

**Professional Engineers and Geoscientists
Newfoundland and Labrador**

**Board of Directors
Policies**

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR

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**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Mission
Policy Type: Ends
Date Approved: October 1, 2010
Date Amended: August 5, 2011

Mission (Mega Ends) Statement:

PEGNL exists so that there will be competent and ethical practice of engineering and geoscience to ensure protection of the public interest at a use of resources that demonstrates stewardship of member fees.

- E.1 The first priority is competent practice of engineering and geoscience. This is interpreted to include but is not limited to:
- 1.1 A level of knowledge equivalent to the accepted national standard for education in engineering and geosciences.
 - 1.2 A level of experience equivalent to the accepted national standard for work experience.
 - 1.3 Knowledge and application of the codes, standards of practice and principles applicable to the discipline of practice for the profession.
 - 1.4 Continuing education and professional development.
This is interpreted to mean:
 - 1.4.1 Continuing professional development will apply to all practising members.
 - 1.4.2 Continuing professional development will apply to all members who are not practising but who wish to maintain the right to practise.
 - 1.4.3 Acceptable professional development activities are defined as activities which relate to the practice of engineering and geosciences.
- E.2. The second priority is ethical practice of engineering and geoscience. This is interpreted to include but is not limited to:
- 2.1 Adherence to PEGNL 's Code of Ethics by all members.
 - 2.2 Understanding of ethical practice by:
 - Members
 - Prospective members (students)

E. 3 The third priority is public confidence in the professions of engineering and geoscience.

This is interpreted to include but is not limited to:

3.1 An awareness of'

- The role of engineers and geoscientists in assuring the protection of the public interest.
- What engineers and geoscientists do in the practice of their professions.
- The impact of engineering and geoscience on the quality of life.
- The existence of public recourse mechanisms.
- The requirement to be licensed for professional practice.
- The existence of the requirement for ethical practice of members.

3.2 The presence of an environment of openness and transparency.

3.3 The practice of engineering and geosciences is only carried out by individuals licensed to practice the respective professions.

3.4 The titles Professional Engineer, P. Eng., Professional Geoscientist, and P. Geo., are used only by individuals licensed to practise the respective professions.

E.4 The fourth priority is sustainability of the professions.

This is interpreted to include but is not limited to:

4.1 Sufficient numbers of engineers and geoscientists.

4.2 Ownership of emerging technologies by the professions.

4.3 An environment of innovation in the professions.

4.4 Exposure to and engagement in new technologies and processes by Professional Engineers and Professional Geoscientists.

E. 5. The fifth priority is the enhancement of conditions which enhance members' ability to successfully practice their profession and achieve greater personal or professional benefit as a group, not inconsistent with the public interest.

This is interpreted to include but is not limited to:

5.1 A public policy climate favourable to successful professional Practice

5.1.1 Public policy makers and the public are aware of the professions' views regarding issues relevant to the professions.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Global Governance Commitment
Policy Type: Governance Process
Number: GP-1
Date Approved: **October 1, 2010**
Date Amended:

The Purpose of the Board of Directors, on behalf of the public of Newfoundland and Labrador, is to see to it that the organization “Professional Engineers and Geoscientists of Newfoundland and Labrador” achieves relevant Ends and avoids unacceptable actions and situations.

For that purpose, the Board of Directors will establish relevant ENDS and ensure their achievement.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Governing Style
Policy Type: Governance Process
Number: GP-2
Date Approved: **October 1, 2010**
Date Amended:

The Board will govern with an emphasis on outward vision rather than an internal preoccupation, a commitment to obtaining community input, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and staff roles, collective rather than individual decisions, future rather than past or present, and proactively rather than reactivity.

More specifically, the Board will:

1. Cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body to make policy.
2. Direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long term impacts outside the operating organization, not on the administrative or programmatic means of attaining those effects.
3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuity of governance capability. Continual Board development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
4. Monitor and discuss the Board's process and performance at each meeting by appointment of a meeting Monitor and presentation of a meeting Monitor's report at the end of each meeting. Self-monitoring will also include comparison of Board activity and discipline to policies in the Governance Process and Board-CEO Relationship categories whereby monitoring will be undertaken by way of Policy Monitoring Reports. Monitoring of the aforementioned will be assigned to Board members, but will exclude the Chair, CEO and ex officio members of the Board.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Board Job Contributions
Policy Type: Governance Process
Number: GP-3
Date Approved: October 1, 2010
Date Amended:

The job results of the Board are those unique “values-added” that determine on behalf of the ownership, and in consideration and compliance with the PEGNL Act, 2008, & Regulations, what is considered appropriate organizational performance. To distinguish the Board’s own unique job from the jobs of its staff, the Board will concentrate its efforts on the following job “products” or outputs:

1. The link between PEGNL and its owners.
2. Written governing policies which, at the broadest levels, address:
 - 2.1. *Ends*: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good, for which people, at what cost).
 - 2.2. *Executive Limitations*: Constraints on executive authority which establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.
 - 2.3. *Governance Process*: Specification of how the Board conceives, carries out, and monitors its own task.
 - 2.4. *Board-CEO Relationship*: How power is delegated and its proper use monitored; the CEO role, authority, and accountability.
3. Assurance of CEO performance in achieving the results defined in the *Ends* policies, and not exceeding the constraints in *Executive Limitations* policies, through monitoring and evaluation of the Chief Executive Officer as outlined in policies CE-1 through 3.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Chairperson's Role
Policy Type: Governance Process
Number: GP-4
Date Approved: October 1, 2010
Date Amended:

The Chair of the Board of Directors, assures the integrity of the Board's process, and, secondarily, represents the Board to outside parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in specifically authorized instances.

1. The job result of the Chair is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 1.1. Meeting discussion content will only be those issues which, according to Board policy, clearly belong with the Board, not the CEO, to decide.
 - 1.2. Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.
 - 1.3. Board meetings will be conducted in accordance with parliamentary procedure.
 - 1.3.1 Robert's Rules of Order will be the authority in case of procedural dispute.
 - 1.3.2 At all times, debate on an individual item at Board meetings will be limited to 5 minutes by any member of the Board and members will not be permitted to speak on the item more than two times.
2. The authority of the Chair consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-CEO Relationship, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - 2.1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - 2.2. The Chair has no authority to make decisions about policies created by the Board within *Ends* and *Executive Limitations* policy areas. Therefore, the Chair has no authority to supervise or direct the CEO.
 - 2.3. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating the Chair's decisions and interpretations within the area delegated to the Chair (consistent with policies in *Governance Process* and *Board-CEO Relationship* areas).
3. The Chair may delegate this authority, but remains accountable for its use.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Board Committee Principles
Policy Type: Governance Process
Number: GP-5
Date Approved: October 1, 2010
Date Amended:

Board committees, when used, will be assigned so as to reinforce the Board's job. Committees will be used sparingly and shall not interfere with the delegation from the Board to the CEO.

1. Board committees are to help or advise the Board, not the staff. Committees will ordinarily assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees will not normally have direct dealings with staff operations.
2. Board committees will not speak or act for the Board except when formally given such authority for specific or time-limited purposes. Expectations and authority will be carefully stated in the committees' Terms of Reference and will not conflict with authority delegated to the CEO.
3. Board committees have no authority over staff. The CEO does not work for and is not required to seek approval of a Board Committee before taking an executive action on an issue, except where the committee has been delegated specific authority on that issue to act on behalf of the Board.
4. A Board committee which has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject. The Board retains the responsibility and authority to monitor organizational performance.
5. This policy applies only to committees which are formed by the Board or are standing committees of the Board, regardless of whether the committees include non-Board members. It does not apply to committees formed under the authority of the CEO, herein referred to as "staff" committees.
6. All Board committee members shall abide by the same Code of Conduct that governs the Board.
7. Except as defined in a Committee's Terms of Reference, no Committee has authority to commit the funds or resources of Professional Engineers & Geoscientists Newfoundland & Labrador.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Board Committee Structure
Policy Type: Governance Process
Number: GP-6
Date Approved: **October 1, 2010**
Date Amended:

1. A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board committees are those which are set forth in this policy and those that may be added or deleted by sitting Boards in future. There shall be written Terms of Reference for all Board Committees. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

2. The following is a list of the only current official Board Committees:

2.1 Legislated Committees:

A legislated committee is a committee of the Board which has been created by the Board to administer a particular section of the PEGNL Act, 2008, and Regulations. PEGNL legislated committees consist of:

Registration Committee
Disciplinary Panel and Adjudication Tribunals
Complaints Authorization Committee

2.2 Standing Committees:

A standing committee is a committee of the Board which has been struck to assist the Board in doing its work. PEGNL standing committees of the Board consist of:

Nominating Committee
Scrutineer Committee
Linkages Committee

2.3 Board Appointed Representatives on National Bodies:

Engineers Canada Director
CCPG Director

3. The terms of reference for all committees will consist of:

Purpose/Product:
Authority:

Composition:

The committee shall be composed of:

The committee chairperson

Terms of office:

Members shall be appointed for a () year term.

