

Society Board Meeting Report

At the meeting of the Board of Directors on March 2, 2017 the following decisions and reports were made:

Report from the Chair

The Chair reviewed his written report, which was included in the board package. He discussed staying the course items with respect to membership, communicating value to membership, leveraging through Chapters and the BHAG initiative, which will be discussed again today. He noted the progress item with respect to the PEO PEAK program, the OSPE bylaw changes, the Canada 150 plan, messaging for members, value of affinity programs and reaching out to other organizations. He noted items that would be discussed at the next meeting of the OSPE/PEO Joint Relations Committee (JRC) and asked if the Directors had any other items that they wished be added to the agenda. Discussion ensued with respect to the OPEA, Chapter system, 30 by 30 initiative and diversity. H. Wojcinski asked that at the upcoming JRC meeting, the OSPE Board request that PEO jointly sponsor the 30 by 30 initiative per our respective mandates, with OSPE still retaining the Champion Advocacy role for Ontario. There may also be future opportunities for joint funding. H. Wojcinski will not be able to attend the JRC meeting but will provide a written report on this request. The OSPE Board confirmed their support of the 30 by 30 initiative and OSPE seeking partnership with PEO with respect to this initiative. S. Deitner added that during the recent Engineers Canada 30x30 Champions call, each of the provinces and territories provided updates on their activities related to 30x30. There was confusion from the other regions as to why PEO was not included on the call and the roles of OSPE and PEO.

Report from the CEO

The CEO, S. Perruzza reviewed his written report, which was provided to the Board, of all operational activities, which included a departmental summary. He gave a highlight review with respect to professional development, noting that the Program Manager, Harry Alakbarov will be leaving OSPE for a new opportunity. Discussion ensued with respect to OSPE courses and partnering with PEO Chapters.

Report from the JRC

This item was reviewed during the Chair's update. Concern was noted with respect to the infrequency of meetings as this Committee is very important to both OSPE and PEO. It was agreed that the committee should be meeting more frequently, potentially six times per year and OSPE will address this issue so that it is noted in the new terms of reference. It was noted that the Regional Councillors Committees meet three times per year and it is being asked that OSPE be provided standing on these Committees. OSPE is starting to be invited to these meetings and have already been approved by the East Central Congress but each region must vote on the issue. K. Chan noted that she will provide V. Mueller the dates for these meetings. It was requested that the CEO report on the 30 by 30 initiative at each meeting of the Board.

Report from the Treasurer

The Treasurer reviewed this item. The Audit and Finance Committee met on February 3, 2017 to review the performance of the investment portfolio as managed by BMO. The Committee met again on February 21, 2017 and BMO attended this meeting to present and discuss the performance of the portfolio. The investment portfolio had a net gain of only \$4K in 2016, a decline from expectations for the year due to a change in investor. BMO has noted that other similar organizations do have a small portion, up to 20% of

their portfolios invested in equities to offset this kind of performance issue. It was asked that staff provide the Board the background information provided to the Committee by BMO. The Board requests the Audit and Finance committee pursue investigation regarding changing the portfolio to include 20% equities.

The Treasurer reviewed the updates made to the Financial Controls Policies.

BHAG Proposal

R. Clifton provided an updated presentation of the BHAG initiative. Since the last meeting of the Board the Working Group has met twice, including one time with OSPE's affinity partners. A summary of the plan was presented, which involves a twelve-month pilot project to be launched prior to the OSPE Annual General Meeting (AGM) to include a \$250K investment over two fiscal years and a regional business development approach aligned with Chapters. The Working Group is recommending that two regions of focus, Ottawa and the GTA and is asking the Board for their input on the third region. The Board discussed and confirmed Kitchener/Waterloo will be the third region of focus. Discussion ensued with respect to the location of the physical location of the Business Development individuals, the benefits of each region, the value proposition and market segmentation. The Board gave authorization to management to begin the hiring process.

PEO Strategic Planning: Stakeholder Input

A presentation was made by PEO Registrar, G. McDonald. The Board was asked for their consultation with respect to the PEO strategic planning exercise.

Board of Director's Update

Directors provided a written update of meetings and events, which were included in the Board package. Each Director gave a verbal update on events and meetings they have attended, as well as engagement opportunities they would be pursuing.

