$166 per month. Work can begin in January and will be completed by the end of the first quarter of 2022. The Board requested a discussion on the membership management system be included at the March Board meeting.

S. Holko noted that small-medium size organizations who receive government funding are more at risk to a cyber attack. It was also suggested that OSPE should look into government funding to see if there are grants available to offset some of these costs.

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

## **Halmyre Presentation**

Christine Saunders joined the meeting to provide an update on the progress made with Halmyre. She noted that the work that has been completed has allowed for a better understanding of who our members are. The methodology is to create a unique value proposition balancing the customers needs and wants and the organizations value proposition. She emphasized the need for professional associations to be bottom's up, as a place to bring people together. Building OSPE's value proposition began in 2019 with a strategic analysis which resulted in a toolkit including personas and strategy. A shift in what success means was necessary as engagement is a mindset, not a click rate. The new brand positioning is "Where Ontario's engineering community works together to build a better future for all". She reviewed the four P's – Product, Price, Place and Promotion, and the need to build the product (programs and services) first before promoting them.

She reviewed the market share available to OSPE comparing Professional Engineers and engineering graduates. There is conflict resulting in the tension in direction on how to move forward defining the profession. The Board discussed the advantages and disadvantages of focusing on professional engineers or engineering graduates. They also considered how they wish to move forward with this discussion as time is needed to see the impact of mandatory CPD. It was agreed that the problem needs to be clearly identified and research provided to review.

She suggested a membership growth rate of 3-5-8% and that 10% is extreme. She noted that OSPE growing during COVID-19 shows the strength of the organization. She emphasized the need to focus on pocketbook issues as members will engage when they see what is in it for themselves. 2022 will focus on promotion, methodical marketing focused on what they want – to be part of a community.

## **Membership Reporting Update**

B. Shukla provided an update on the membership numbers in the meeting package. An anomaly was identified in the active paid members year-over-year graph for December 2018. B. Shukla will review the data to clarify.

## **Report from the Ontario Engineering Academy Steering Committee**

N. Burgwin provided an update from the Steering Committee on behalf of the Chair, Laura Yu. He noted that the LMS has been purchased and implementation initiated. The total number of users will not increase unless the number of corporations increases. Learning streams were identified and defined in the meeting materials and reviewed by the Board. It is estimated that 50-60 courses will be available on the LMS by February 2022. It was noted that OSPE is currently purchasing courses and not developing its own content. It was asked that anyone with content experience, contacts or ideas please connect with B. Shukla.

The Board requested a timeline of what is rolling out and the number of users versus targets be presented at the next meeting.

It was asked how the content will align with PEO's Practice Evaluation and Knowledge (PEAK) program. Currently there is no qualifying criteria to be considered for PEAK; therefore, each OSPE offering will indicate the number of hours earned. OSPE will continue to monitor PEO's expectations to ensure alignment.

## **Strategic Discussion**

### **Future of Task Forces**

The Board discussed the future of the task forces noting the need to keep them as it's how the organization remains bottoms up. Currently, the task forces serve two purposes, to address advocacy needs and as a place for members to come together. It was asked whether members care about the output of the task forces. The Chair and J. James agreed that the working groups on critical minerals and red tape reduction were extremely productive and focused. It was agreed that a problem needs to be identified, and resources allocated, prior to moving forward. The CEO will provide a strategy plan for review and discussion at the next Board meeting.

## **Future of Hybrid Events**

The Board discussed the need to continue holding both hybrid and virtual events. It was agreed to set the strategic direction to be geographically inclusive. Staff will be responsible for the operational decision per event based on budget. There will be a combination of hybrid, in person, and virtual events moving forward.

## **PEA (Professional Engineers Act): Long- and Short-Term Changes**

Earlier this year, OSPE reinstated its Professional Engineers Act Working Group (PEAWG) to create an initial list of proposed changes to submit to the Ministry of the Attorney General for consideration, as part of the Ontario government's Red Tape Reduction Bill. The first submission from the group, was sent to the Attorney General, the Honourable Doug Downey, as well as PEO, Engineers Canada, the Association of Consulting Engineering Companies-Ontario (ACEC-Ontario), the Attorney General Critics and the Fairness Commissioner on October 4, 2021. OSPE staff will determine what steps and/or recommendations will be needed next. PEO's transformation is in the best interest of public the profession.