4. Timely reporting to the Board shall be accomplished by verbal and/or written report by the Committee Chair on as required basis. At least one (1) written annual report shall be submitted to the Board.
5. Committee expenses will be reimbursed in accordance with Board Policy GP-7.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Registration Committee - Terms of Reference
Policy Type: Governance Process
Number: GP-6.1
Date Approved: **October 1, 2010**
Date Amended: June 9, 2011

1. Purpose/Product

- 1.1. The Registration Committee shall meet when necessary to consider applications for registration and at least twice annually to consider matters of policy, significant changes in procedure, examination results and matters referred to it by its executive committee or the Board in compliance with the Engineers and Geoscientists Act, 2008 and/or Regulations and/or the requirements of E.1, Sections 1.1, 1.2, & 1.3.
- 1.2. Determinations of additional requirements for registration.
- 1.3. Alternatives and implications for Council consideration regarding registration issues.

2. Authority

2.1 In accordance with the appropriate sections and requirements of the Engineers and Geoscientists Act, 2008 and/or Regulations and/or the requirements of E1-1, Sections a, b, & c., the executive committee of the Registration Committee and, where considered appropriate by the executive committee, the Registration Committee shall appraise an application for registration as a professional member, permit holder, member-in-training, or examination candidate which is received through the registrar.

3. Composition

3.1 The Registration Committee composition shall be in accordance with the appropriate sections of the Engineers and Geoscientists Act, 2008 and/or Regulations and/or the requirements of E.1, Sections 1.1, 1.2, & 1.3 .

4. Terms of Office

4.1 Appointment will be for a term of up to 3 years with possibilities of renewal for not more than 2 additional consecutive terms of up to 3 years each.

5. Reporting

5.1 Timely reporting to the Board shall be accomplished by verbal and/or written report by the Committee Chair on as required basis. At least one (1) written annual report shall be submitted to the Board.

6. Committee Expenses

6.1 Committee expenses will be reimbursed in accordance with Board Policy GP-7.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Complaints Authorization Committee – Terms of Reference
Policy Type: Governance Process
Number: GP-6.2
Date Approved: October 1, 2010
Date Amended:

1. Purpose/Product

1.1 The Purpose of the Complaints Authorization Committee is to review and act upon “allegations” of “conduct deserving of sanction” referred to it by the Registrar. An "allegation" means a written document alleging that a PEGNL member has engaged in conduct deserving of sanction. "Conduct deserving of sanction" includes professional misconduct, professional incompetence, conduct unbecoming a professional member or permit holder, incapacity or unfitness to practise engineering or geosciences, and acting in breach of the Engineers and Geoscientists Act, 2008, the PEGNL regulations or its code of ethics.

2. Authority

2.1 The Authority of the Complaints Authorization Committee shall be those designated in the appropriate sections and requirements of the Engineers and Geoscientists Act, 2008 and/or Regulations

3. Composition

3.1 The Complaints Authorization Committee Composition shall be as designated in the appropriate sections and requirements of the Engineers and Geoscientists Act, 2008 and/or Regulations

4. Terms of Office

4.1 Membership in the Complaints Authorization Committee shall be as designated in the appropriate sections and requirements of the Engineers and Geoscientists Act, 2008 and/or Regulations.

5. Reporting

5.1 Timely reporting to the Board shall be accomplished by verbal and/or written reports by the Committee Chair on an as required basis. At least one (1) written annual report shall be submitted to the Board.

6. Committee Expenses

6.1 Committee expenses will be reimbursed in accordance with Board Policy GP- 7.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Disciplinary Panel Terms of Reference
Policy Type: Governance Process
Number: GP-6.3
Date Approved: October 1, 2010
Date Amended:

1. Purpose/Product

Consistent with the Engineers and Geoscientists Act, 2008 and Regulations, the Disciplinary Panel

1.1. Deals with Complaints referred to the Panel by the Complaints Authorization Committee

1.2. Forms the body of persons from which Chairman of the Panel shall appoint persons to form Adjudication Tribunals.

1.3. Participates in hearing evidence, making decisions and issuing judgements in matters of Discipline as outlined in the Engineers and Geoscientists Act, 2008 and the By-Laws.

2. Authority

The Committee has the authority to impose discipline as defined in the Engineers and Geoscientists Act, 2008.

3. Composition

The Composition of the Disciplinary Panel shall be in accordance with The Engineers and Geoscientists Act, 2008

4. Term of Office

4.1 Membership in the Disciplinary Panel shall be in accordance with The Engineers and Geoscientists Act, 2008.

5. Timely Reporting

5.1 Timely reporting to the Board shall be accomplished by verbal and/or written reports by the Committee Chair on an as required basis. At least one (1) written annual report shall be submitted to the Board.

6. Committee Expenses

6.2 Members of the Disciplinary Panel shall serve on the panel without payment for their services, but may be remunerated for service as a member of an adjudication tribunal and paid their travel and other expenses associated with the work of that tribunal by the board, in accordance with and at the rates set in GP – 7.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR

BOARD POLICY

Policy Name: Adjudication Tribunals – Terms of Reference
Policy Type: Governance Process
Number: GP-6.3.1
Date Approved: October 1, 2010
Date Amended:

1. Purpose/Product

Consistent with the Engineers and Geoscientists Act, 2008 and/or Regulations, Adjudication Tribunals:

- 1.1 Deal with complaints referred to the Discipline Panel by the Complaints Authorization Committee and then assigned to Tribunals by the Chair of the Discipline Panel.
- 1.2 Participates in hearing evidence, making decisions and issuing judgements in matters of Discipline as outlined in the Engineers and Geoscientists Act, 2008 and/or the Regulations.

2 Authority

The Adjudication Tribunals has the authority to impose discipline as defined in the Engineers and Geoscientists Act, 2008.

3 Composition

- 3.1 In accordance with The Engineers and Geoscientists Act, 2008: Adjudication Tribunals shall consist of three Discipline Panel members, two of whom shall be PEGNL members and one of whom shall be a Public Interest Member.

4 Term of Office

- 4.1 Membership in Adjudication Tribunals shall be in accordance with the appropriate provisions of the Engineers and Geoscientists Act, 2008 and/or the Regulations

5 Reporting

- 5.1 Timely reporting to the Board shall be accomplished by verbal and/or written reports by the Discipline Panel Chairperson on an as required basis. At least one (1) written annual report shall be submitted to the Board.

6 Committee Expenses

- 6.1 Adjudication Tribunal members may be remunerated for their service and paid their travel and other expenses associated with the work of that tribunal by the Board, in accordance with and at the rates set in GP – 7.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Nominating Committee Terms of Reference
Policy Type: Governance Process
Number: GP-6.4
Date Approved: **October 1, 2010**
Date Amended:

1. Purpose/Product

1.1. The Nominating Committee shall establish a slate of candidates that will ensure the future Board composition complies with the residency and professional representation requirements as described in By-Law No. 4 and in conformance with the Engineers and Geoscientists Act, 2008 and/or Regulations.

1.2 The Committee must perform due diligence to ensure that the candidates presented to the Board are worthy of nomination.

1.3 In keeping with the Board's commitment to excellence in governance, the Nominating Committee shall strive to solicit from the membership candidates for positions on the Board who have characteristics which will enable them to govern, not to manage, PEGNL. These characteristics include:

1.3.1 Commitment to linking with the membership and the public. Understanding that they stand in for an ownership of diverse people; willing to actively seek to access and understand that diversity.

1.3.2 Ability to think in terms of systems and context — to see the big picture.

1.3.3 Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through the broader formulations of these values.

1.3.4 Ability and willingness to deal with vision and the long term, rather than day-to-day details.

1.3.5 Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.