Nominations Committee

The Chair of the Nominations Committee, H. Wojcinski reviewed item noting that the Nominations Committee is recommended the proposed slate of candidates for approval by the Board. She thanked the members of the Committee for their work and noted that they have also made some recommendations for the 2018 election.

HR Policies: Revised

V. Mueller reviewed this item noting that staff has reviewed and updated policies to ensure that they are in-line with current legislation as well as for housekeeping purposes.

Board Development and Strategic Planning Committee (BDSP)

The Chair of the Board Development and Strategic Plan Committee, J. Hack reviewed this item. The BDSP Committee met on February 7, 2017 to discuss the OSPE Risk Management Framework prepared by Peter Marcucci and proposed Heat Map prepared by Sandro Perruzza. The Heat Map was also given to the OSPE Auditor for additional input. The framework as well as the Heat Map were reviewed by the Board and discussion ensued with respect to the impacts and likelihoods of the various risk factors.

The OSPE communications team has been working with the BDSP Committee to prepare a communications plan, rationale and tactics for the bylaw change being proposed at the 2017 AGM. The documents reviewed and discussed.

Report from the Membership Advisory Committee

The Director, Member Services and Strategic Partners, B. Shukla reviewed this item. There was a decrease in membership, which can be attributed to courses in Fall of 2015. Not everyone that received a membership with their course renewed their membership. The focus in quarter one is to

increase the renewal rate by promoting the auto-renewal program to individuals whose membership expires in the next 90 days.

At the last meeting of the Board, a membership certificate design was selected. OSPE will wait until after the May 2017 AGM to start implementation. A communications and marketing plan as well as a roll out strategy will be prepared for the membership certificates to be shared at the September 2017 Board meeting. Discussion ensued with respect to making it easier to register for OSPE on the PEO site, OSPE member ribbons to be handed out at the PEO AGM, concern over decreased membership, Chapter and Associations engagement.

OSPE President's Award: Approval

The Chair reviewed this item noted that OSPE received one nomination for the President's Award for Mehemed Delibasic, P.Eng. Information with respect to Mr. Delibasic's qualifications and rationale for his receiving the award were presented to the Board.

Foundation for Education (FFE): Appointments

The Chair reviewed this item. OSPE is invited to appoint two members to the FFE Board to take office at their AGM in May 2017. Currently, Sue Tessier and Steven Rose represent OSPE, however their term on the OSPE Board expires in May 2017. Therefore, OSPE needs to appoint two new Board Directors whose terms are not expiring in 2017. S. Deitner agreed to represent OSPE. This item will be brought back to the Board at the April Special meeting to appoint the second member.

Consent Agenda Items

The consent agenda and supporting materials were received by the Board. Discussion ensued with respect to CODE and faculty members who are registering to be licensed in British Columbia in order to meet the CEAB criteria. This is an issue that needs to be discussed at the OSPE/PEO JRC.

Other Items

1. Bylaw Changes: Legal Suggestions

V. Mueller reviewed this item noting that as a result of last year's issues, staff decided to have our affinity partner, Harp Khukh, Cornerstone Law review the bylaws. Mr. Khukh is not the lawyer used to review the changes made in 2016. He attended the OSPE AGM last year and was privy to the concerns of the members. He has made some suggestions in order to tighten up the wording. He noted that there is nothing specifically wrong with the way they are worded in their present state, but felt they could read better in order to have less confusion. Discussion ensued and it was agreed that only changes to the Associate Member rights and privileges would be brought forward to this year's AGM for approval by the membership. It was asked that an orientation of the bylaw changes be included in the new Board member orientation session.

Directors Questions

H. Wojcinski noted that a letter of support for an OPEA nomination was received by the CEO. It was advised that no member of the Board, including the CEO is to write a letter of support as it poses a conflict of interest.

Departing Board Directors, S. Rose, K. Chan, H. Wojcinski and S. Tessier all thanked the Board and staff for their support during their tenure on the Board.

Next Meeting

The next regular meeting of the OSPE Board of Directors is scheduled to take place on Friday March 24, 2017, via teleconference. There will also be a Special meeting of the Board called in April to approve the draft audited financial statements and 2016 auditors.

In Camera

The Board moved in camera.