

Society Board Meeting Report

At the meeting of the Board of Directors on February 28, 2019 the following decisions and reports were made:

HR: Sexual Harassment Session

L. Williams, of Williams HR Law, facilitated a sexual harassment session for the Board and senior management.

Approval of Minutes

The Chair, J. Hack, provided clarification with respect to the Report from the Chair and chair appointments for committees and task forces. It was noted that chairs for standing committees will be appointed directly after the Annual General Meeting (AGM) and that advocacy committee chairs will be appointed in June to allow new board directors the opportunity assess the roles and responsibilities and indicate their interest. Current committee and task force chairs will serve until June 2019.

Review of Action Items

The Chair reviewed the action item log. He recommended that each task force begin discussing possible OPEA nominations in October in order to meet the deadline for submission.

Report from the Chair

The Chair reviewed his written report which was circulated prior to the meeting. He discussed the strategic plan development, which included membership engagement through a series of Town Halls meetings. He attended OSPE Human Resources Committee, Joint OSPE/PEO Relations Committee (JRC), OSPE's green infrastructure event, and the OSPE and Consulting Engineers Ontario (CEO) briefing note presentation at the Professional Engineers Ontario (PEO) Council Meeting. He noted that the Chair of the Infrastructure Task Force removed a member for a second media protocol infraction.

The Board discussed the briefing note presentation to PEO Council on February 8, 2019. It was noted that Council rejected the motion for an external governance review, with some councilors citing insufficient finances and staff capacity to support such a regulatory review while others thought it was beyond OSPE's scope to comment on PEO's shortcomings. The Board voiced support as well as concern regarding OSPE's and CEO's approach to addressing PEOs nonregulatory activities. The Chair emphasized that the intent is to constructively work with PEO to discuss effective governance structures and support PEO as it moves to realign to their regulatory mandate. Members recommended shifting OSPE's approach from unilateral support of outside external consultant recommendations in order to allow more flexibility. It was noted that the Ministry of the Attorney General directed OSPE and CEO to work with PEO and that PEO was directed to cease and desist all non-regulatory activities until a mutual plan forward is developed.

Report from the CEO

The CEO, S. Perruzza, reviewed his written report which was circulated prior to the meeting, highlighting staff changes, current membership numbers, the recent member satisfaction survey summary, government funded projects, advocacy activities, and upcoming community outreach and events. He noted that while membership is down among students, he projects an increase resulting from the establishment of OSPE's community hubs within university campuses as well as the recent memorandum of understanding with Engineering Student Societies' Council of Ontario. With respect to advocacy, he continues to work with Engineers Canada on government engagement strategies for the upcoming federal election. The CEO noted that he is receiving

requests for OSPE representatives from other organizations to serve on committees and recommended that this be further discussed in June with the new Board.

The Board discussed current strategies for municipal, provincial, and federal funding. It was noted that the provincial government does not prioritize research and therefore funding is limited. Regarding federal funding, J. Di Tommaso, Strategic Partnerships, looks for partnership opportunities while L. Weissling, Senior Research Officer, attends meetings with funding agencies and develops related funding proposals. It was noted that OSPE committee and task force members may have insight into emerging government interest and funding opportunities.

Report from the Treasurer

The Treasurer, R. Aimey, provided an overview of the December 2018 financial statements, the audit by BDO, and the Audit and Finance Committee investigation into the investment portfolio. She noted that there are no cash flow issues and that OSPE is in a good financial position. Regarding the audit, surplus general sponsorship dollars were recategorized as revenue and then allocated into a new internally restricted reserve account. The Board voiced approval of this move.

With respect to the investment portfolio review, R. Aimey reported that, after careful analysis of current investments, there was a \$313 difference between gradual and immediate conversion of investment funds into Guaranteed Investment Certificates (GICs). With the potential for continued market fluctuations and the prospect of stable investment income offered by GICs, the Audit and Finance Committee recommend the immediate conversion of investment funds into GICs. She stated that on reviewing the investment policy, no changes were necessary. It was noted that the purchase of GICs will be based on bank recommendations and will include mixed rates. It was further noted that Audit and Financial Committee will work with M. Woodhouse, Finance Manager, to review the best GIC rates of several banks. The Committee will provide quarterly reports on investment return.

Report from the Membership Advisory Committee

The Director, Member Services and Strategic Partners, B. Shukla, provided updates on membership trends, major events for 2019, and the Engineering Management Professional (EMP) certification. Regarding EMP, B. Shukla noted that the Memorandum of Understanding has been signed. The American Society of Engineering Management will be creating a Canadian website for the program. For major events, including the Equity, Diversity, and Inclusion Conference and How to Change the World, they are being co-branded with the Canadian Society of Professional Engineers (CSPE) as this will allow additional opportunities for national partnerships. He further noted that M. Jelavic will be representing CSPE at these events.