1.3.6 Commitment not to make judgements in the absence of previously stated criteria.

1.4 The Nominating Committee shall prepare a printed ballot for the election in accordance with By-Law No. 4 and the Engineers and Geoscientists Act, 2008 and/or Regulations.

2. Authority

- 2.1. The Nominating Committee has no authority to expend funds of PEGNL.
- 2.2. The Committee has no decision-making authority.

3. Composition

3.1 The Nominating Committee shall be appointed by the Board and shall be composed of at least three members. The Committee can include outgoing members of the Board who are not intending to run for a position on the Board in the upcoming Annual election.

3.2 The Board shall appoint the Chairperson of the Nominating Committee. If he or she is available, the Board should give consideration to choosing the Immediate Past Chair of the Board as its choice for the Chair position of this Committee.

4. Term of Office

The term of office shall be from appointment by the Board to the official announcement of elected candidates.

5. Reporting

Timely reporting to the Board shall be accomplished by verbal and/or written reports by the Discipline Panel Chairperson on an as required basis. At least one (1) written annual report shall be submitted to the Board.

6. Committee Expenses

- 6.1 Committee expenses will be reimbursed in accordance with Board Policy GP- 7.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Scrutineer Committee Terms of Reference
Policy Type: Governance Process
Number: GP-6.5
Date Approved: **October 1, 2010**

1. Purpose/Product

- 1.1. The Scrutineer Committee shall record the votes cast by members for the positions to be filled by the election and shall submit to the annual general meeting the names of those elected to those positions by majority vote. Candidates shall be selected for submission to the annual general meeting in accordance with By-Law No. 4, and/or the Act and/or the Regulations.
- 1.2. In the event of a tie for candidates to be elected to vacancies based on region of residence or professional designation, the Scrutineer Committee may use professional designation to break the tie if it facilitates the election of all candidates receiving the same number of votes to the Board.
- 1.3. The Scrutineer Committee shall retain for at least three (3) months after the annual general meeting its report and all ballots delivered to it.
- 1.4. If a candidate contests the election result for the position for which he or she stood for election and requests a recount, a new Scrutineer Committee shall be appointed by the Board and the new committee shall recount the ballots.

2. Authority

- 2.1. The Scrutineer Committee has no authority to expend funds of PEGNL.
- 2.2. The Committee has no decision-making authority.

3. Composition

- 3.1. The board shall appoint a Scrutineer Committee in conformance with the By-Laws, the Act and the Regulations.

4. Term of Office

- 4.1 The term of office shall be from appointment by the Board to the expiry of the candidate appeal period. In the case of the Scrutineer Committee struck to recount ballots, it shall terminate at the end of the recount and appeal process.

5. Reporting

Timely reporting to the Board shall be accomplished by verbal and/or written reports by the Discipline Panel Chairperson on an as required basis. At least one (1) written annual report shall be submitted to the Board.

6. Committee Expenses

- 6.1 Committee expenses will be reimbursed in accordance with Board Policy GP- 7.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Engineers Canada Director Terms of Reference
Policy Type: Governance Process
Policy Number: GP - 6.6
Date Approved: **October 1, 2010**
Date Amended: August 5, 2011

1. Purpose/Product:

- 1.1 The Engineers Canada Director is appointed to the Engineers Canada Board of Directors by the PEGNL Board of Directors.
- 1.2 The Engineers Canada Director is required to raise with the PEGNL Board all subjects to be discussed at Engineers Canada and to seek input from the PEGNL Board when taking positions on issues which are believed to impact on the activities of PEGNL or the policies that guide the operation of PEGNL.
- 1.3 Upon the request of the Engineers Canada Director or the PEGNL Board of Directors, an agenda item and specific time will be allocated at regular meetings of the Board, for the Director to present reports or to receive guidance and direction.
- 1.4 The Engineers Canada Director will be provided with Board briefing books and the minutes of Board meetings which he/she must agree to keep confidential and in respect of which the Director is required to sign a confidentiality agreement.

2. Authority:

The Engineers Director is expected to present and explain, at any and all meetings of the Engineers Canada Board of Directors for which the Director is in attendance, the positions of the PEGNL Board of Directors for all issues which will have an impact on the activities of PEGNL or the policies that guide the operation of PEGNL.

3. Composition:

The Director shall be an engineer, preferably a past president/Chair of PEGNL, appointed by the Board. Alternatively the Director can be a current Board Member or a member who is actively involved in PEGNL matters through their position on PEGNL committees.

4. Term of Office:

The Board will set the Director's term at the time of the appointment, which such appointment may be rescinded at the discretion of the Board.

5. Appointment of Engineers Canada Director:

The Engineers Canada Director will be appointed in accordance with the "Procedure for appointment of Engineers Canada Director" as included in policy GP-6.6.1.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Procedure for Appointment of Engineers Canada Director
Policy Type: Governance Process
Number: GP-6.6.1
Date Approved: **October 1, 2010**

OBJECTIVE:

It is the desire of the Board to elect a Director who, in its judgment, is able and willing to monitor the affairs of Engineers Canada, to bring provincial concerns to the national forum and to update the Board on the issues being discussed in accordance with the Terms of Reference for the Engineers Canada Director included in Board Policy GP-6.6.

The following procedure should be used as a guideline for appointment of the Engineers Canada Director:

A nominating committee consisting of the Chair, the Chair-Elect and an Engineering Board Member will be established to bring forward a minimum of two and a maximum of four names together with biographical summary for the Board's consideration for the position.

To be eligible, a nominee would be an Engineering member of PEGNL who is preferably a past PEGNL Board Member. Alternatively, the Director could be a current Board Member or a member who is actively involved in PEGNL matters through their position on PEGNL committees.

The Board will vote to accept the slate of candidates put forward by the Nominating Committee and the list will be prioritized by the Board in the preferred contact order.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: CCPG Director Terms of Reference
Policy Type: Governance Process
Policy Number: GP-6.7
Date Approved: **October 1, 2010**
Date Amended: August 5, 2011

1. Purpose/Product:

- 1.1 The CCPG Director is appointed to the Board of Directors of the Canadian Council of Professional Geoscientists (CCPG) by the Board.
- 1.2 The CCPG Director is required to raise with the Board all subjects to be discussed at CCPG and to seek input from the Board when taking positions on issues which are believed to impact on the activities of PEGNL or the policies that guide the operation of PEGNL.
- 1.3 Upon the request of the CCPG Director or PEGNL Board of Directors, an agenda item and specific time will be allocated at regular meetings of the Board, for the Director to present reports or to receive guidance and direction.
- 1.4 The CCPG Director will be provided with Board briefing books and the minutes of Board meetings which he/she must agree to keep confidential and in respect of which the Director is required to sign a confidentiality agreement.

2. Authority:

The CCPG Director is expected to present and explain, at any and all meetings of CCPG Board of Directors for which the Director is in attendance, the positions of the PEGNL Board for all issues that will have an impact on the activities of PEGNL or the policies that guide the operation of PEGNL.

3. Composition:

The Director shall be a geoscientist appointed by the Board, who preferably is a past Board member of PEGNL. Alternatively the Director can be a current Board Member or a member who is actively involved in PEGNL matters through their position on PEGNL committees.

4. Term of Office:

The Board will set the Director's term at the time of the appointment, which such appointment may be rescinded at the discretion of the Board.

5. Appointment of CCPG Director:

The CCPG Director will be appointed in accordance with the "Procedure for appointment of CCPG Director" as included in policy GP-6.7.1.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Procedure for Appointment of CCPG Director
Policy Type: Governance Process
Number: GP-6.7.1
Date Approved: **October 1, 2010**

OBJECTIVE:

It is the desire of the Board to elect a Director who, in its judgment, is able and willing to monitor the affairs of CCPG, to bring provincial concerns to the national forum and to update the Board on the issues being discussed in accordance with the Terms of Reference for the CCPG Director included in Board Policy GP-6.7.