## **Advocacy Task Forces: Update**

### **Diversity and Inclusion**

Angela Wojtyla, Chair of the Diversity, and Inclusion (D&I) Task Force was unable to attend the meeting. A. Gkalimani is a member of the task force and provided the following update on behalf of the group. The task force has three initiatives on training, awards, and an internal review. The training subgroup is rebranding the DiversifySTEM app and creating new lessons in indigenous engagement, mental health, and international engineering graduates. The awards subgroup has put forward a proposal for a D&I Award for approval by the Board. Lastly, the internal review subgroup is reviewing OSPE policies and will be making recommendations to staff for updating. V. Mueller noted that the HR Committee will be reviewing some policies in the Spring that part of that review will include inclusivity.

### **Energy**

Steve Pepper, Chair of the Energy Task Force attended the meeting to provide an update on the task force's initiatives. He noted that Bob Waddell has accepted the position of Associate Chair, which has been very helpful. The task force is working on two reports on clean thermal energy and electrical and thermal storage as well as continuing their advocacy on retail electricity price reform.

### **Environment**

D. Carnegie, Chair of the Environment Task Force provided an update on the task force's initiatives. He noted that three subgroups: Climate change mitigation, water resources and circular economy are ongoing. The climate change group is advancing 2 white papers on deep retrofits and the freight industry which are expected to be completed in the new year.

### **Infrastructure**

Oliver Xiao, Chair of the Infrastructure Task Force was unable to attend the meeting. An update was provided in the consent agenda of the meeting package.

### **Research and Innovation**

N. Burgwin, Chair of the Research and Innovation Task Force provided an update on the task force's initiatives. He noted that the clean technology subgroup has collected several subject matter experts and will have a better understanding of their direction in the new year. The data track subgroup has finalized its white paper which will inform OSPE's position on data governance. They hope to host a session at the next OSPE conference.

## **Human Resources (HR) Committee**

### **Revised Terms of Reference**

The HR Committee terms of reference were originally created in 2003. Staff and the committee conducted some research with respect to other associations and the needs of the Society. The

revised terms of reference were reviewed and approved by the committee to bring to the Board for final approval.

### **Revised CEO Evaluation**

The Board originally approved a policy for the CEO Evaluation in February 2018. The HR Committee reviewed the current policy and made some recommendations, which are being presented to the Board for approval.

### **Vaccination Policy**

The Board reviewed OSPE's vaccination policy and a letter to staff from the CEO, both of which have been discussed with a lawyer. It was agreed to clarify 'fully vaccinated' by including 'as defined by government policies'. The policy was approved as amended.

### **Proposed Bylaw Change**

The HR Committee reviewed and discussed the current members and composition of the committee as per the current bylaw. Members and composition should specifically include the President and Chair, Vice Chair and at least 2 other Directors for continuity. This change will require a recommendation from the Board of Directors to the membership for approval at the 2022 Annual General Meeting.

### **Diversity and Inclusion Award**

OSPE's Diversity and Inclusion Task Force proposed creating an award to recognize a member's commitment to diversity and inclusion. The award's background, eligibility, and evaluation was provided in the meeting package and reviewed by the Board. It was agreed to change the title of the award to "Equity, Diversity & Inclusion Award" to be in line with industry standards.

### **OSPE Awards Committee**

The Ontario Professional Awards Gala has been a joint OSPE and PEO event since 2003. As a result of PEO's governance work, it was decided that moving forward OSPE will take on the program in its entirety. The liability to OSPE will be no greater as PEO paid for tickets to the event, and not for the event itself. Due to this change, OSPE is forming an Awards Committee to be responsible for OPEA nominations as well as other OSPE awards such as the President's Award and the Equity, Diversity & Inclusion Award. The proposed terms of reference were included in the package.

The Membership Advisory Committee (MAC) terms of reference will be updated at the next Board meeting to reflect the change in award evaluation.

J. James indicated his interest in chairing the new Awards Committee.

### **Consent Agenda**

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

### **Other Items**

J. James asked for an update on the OSPE podcasts. It was noted that the podcasts have been very successful with over 1000 listeners.

### **Directors' Questions**

P. Marcucci recommended a not-for-profit governance certificate program offered through Governance Solutions.

The Chair thanked staff for organizing the first in-person meeting in almost 2 years, and for OSPE's progress in 2021.