With respect to membership trends, B. Shukla predicts that in the next 20 months there will be a large conversion of paid professional memberships into 65+ memberships. As a result, there is increased organizational focus on intern and student members. He noted that the member satisfaction survey results can be further distilled for Engineers in Training (EITs) and student satisfaction. Regarding the increased rate of professional members leaving the organization, Voice Logic will be hired to conduct phone surveys of past members to understand their reasons for terminating membership. It was noted that the OSPE community hubs are on track to launch in September.

Strategic Plan FINAL: Approval

The Vice Chair, T. Turi, reviewed the final draft of the 2019-2021 Strategic Plan, "Engineering the Future Together". Members requested placing the vision statement before the mission statement. It was further asked to change the language of 'they' to 'we' throughout the strategic plan to reflect the engineer's perspective as well as including a statement with respect to geographic representation. The Strategic Plan will be presented to members during the Annual General Meeting.

Strategy Execution

The Vice Chair reviewed the OSPE Tactical Plan 2019, which outlines the high-level activities of OSPE in 2019 in order to reach each goal outlined in the Strategic Plan. B. Shukla described the marketing and membership initiatives plan, noting that Halmyre has been retained to help reset OSPE's marketing strategy. He further noted that they will be developing positioning statements for membership categories and key performance indicators for the Strategic Plan. Discussion ensued. It was reported that while OSPE realigns its messaging and branding, the Change the World and #AnEngineerWasHere campaigns will not be deployed for 2019. With respect to engaging the young professional demographic, B. Shukla will be organizing informal group discussions with young professionals to solicit feedback on preferred member events and activities. The Board recommended further market segmentation for entrepreneurs and engineering consultants to be discussed during the focus groups.

Risk Registrar: Risk Mitigation

The Vice Chair noted that staff have included risk mitigation as a column in the risk register as requested. The risk mitigation was reviewed and discussed during the Board Development and Strategic Planning Committee meeting held on February 13, 2019. Discussion ensued. Members recommend raising the level of risk for the PEO Council Election. It was further recommended that it be renamed as "PEO Relations" and expanded to include potential risk of OSPE member registration removal on PEO registration forms. Regarding risk event O, a lack of appropriate and failure to adhere to operational policies, OSPE's Code of Conduct orientation for staff, Board, and committee members will be added to risk mitigation.

Nominations Committee

L. Yu provided a high-level overview of the nominees, emphasizing the Nominations Committee's aim to maintain diversity of the Board in both region and industry. She noted that one nomination was received from the members-at-large. She further noted that the Committee identified six additional candidates they felt would make valuable contributions to the Society's Board. Staff verified that all potential candidates were Professional or Associate members in good standing of the Society. Discussion ensued. V. Mueller provided clarification with respect to the nomination procedures, stating that there are two methods for submitting nominations. This includes automatic inclusion through self-nomination with 6 OSPE member endorsements or through submitting a resume to the Chair of the Nominations Committee for review and consideration. It was asked that it be made clear in the instructions that submitting a package, which includes 6 signatures of support, the inclusion in the slate is automatic.

OSPE Awards: Approval

S. Deitner recused herself from the discussion due to a conflict of interest. The Board discussed S. Deitner's nomination package. Discussion ensued.

OSPE General Assembly and AGM Agenda

The Chair reviewed the agendas for the OSPE General Assembly and the Annual General Meeting. He reported that no by-law changes have been proposed.

Foundation for Education: Appointments

The Chair reviewed the Foundation for Education (FFE) mandate. He noted that OSPE was invited to appoint two members to the FFE Board to take office at their Annual General Meeting (AGM) in May 2019. Discussion ensued. It was noted that there are monthly meetings with teleconferencing options and that there is a preference for having a least once OSPE Board member serving on the FFE Board to ensure optimal communication. It was further noted that the OSPE appointed representatives will need to be approved during the FFE AGM. J. Hack and L. Yu volunteered to serve on the FFE Board.

Consent Agenda

The consent agenda and supporting materials were received by the Board. Discussion ensued. J. James provided a brief update of recent Environment Task Force meetings, noting that they are in the process of establishing initiatives for 2019. Members discussed disseminating committee

updates on the OSPE website, once content is approved by the committee chairs. C. Skinner, Manager, Strategic Communications and Public Affairs, stated that there are various methods of informing the membership of ongoing committee activity, including the leveraging of roundtable events and social media channels.

Other Items

It was noted that OSPE and Engineers Canada are discussing the possibility of cobranding an Engineering Ally campaign in response to the upcoming Federal election. Regarding a past letter to the Provincial government detailing concerns of math education and its impact of future generations of engineers, S. Perruzza stated that the Conservative government was not interested in consultation. The Board recommended reviewing the possibility of drafting a letter to the current provincial government outlining concerns regarding the declining state of math education.

Directors' Questions

No questions were received.

Next Meeting

There will be a special meeting of the Board scheduled for April to approve the 2018 draft audited financial statements.

In Camera

The Board moved in camera.