The following procedure should be used as a guideline for appointment of the CCPG Director:

- 1 A nominating committee consisting of the Chair, the Chair-Elect and a Geoscience Board Member will be established to bring forward a minimum of two and a maximum of four names together with biographical summary for the Board's consideration for the position.
2. To be eligible, a nominee would be a Geoscience member of PEGNL who is preferably a past PEGNL Board Member. Alternatively, the Director could be a current Board member or a member who is actively involved in PEGNL matters through their position on PEGNL committees.
5. The Board will vote to accept the slate of candidates put forward by the Nominating Committee and the list will be prioritized by the Board in the preferred contact order.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: PEGNL Representative on MUN Engineering Faculty Council Terms of Reference
Policy Type: Governance Process
Policy Number: GP - 6.8
Date Approved: **October 1, 2010**
Date Amended:

1. Purpose/Product:

- 1.1 The Faculty Council Representative is appointed to the Engineering Faculty Council of Memorial University on nomination by the Board.
- 1.2 The Faculty Council Representative is required to raise with the Board all subjects to be discussed at Faculty Council and to seek input from the Board when taking positions on issues which are believed to impact on the activities of PEGNL or the policies that guide the operation of PEGNL.
- 1.3 Upon the request of the Faculty Council Representative, an agenda item and specific time will be allocated at regular meetings of the Board, for the Representative to present reports or to receive guidance and direction.

2. Authority:

The Faculty Council Representative is expected to present and explain, at any and all meetings of Faculty Council for which he/she is in attendance, the positions of the PEGNL Board for all issues which will have an impact on the activities of PEGNL or the policies that guide the operation of PEGNL.

3. Composition:

The representative shall be an engineer, preferably a member of the Board, appointed by the Board or alternatively a person who is actively involved in PEGNL matters through their position on PEGNL committees.

4.0 Term of Office:

The Board will set the representative's term at the time of the appointment.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Ex-officio Members of the Board
Policy Type: Governance Process
Number: GP-6.9
Date Approved: **October 1, 2010**

1. Purpose/Product:

- 1.1 Ex-officio Members of the PEGNL Board are appointed by the Board.
- 1.2 The Ex-officio Members are to represent their respective constituencies at meetings of the PEGNL Board.
- 1.3 The Ex-officio Members are expected to raise with the PEGNL Board all subjects and activities at their constituencies which are believed to impact on the activities of PEGNL or the policies that guide the operation of PEGNL.
- 1.4 Upon the request of the Ex-officio Members, an agenda item will be allocated at regular meetings of the PEGNL Board, for the Member to present reports or to receive a position from the Board.
- 1.5 The Ex-officio Members will be provided with Board briefing books and the minutes of Board meetings which he/she must agree to keep confidential and in respect of which the Ex-officio Members are required to sign a confidentiality agreement.

2. Authority:

- 2.1 Ex-officio Members are permitted to raise with the PEGNL Board all subjects and activities at their constituencies which are believed to impact on the activities of PEGNL or the policies that guide the operation of PEGNL.
- 2.2 Ex-officio Members **are not authorized** to vote at meetings of the PEGNL Board and cannot be included in a quorum for a meeting.
- 2.3 Ex-officio members have no authority to represent or speak on behalf of the PEGNL Board.
- 2.4 Ex-officio members may, upon notification to the Board, send a designate to represent them at meetings of the Board, subject to section 1.5 above.

3. Composition:

Ex-officio Members shall be appointed by the Board.

The PEGNL Board has established two standing Ex-officio Positions:

- The Dean of Faculty of Engineering and Applied Science at Memorial University
- The Head of the Earth Sciences Department of the Faculty of Science at Memorial University.

4. Term of Office:

The Board will set each Ex-officio Member's term of office at the time of the appointment.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Governance Model Advisor - Terms of Reference
Policy Type: Governance Process
Number: GP-6.10
Date Approved: **October 1, 2010**

1. Purpose/Product:

1.1 The Board requires a person, the Governance Model Advisor, to ensure that the Carver Policy Governance® Model is being properly adhered to during the preparation of the Board Meeting Agenda.

1.2 If and when actionable items are noted in the Coaching Reports, the particular items need to be progressed to a satisfactory conclusion and in a timely manner to avoid a backlog.

1. Authority:

1.1 Advise the Board on the Agenda's compliance with Policy Governance® prior to the adoption of the Agenda at its meetings.

1.1.1 Ensure that the Board doesn't intrude into areas already delegated to the CEO by "authorizing" activities.

1.1.2 Ensure the Consent Agenda is only for those areas that have been delegated to the CEO in policy, but require the Board's formal approval.

1.1.3 Clarify which reports are to be presented for "Incidental information".

1.1.4 Ensure that items on the Consent Agenda are presented with relevant monitoring assurance.

1.2 Review the Board Meeting Coaching Reports and advise the Board when there are any outstanding Coaching report items.

1.3 Ensure that all actionable Coaching Report items are being dealt with in a timely manner.

1.4 Prepare recommendations/responses to outstanding Coaching report items when appropriate and/or when directed by the Board.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY**

Policy Name: Linkages Committee Terms of Reference
Policy Type: Governance Process
Number: GP-6.11
Date Approved: October 1, 2010
Date Amended:

1. Purpose/Product

- 1.1. To create a linkage plan with the owners of PEGNL.
- 1.2. Perform an evaluation of the effectiveness of the linkage plan by May of each year.
- 1.3. Update the linkage plan by June of each year.
- 1.4. Prepare a summary of the linkage plan for presentation to the Board in a format useful for Ends deliberations by August of each year.

2. Authority

- 2.1. The committee has no authority to change board policies.
- 2.2. The committee has no authority to spend or commit PEGNL's financial resources, except as outlined in GP-7 but can request funds for specific external assistance initiatives in ownership linkage activities.
- 2.3. With the concurrence of the CEO, the Committee may avail of staff resources.

3. Composition

- 3.1. The Committee must include a minimum of a Geoscience Director and an Engineering Director.
- 3.2. The Committee Chairman shall be elected from the committee members.
- 3.3. Other Committee members to be appointed at the discretion of the Board.

4. Term of Office

- 4.1. Committee members shall be appointed for a 2 year term.

5. Reporting

Timely reporting to the Board shall be accomplished by verbal and/or written reports by the Discipline Panel Chairperson on an as required basis. At least one (1) written annual report shall be submitted to the Board.

6. Committee Expenses

6.1 Committee expenses will be reimbursed in accordance with Board Policy GP- 7.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Board and Committee Travel Expenses

Policy Type: Governance Process

Number: GP-7

Date Approved: October 1, 2010

Date Amended: August 5, 2011

1. **Members of the Board and Committee Members** will be reimbursed for all reasonable travel costs when requested to attend meetings or other events on behalf of PEGNL. Economy class travel only will be considered for reimbursement. Where it is applicable, PEGNL travel should be co-ordinated with other business travel and the cost apportioned accordingly.
2. **Spouses of the Chair and CEO** are authorized to accompany the Chair and the CEO when they are invited to attend functions representing PEGNL. The rates applicable to spouses shall be the same as rates for the Board and Committee Members.
3. All claims are to be supported by receipts. Where a receipt has been lost, approval is at the discretion of the CEO.

EXPENSE GUIDELINES and LIMITS:

4. **TRANSPORTATION:** When making decisions on the mode of transportation to be used, minimizing total costs shall be a key consideration after practicability.

4.1. Air Travel:

4.1.1. • Class of Fare: The most economical and refundable airfare at the time required is the maximum amount payable for travel. Ticket stubs and/or electronic ticket receipts shall be attached to the expense claim form.

4.1.2. • Advance Bookings: Travelers are encouraged to book advance purchase flights in order to minimize costs.

4.1.3. • Destination of Travel: Only the minimum requisite travel will be reimbursed (i.e. no additional flights other than direct arrival and return with necessary stopovers).

4.1.4. • Cancellation insurance: If purchased with a seat sale ticket, cancellation insurance or related costs are also eligible for reimbursement. A proper receipt is required.

- 4.2. **Rail Travel:** Standard class train fare is the maximum amount payable. Original travel receipts for train tickets are to accompany the expense claim form.

4.3. Automobile Travel:

4.3.1. Taxis/Airport Limousine Service: All reasonable expenses for taxis (either fared or flat rate) used while traveling on PEGNL business will be reimbursed upon receipt of supporting vouchers. Limo travel will only be covered where fare taxi service is not available.

4.4. Personal Vehicle:

4.4.1. • Personal vehicles may be used when overall economy is ensured.

4.4.2. • Travelers are reimbursed the kilometric rate in effect at the time of travel.

4.4.3. • The kilometric rate will be reviewed and amended as required. The basis for calculating the kilometric rate will be the appropriate mileage rate(s) in effect in the province of Newfoundland and Labrador for employees of Canada's federal public service.

4.5. Car Rental:

4.5.1. Where a car rental is used, original receipts are to be provided by claimant and accompany the expense claim form and shall show the starting point and destination.

4.5.2. • PEGNL will reimburse for collision insurance and gasoline.

4.6. Vehicle travel – Other Expenses

4.6.1. • The CEO has discretion to pay parking tickets.

4.6.2. • Traffic violations incurred while traveling on PEGNL business are not eligible for reimbursement.

5. HOTEL OR OTHER ACCOMMODATION

5.1. • Hotel Accommodation: Travelers will be advised when group rates are secured for meetings. Original hotel invoice should be attached to the expense claim.

5.2. Reimbursement will be made on the basis of the actual room costs and every effort should be made to obtain the best rate possible. Other charges to hotel bills will not be considered under this category and should not be included on the expense claim as —Accommodations. Receipts for hotel accommodations are required.

5.3. • Other Accommodation: If the traveler makes arrangements to reside in accommodation other than in a hotel or similar commercial establishment, a fixed daily rate for accommodations shall be paid in accordance with the then current rate paid for —Private Accommodations in the province of Newfoundland and Labrador for employees of the Canada federal public service. No receipts are required.

6. MEALS

6.1. • Reasonable expenses for meals while traveling on PEGNL business, including taxes and tips will be reimbursed. Receipts for all meals expenses incurred directly by the traveler must accompany the expense claim for reimbursement.

6.2. • As an alternative to submitting receipts for meals, PEGNL will provide a per diem allowance equivalent to the then current rates used in the Province of Newfoundland and Labrador for employees of Canada's Federal Government.

6.3. When travel originates after mealtime, or is completed prior to mealtime, the allowable cost for meals for that day should be reduced accordingly.

6.4. When attending conferences or other events where meals are included, the allowable cost for meals for that day should be reduced accordingly.

7. HOSTING OTHERS

7.1. • In the event that is necessary and desirable for a PEGNL Board/Committee Member to host and entertain others in connection with PEGNL business, PEGNL will reimburse expenses directly incurred, provided all items are appropriately claimed with an accompanying itemized receipt. In all instances of hosting, it must be clearly indicated on the expenses claim the names and affiliations of the individuals hosted and the purpose of the hosting activity.

8. MISCELLANEOUS COSTS

8.1. Internet Connection Charges will be reimbursable at the Hotel's daily rates when travelers stay overnight at a hotel when travelling on PEGNL Business. Original receipt from the hotel showing the charge shall be required.

8.2. When travelling and staying overnight on PEGNL business, travelers shall be entitled to charge a flat rate for "Incidentals" equivalent to the then current rates used in the Province of Newfoundland and Labrador for employees of Canada's Federal Government. Incidental rates shall cover all costs associated with phone calls, laundry/dry cleaning, toiletries/ personal care items, and similar miscellaneous costs. No receipts are required.

8.3. PEGNL will reimburse travelers who are traveling internationally for any additional medical coverage purchased to ensure medical protection while on PEGNL business. Receipts are required

8.4. PEGNL will not cover travel accident insurance that an individual may choose to purchase in connection with travel on PEGNL business.

9. Annual Conference Registration Fees.

9.1. PEGNL annual conference registration fees will be paid by PEGNL for current Board members where such fees are not paid by the Board member's employer. Board members to whom this applies must advise the Chief Operations Officer prior to the conference.

10. Rates – the link to the Federal rates are posted on PEGNL's website. *The link is accessible through PEGNL's Webpage under the path "About Us", "Board of Directors", "Governance".*

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Code of Conduct
Policy Type: Governance Process
Number: GP-8
Date Approved: **October 1, 2010**
Date Amended: August 5, 2011

All Board Members¹ are expected to behave in an ethical, business like and lawful manner. This includes proper use of authority and appropriate decorum when acting as Board members. PEGNL expects its Board Members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

Board Members shall be bound by the following Code of Conduct.

1. Members must represent un-conflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Councils or staffs. It also supersedes the personal interest of any Board Member acting as an individual or organizational consumer of PEGNL's services. Board Members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board Members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2. All Elected Board Members shall take the following Oath of Office:

I (INSERT NAME OF BOARD MEMBER), in consideration of the honour paid to me in my election to the Board of Directors of Professional Engineers and Geoscientists Newfoundland and Labrador as (INSERT TITLE (CHAIR/ CHAIR-ELECT/ BOARD MEMBER)), declare and affirm that I will comply with the provisions of the Professional Engineers & Geoscientists Act, 2008, the Regulations, By-laws and Board Policies, and will exercise the powers and discharge the duties of my office to the best of my ability, honestly and in good faith, and in furtherance, of the objectives of PEGNL in order that the public interest may be served and protected.

3. All ex-officio Board Members and their designates shall sign a confidentiality agreement which states:

As a condition of attending meetings of the Board and receiving the associated briefing materials, the undersigned agrees to the following:

- *Any information obtained by me or my designate through participation in PEGNL Board of Director meetings and the affairs of PEGNL will be kept in confidence and not disclosed to a third party without PEGNL's prior written approval.*

4. Board Members shall disclose any conflict of interest or any perceived conflict of interest.

¹ Unless otherwise stated *Board Member* refers to both elected and ex-officio Board members as well as ex-officio designates

- 5.1 Board Members shall not use their positions to obtain employment for themselves, family members, or close associates. In no case shall a Board member “campaign” for the employment of a family member or an associate.
- 5.2 Should a Board member seek employment within PEGNL, he or she must disclose such intention to the Board and follow Board direction with respect to the management of any conflict of interest
6. Board Members will respect the confidentiality appropriate to issues of a sensitive nature.
7. Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - 7.1 Board Members' interaction with the CEO or with staff must recognize that any individual Board Member or group of Board Members does not have authority other than that explicitly stated in Board policy.
 - 7.2 Board Members' interaction with the public must recognize the same limitation and the similar inability of any Member(s) to speak for the Board except to repeat explicitly stated Board decisions.
 - 7.3 Board Members will make no judgments of the CEO or staff performance except as that performance is assessed against explicit Board policies by the official process.
 - 7.4 Board Members shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the Board.
8. All Board Members shall participate in an orientation session to become familiar with The Engineers and Geoscientists Act, 2008, Regulations, Bylaws and policies of PEGNL as well as the rules of procedure and proper conduct of a meeting so that all decisions of the Board may be made in an efficient, knowledgeable and expeditious fashion.²
9. Board Members shall regularly take part in educational activities which will assist them in carrying out their responsibilities.²
10. Board Members shall attend meetings on a regular and punctual basis.²
 - 10.1 Attendance at Board meetings shall be either face to face or via teleconference with the provision that at a meeting when a motion is being considered to change the Act, Regulations, or By-laws, at least ten members of the Board attend.
 - 10.2 After an elected Board Member has missed three meetings in a Board year, the member is deemed to have resigned from the Board. Reinstatement, upon request, may be granted by

² For ex-officio Board members, attendance at Board orientation or educational sessions and/or regular Board Meetings, while strongly encouraged, is not mandatory.

the Board, but not more than one reinstatement shall be granted in the Board member's term of office.³ When the Board is discussing a request for reinstatement from a member who has been deemed to have resigned under this Clause, the member who has made the request for reinstatement shall absent himself/herself from all discussion and any vote by the remaining Board member on the subject so as to avoid any conflict of interest..

10.3 In order to support Board Member compliance with this policy, a record of attendance for elected Board Members for the current Board year will be distributed along with the minutes of each meeting.³

11. Board Members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.

A Board Member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board Member, he or she and the respondent Board Member shall absent themselves from any vote upon resolution of censure or other action that may be brought by Board Members. Board Members who are found to have violated the Code of Conduct may be subject to censure.

³ For ex-officio Board members, attendance at Board Meetings, while strongly encouraged, is not mandatory.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Conflict of Interest
Policy Type: Governance Process
Number: GP-9
Date Approved: October 1, 2010
Date Amended:

1. No Board Member, or his or her spouse, spousal equivalent, or dependent child, shall enter into any business arrangement with the Professional Engineers & Geoscientists Newfoundland & Labrador in which they are interested directly or indirectly except:
 - 1.1. on a written and competitive sealed quotation basis; and
 - 1.2. having declared any interest therein, and the applicable Board Member having refrained from voting thereon.
2. Any Board Member having an occasional conflict of interest shall declare the details of that conflict before discussion of the question and absent him/herself from the portion of the meeting during which discussion or voting affected by that conflict takes place. Such conflicts of interest include, but are not limited to:
 - 2.1. any question affecting a private corporation of which the Board Member or his/her immediate family (spouse, spousal equivalent or dependent child), is a shareholder or a public corporation in which he/she or immediate family holds more than five percent of the number of voting securities issued (excluding mutual funds);
 - 2.2. any question affecting an organization of which he/she is a Board Member.
 - 2.3. any question in which the Board Member or a member of his/her immediate family (defined as spouse, spousal equivalent or dependent child) has a direct or indirect financial interest;
 - 2.4. any other matter in which the Board Member's ability to act in the best interest of the organization may be or appear to be compromised by an outside interest.
3. A Board Member who abstains from participation due to conflict of interest is still included in determining quorum.
4. The minutes must record all declarations of conflict of interest.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Cost of Governance
Policy Type: Governance Process
Number: GP-10
Date Approved: **October 1, 2010**
Date Amended:

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

1. The Board recognizes that continual updating of skills and awareness of new governance issues are vital to a member's contribution to the Board. Therefore, it is expected that:
 - 1.1. New Board members shall receive a complete orientation to ensure familiarity with PEGNL's structure and issues, and the Board's process of governance.
 - 1.2. Candidates for Board membership shall be provided with information that clearly outlines the role of the Board, the necessary qualifications and the expectations of Board members.
 - 1.3. Board Members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.
2. Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit, and audit of the governance process.
3. The Board will establish Governance Policies and Monitor its adherence to these policies.
 - 3.1. The Board will monitor its adherence to its Governance Process policies on a regular basis. The Board may choose to monitor any policy at any time but as a minimum, the Board will review policies and its adherence to them in accordance with the appropriate clauses of GP-13.
4. The Governance budget will be prepared in a timely manner for inclusion in the PEGNL budget for the upcoming corporate year.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Board Linkages with Owners
Policy Type: Governance Process
Number: GP-11
Date Approved: **October 1, 2010**
Date Amended:

The “owners” of PEGNL are defined as the people of Newfoundland and Labrador. The Board shall be accountable for PEGNL to its “owners” *as a whole*. On behalf of the professional engineers and geoscientists of Newfoundland, the Board shall act in the best interests of the “ownership” as a whole, rather than being advocates for specific geographic areas or interest groups.

1. When making governance decisions, Board Members shall:
 - 1.1. Maintain a distinction between their personal interests as “customers” of PEGNL services, and their obligation to speak for others as a representative of the “owners.”. As representatives of the “owners,” Board Members are obligated to identify and know the “owners” values and expectations.
 - 1.2. Gather data in a way that reflects the diversity of the “ownership.” It shall meet with, gather input from, and otherwise interact with the “owners,” and acknowledge that diversity exists. It shall recognize that diversity assures a broad base of wisdom, and shall seek to make decisions considering that input.
2. Communication with the “ownership” may be accomplished through a variety of methods, including, but not limited to, public meetings, focus groups, surveys, and advisory committees.
3. The Board’s dealings with the media shall be directed through the Chair or the CEO.
 - 3.1 Generally issues dealing with Governance Process or the Board-CEO relationship shall be directed through the Chair and issues dealing with Ends and Executive Limitations shall be directed through the CEO.
4. The Board shall act as an advocate for the membership when it is not inconsistent with the public interest.
 - 4.1. The Board shall represent the engineering and geoscience professions on local, national and international levels.
 - 4.2. The Board shall gather data in a way that reflects the diversity of membership. It shall meet with, gather input from, and otherwise interact with the public, and acknowledge diversity. It shall recognize that diversity contributes to a broad base of information, and shall seek to make decisions considering that input.
 - 4.3. Collection of input from the membership may be accomplished through a variety of methods, including, but not limited to, engineering and geoscience representatives elected from the membership on the Board and Committees, focus groups, open Board and Annual General Meetings, forums, and surveys.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Board Linkages with Other Organizations
Policy Type: Governance Process
Number: GP-12
Date Approved: October 1, 2010
Date Amended:

1. Government

The Board shall ensure that PEGNL's interests are represented to governments and government agencies.

2. Memorial University of Newfoundland

2.1 The Board shall ensure that PEGNL's interests are represented to Memorial University especially to the Faculty of Engineering and Applied Science, and the Department of Earth Sciences. This will include but not limited to the following:

2.1.1 By extending a standing offer to the Dean of Engineering and Applied Science or his/her designate and the Head of the Earth Sciences Department, or his/her designate to participate in a non-voting capacity at Board meetings to exchange positions on issues affecting the practice of engineering or geoscience and advise on university/education policies that may impact Board policies.

2.1.2 By considering in the Board's linkage plan opportunities to meet with the MUN President and other members of the Senior Executive Committee.

2.1.3 By pursuing the creation of university faculty and departmental committees' positions for PEGNL and by appointing senior PEGNL representatives to such positions to present PEGNL's views at all meetings and activities of these committees.

3. PEGNL Membership in Other Organizations

3.1 The Board shall consider the merits of membership in other organizations annually. This consideration shall include, but not be limited to:

3.1.1 The degree to which participation in the organization will further the mission and goals of PEGNL

3.1.2 The benefits to PEGNL of membership compared to the cost of membership.

3.1.3 The ability of PEGNL to influence the direction of the organization in a measure commensurate with PEGNL's contribution.

4. Appointments to External Policy or Advisory Committees

- 4.1. Upon request for PEGNL appointments to external committees, the Board will assess whether such representation is appropriate within the Board's stated policies and current priorities. If this assessment is positive, the Board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be discussed and agreed upon by the committee's chair, the Board's appointee, and the CEO.
- 4.2. The Board's appointee shall provide information reports as appropriate, to be determined by the Board at the time of appointment.
- 4.3. Since the Board's appointee is representing the Board, the appointee shall be kept informed of current Board policies that might affect deliberations of the Committee in question. Any representations made on behalf of the Board shall adhere to the stated policies of the Board. Any issues requiring the statement of a new policy position on the part of the Board shall be brought to the Board for decision.

5. Relationships With Other Organizations

- 5.1. The Board shall identify other organizations with which it requires good working relationships in order to achieve its Ends. It will establish mechanisms for maintaining open communication with these organizations. Such mechanisms may include, but are not limited to:
 - 5.1.1. Inviting representatives of the Boards of those organizations to Board meetings.
 - 5.1.2. Meeting jointly with other Boards on occasion.
 - 5.1.3. Requesting the CEO to establish linkages at a staff level, and to report on areas of mutual interest and activity.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
DRAFT BOARD POLICY**

Policy Name: Board Planning Cycle and Agenda Control
Policy Type: Governance Process
Number: GP-13
Date Approved: **October 1, 2010**
Date Amended: August 5, 2011

1. The Board shall maintain control of its own agenda by developing each year no later than the end of August an annual schedule which includes, but is not limited to:
 - 1.1. considered review of the Ends in a timely fashion which allows the CEO to build a budget
 - 1.2. scheduled time for education related to ends determination (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff).
 - 1.3. scheduled time for monitoring of the Board's own compliance with its Governance Process and Board-CEO policies, and for review of the policies themselves as presented in the GP and CE POLICIES MONITORING AND POLICY REVIEW SCHEDULE below. Monitoring Reports will be provided and read in advance of the Board meeting. Discussion will be focused on areas in which Council can continue to improve its performance, and commitments in that regard will be documented on the Council's Governance Action Plan. In most cases, the monitoring report will serve as a resource for the review of the policy content, in conjunction with the monitoring function.
 - 1.4. scheduled time for monitoring compliance by the CEO with Executive Limitations policies and ENDS Policies, and for review of the policies themselves as presented in the ENDS & EL POLICIES MONITORING AND POLICY REVIEW SCHEDULE below. Monitoring reports will be provided and read in advance of the Board meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the Board to make a determination regarding compliance, or if policy criteria are to be debated. In most cases, Policy Review will occur upon acceptance of a Monitoring Report and may use a policy's corresponding Monitoring Report as a resource for the review process.
 - 1.5. scheduled time for governance education.
 - 1.6. Monitoring and review of Board Policies may be undertaken with consideration given to the Board's MONITORING REPORT GUIDELINES FOR POLICY GOVERNANCE as appended to Board Policies as Appendix A.
2. Based on the outline of the annual schedule, the Board delegates to the Chair the authority to fill in the details of the meeting content. The detailed agenda shall be prepared jointly by the Chair and the CEO. Potential agenda items shall be carefully screened to ensure that they relate to the Board's job description, rather than simply reviewing staff activities. Screening questions shall include:
 - 2.1. Clarification as to whether the issue clearly belongs to the Board or the CEO.

2.2. Identification of what category an issue relates to - Ends, Executive Limitations, Governance Process, Board-CEO Relationship.

2.3. Review of what the Board has already said on this topic, and how the current issue is related.

3. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.

GP & CE POLICIES MONITORING AND POLICY REVIEW SCHEDULE

Policy	Review & Monitor Adherence
GP-1 Global Governance Commitment	Annually
GP-2 Governing Style	Each meeting/Annually
GP-3 Board Job Contributions	Annually
GP-4 Chairperson's Role	Annually
GP-5 Board Committee Principles	Annually
GP-6 Board Committee Structure	Annually (includes sub-policies)
GP-7 Board and Committee Expenses	Annually
GP-8 Code of Conduct	Annually
GP-9 Conflict of Interest	Annually
GP-10 Cost of Governance	Annually
GP-11 Board Linkage with Ownership	Annually
GP-12 Board Linkage with other Organizations	Once every two years
GP-13 Board Planning Cycle and Agenda Control	Once every two years
GP-14 Handling of Operational Complaints	Annually
GP-15 Handling of Apparent Policy Violations	Annually
CE-1 Delegation to the Chief Executive Officer	Annually
CE-2 Chief Executive Officer Job Contributions	Annually
CE-3 Monitoring Executive Performance	Annually

Monitoring of Ends and EL policies by the CEO

<u>Policy</u>	<u>Method</u>	<u>Frequency</u> <u>A– annually; B–Bi-annually</u>
EL-1: General Executive Constraint	<ul style="list-style-type: none"> • Report from auditor on accepted business ethics • Ethics monitoring based on complaint • Further monitoring in accordance with remaining EL policies 	A;
EL-2: Treatment of Staff	Internal Report	A;
EL-3: Financial Planning	Internal Report	A;
EL-4: Financial Condition	Internal Report External Audit	B; A;
EL-5: Asset Protection	Internal Report External Audit	B; A;
EL-6: Interaction with Members and Public	Internal Report	A;
EL-6.1 Application of the APEGN Act	Internal Report	A;
EL-7: Compensation and Benefits	Internal Report	A;
EL-8: Communication and Support to Council	Internal Report	A;
EL-9: Emergency Executive Succession	Internal Report	A;
EL-10: Public Image	Internal Report	A;
EL-11: Information Management	Internal Report	A;
EL-12: Partnerships	Internal Report	A;
EL-13 Advocacy	Internal Report	A;
E-1.1: Competent Practice of Engineering and Geoscience	Internal Report	A;
E-1.2: Ethical Engineers and Geoscientists	Internal Report	A;
E-1.3: Public Confidence in the Profession	Internal Report	A;
E-2.1: Sustainability of the Profession	Internal Report	A;
E-2.2: Enhancement of Perceived Value	Internal Report	A;

*Internal Reports are the responsibility for the CEO. All other monitoring is to be coordinated through the CEO (i.e auditor and 3rd party monitoring reports), as directed by the Board.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Handling of Operational Complaints
Policy Type: Governance Process
Number: GP-14
Date Approved: **October 1, 2010**

To ensure that the Board fulfils its accountability to the ownership, but does not interfere in matters it has delegated to the CEO, the following process shall be followed when a Board member receives a complaint regarding an operational matter:

1. The Board member shall inquire if the proper internal communication protocol for registering concerns has been followed. If not, the individual shall be directed to the appropriate person, and the Board member shall take no further action.
2. The Board member shall not offer any evaluative comments or solutions.
3. If the internal protocol has been followed and the concern has not been resolved through that action, the Board member shall explain to the individual that the Board has delegated certain responsibilities to the CEO, and that the Board holds the CEO accountable. Indicate that the CEO will be asked to ensure that the matter is looked into and respond directly.
4. The Board member shall ask the individual to contact him or her again if the matter has not been addressed within a reasonable time period.
5. The Board member shall inform the CEO or individual designated by the CEO of the complaint, and request that it be handled.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Handling of Apparent Policy Violations
Policy Type: Governance Process
Number: GP-15
Date Approved: **October 1, 2010**

The Board, as a whole has a responsibility to regularly monitor the performance of the CEO as outlined in the policies on Board Management Delegation. If there is a reasonable appearance of policy violation, even though a particular policy is not scheduled for monitoring, the Board may choose to request a monitoring report at any time. The Board may also use the occasion of a concern to re-evaluate the adequacy of its policy to address the raised issue.

1. Conditions which may trigger a request for monitoring beyond the normal schedule may include:
 - 1.1 A Board member has been contacted regarding a complaint by a member of the public. After the Board member has followed the procedure for handling complaints (See GP-14), the individual again contacts the Board member indicating that the complaint still exists, and in the Board member's opinion, the incident appears to be a potential policy violation.
 - 1.2 One or more Board members receive complaints or become aware of a pattern of similar instances that taken together raise questions of general policy violation.
 - 1.3 A single incident of public complaint is of a nature that regardless of how it is resolved, there is a serious question of policy violation.
2. If any of the above conditions exist:
 - 2.1 The Board member shall inform the Chair of the situation.
 - 2.2 The Chair shall request the CEO to provide to the Board his or her interpretation of the policy, rationale for why the interpretation should be considered reasonable, and evidence of policy compliance with reference to the situation(s) in question.
 - 2.3 The Board as a whole shall determine whether the CEO's interpretation falls within "any reasonable interpretation" of the policy.
 - 2.4 If the CEO's interpretation falls within "any reasonable interpretation", and there is evidence of compliance with that interpretation, the matter shall be dropped at the Board level. (The CEO will handle the issue directly with the complainant).

2.5 If the CEO's interpretation falls outside of "any reasonable interpretation", or there is a clear violation of a reasonable interpretation, the Board shall determine the degree of seriousness of the issue and deal with the CEO regarding performance.

3. If the incident(s) in question do(es) not appear to be a potential violation of policy:

3.1 The Board member should consider if he or she believes the policy should be amended to prevent a future occurrence of a similar situation.

3.1.1 If the Board member considers that a policy amendment should be made, the Board member should request the Chair to put the item on the next agenda.

3.1.1.1 The Board as a whole shall then debate whether or not the policy should be amended, making the reported event explicitly unacceptable in the future.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: General Executive Constraint
Policy Type: Executive Limitations
Number: EL-1
Date Approved: **October 1, 2010**

1. The CEO must not cause or allow any practice, activity, decision or organizational circumstance which is either imprudent, illegal, or in violation of commonly accepted business and professional ethics.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Treatment of Staff
Policy Type: Executive Limitations
Number: EL-2
Date Approved: **October 1, 2010**

The CEO shall not cause or allow working conditions for staff or volunteers which are unfair, undignified, or unsafe.

The CEO shall not:

1. Fail to develop and implement written human resource policies and procedures which at minimum clarify expectations and working conditions for staff, and are consistent with commonly accepted human resource practices.
 - 1.1. Fail to ensure policies and procedures are in place to prevent workers from exposure to harassment.
 - 1.2. Fail to ensure that staff is informed of performance expectations and assessment methods.
2. Fail to ensure that there is an effective staff education and development process in place.
3. Fail to establish and maintain a work environment which fosters teamwork, communication, efficiency and effectiveness.
4. Fail to acquaint staff with their rights under this policy.
5. Fail to maintain a safe physical work environment for staff.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Financial Planning
Policy Type: Executive Limitations
Number: EL-3
Date Approved: October 1, 2010
Date Amended:

Budgeting for any fiscal period or the remaining part of any fiscal period shall not deviate materially from Board-stated Ends priorities in allocation of resources, jeopardize financial viability, nor fail to show a generally acceptable level of foresight.

Accordingly, the CEO shall not cause or allow budgeting which:

1. Contains insufficient information to enable credible projection of revenues and expenses.
2. Fails to separate capital and operational items.
3. Fails to include provision for replacement, maintenance and repair of capital assets, based on long term administrative planning.
4. Fails to include cash flow analysis.
5. Fails to disclose planning assumptions in keeping with a long-range financial plan.
6. Fails to provide adequate funds for the Board's direct use during the year, such as costs of fiscal audit, Board development, and Board and committee meetings.
7. Plans to reduce the appropriated surplus (legal and miscellaneous contingency reserve) to less than the amount which existed as of August 31, 2001 (\$197,890).
8. Plans to reduce the un-appropriated surplus (operating reserves) to less than 1/12th (0.0833) of yearly expenses.
9. Endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.
10. Fails to allocate costs to ENDS.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Financial Condition
Policy Type: Executive Limitations
Number: EL-4
Date Approved: October 1, 2010
Date Amended:

With respect to the actual, ongoing financial conditions and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in *Ends* policies.

Accordingly, the CEO shall not:

1. Borrow to cover operating expenses.
2. Fail to settle payroll and debts in a timely manner.
3. Allow the collection of accounts receivable to be undertaken in an untimely manner.
 - 3.1 Ensure compliance with Board's policy on charging late fees when membership fees are collected after the stated deadlines.
4. Allow government ordered payments or filings to be overdue or inaccurately filed.
5. Fail to designate appropriate administrative signing authorities.
6. Fail to ensure that all cheques have two signatures.
7. Fail to advise of actual expenditures against ENDS
8. Operate without internal controls that prevent and ensure against tardy, inaccurate or misleading financial reporting.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Asset Protection
Policy Type: Executive Limitations
Number: EL-5
Date Approved: **October 1, 2010**
Date Amended: April 15, 2011

The CEO shall not allow assets to be unprotected, inadequately maintained or unnecessarily risked. Accordingly, the CEO shall not:

1. Fail to insure against theft, fire and casualty losses to a prudent replacement value with an appropriate deductible.
2. Fail to insure to the extent practical against liability losses to Board Members, staff and individuals engaged in activities on behalf of PEGNL or PEGNL itself in an amount of at least the average for comparable organizations, except that additional liability insurance is not required for those actions taken in good faith that are covered in section 37 of the *Engineers and Geoscientists Act (2008)*.
3. Unnecessarily expose PEGNL its Board Members or staff to claims of liability.
4. Receive, process or disburse funds under controls insufficient to meet the Board-appointed auditor's standards.
5. Make purchases without due consideration to quality, after-purchase service, value for dollar, and opportunity for fair competition.
6. Fail to provide reasonable protection from loss or significant damage to intellectual property, information and files.
7. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts and bonds of less than AA rating, mortgages, equities, (other than mutual funds), real estate holdings, foreign investments, and derivative securities, or in non-interest bearing accounts
 - 7.1. Invest an amount greater than 40 % of total required reserves in mutual funds.
8. Fail to ensure that PEGNL maintains an Endowment Fund for the advancement of engineering and geoscience education by providing scholarships:
 - 8.1 Fail to ensure that scholarship recipients are selected at arms length from staff by an impartial committee of members in a consistent , fair and unbiased manner.
 - 8.2 Fail to bring to the Board, on the Consent Agenda, appointees for the committee.
 - 8.3 Fail to ensure that there is an Endowment Fund Investment Policy.
9. Fail to bring to the Board, on the Consent Agenda, appointees for the Board of Directors or committees which direct PEGNL programs which have charitable status and/or control funds.
10. Operate without internal policies and procedures that detect, deter and prevent fraud.
11. Receive, process or distribute the organization's assets under internal controls that are insufficient to prevent significant deficiencies or material weaknesses.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Interactions With Members and the Public
Policy Type: Executive Limitations
Number: EL-6
Date Approved: **October 1, 2010**
Date Amended:

With respect to interactions with members or public, the CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, disrespectful, undignified, unnecessarily intrusive, or which fail to provide appropriate confidentiality and privacy.

Accordingly, the CEO shall not:

1. Use forms or procedures that elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting or storing personal information that fail to protect against improper access to, use of, or disposal of the information elicited.
3. Fail to provide a PEGNL environment that supports and promotes the health, physical comfort and personal dignity of those participating in PEGNL business.
4. Fail to ensure that the privileges and responsibilities of membership are clearly communicated.
5. Fail to establish a process which ensures that member and public comments and complaints are responded to fairly, consistently, respectfully, and in a timely manner.
6. Fail to provide for broad, representative membership involvement in determining means for achieving the Board's Ends.
7. Fail to use an open and transparent process for member involvement.
 - 7.1 Select appointees without due consideration of their qualifications for the appointment and diversity of views and skills required on their respective committee or board.
8. Fail to communicate to members initiatives that are taken at both the national and provincial level towards strengthening the engineering and geoscience professions, consistent with the public interest.
9. Initiate new services for members unless such services are made available to all members and are expected to be used by a significant percentage of members.
10. Fail to be proactive in identifying new service which might enhance members' ability to successfully practice their professions, consistent with the public interest.
11. Fail to obtain appropriate input from stakeholders when developing means for achieving the Board's ends.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Application of The Engineers and Geoscientists Act and Regulations
Policy Type: Executive Limitations
Number: EL-6.1
Date Approved: **October 1, 2010**
Date Amended:

The CEO shall not fail to ensure that the provisions of The Engineers and Geoscientists Act and Regulations are enforced, consistent with any further Board interpretation of the Act in its Bylaws or Policies. The CEO shall not fail to ensure fair and due process in applying the legislation.

Accordingly, the CEO shall not:

1. Fail to ensure that the Code of Ethics and standards of competence for professional members, licensees and permit holders are upheld.
2. Fail to take appropriate action regarding persons who practice or use the titles “professional engineer” or “professional geoscientist” or the abbreviations “P. Eng.” or “P. Geo.” without appropriate authority.
3. Fail to ensure that registration, licensing and issuing of permits as approved by the Registration Committee are carried out.
4. Fail to ensure that appeals of Registration Committee decisions are presented to the Board of Directors in a timely manner.
5. Fail to bring to the Board on the Consent Agenda appointees for a Complaints Committee, who must be Professional Engineers or Geoscientists.
6. Fail to bring to the Board via the Consent Agenda any changes in the criteria which govern the practice of engineering and geoscience.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Compensation and Benefits
Policy Type: Executive Limitations
Number: EL-7
Date Approved: **October 1, 2010**
Date Amended:

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the CEO shall not:

1. Change his/her own compensation and benefits.
2. Promise or imply guaranteed employment.
3. Operate without written policies outlining compensation and benefits for employees.
4. Establish current compensation and benefits which:
 - 4.1. Deviate materially from the geographic or professional market for the skills employed
 - 4.2. Create obligations over a longer term than revenues can be safely projected.
 - 4.3. Are discriminatory.
5. Establish or change pension benefits.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Communication and Support to the Board
Policy Type: Executive Limitations
Number: EL-8
Date Approved: October 1, 2010
Date Amended:

The CEO shall not permit the Board to be uninformed or unsupported in its work. Without limiting the scope of this statement, the CEO shall not:

1. Let the Board be without adequate information to support informed Board decisions, including relevant environmental scanning data, a representative range of staff and external points of view, significant or extraordinary membership issues, anticipated adverse media coverage, press releases, changes in staff, lawsuits against the organization, or significant issues or changes within the external environment which may have a bearing on Board policies, along with alternative choices and their respective implications.
 - 1.1 Fail to circulate press releases to Board Members prior to general release.
2. Fail to submit the required monitoring data (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, including explicit CEO interpretation of the Board policies being monitored and evidence of compliance.
3. Fail to advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-CEO Relationship.
4. Fail to present information in a complete, accurate, succinct and timely manner, or in a form that does not clearly differentiate among monitoring, decision preparation, and general incidental or other information.
5. Fail to provide an effective mechanism for official Board or committee communications.
6. Fail to provide information to the Board as a whole except (a) for fulfilling individual requests for information or (b) for responding to individual Board Members or Board committees duly charged by the Board.
7. For a Board Review Committee hearing appeals against a decision of the Registration Committee fails to provide the Committee, its legal counsel and the appellant copies of the documentation on which the Registration Committee based its decision, not less than 14 days before the hearing. (Refer to GP-6.1.1)
8. Fail to supply for the consent agenda all items delegated to the CEO, yet required by law, assigned by external authority, or contract to be Board-approved, along with the monitoring assurance pertaining to the item(s).

9. Fail to provide reasonable administrative support for Board activities.
10. Fail to report in a timely manner actual or anticipated non-compliance with any policy of Board, regardless of the Board's monitoring schedule.
11. Fail to advise Board of new membership services prior to implementation.
12. Fail to bring nominees for awards to Board for approval on the Consent Agenda.
 - 13.1 Fail to maintain up-to-date nominee selection criteria for all PEGNL awards.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Emergency Executive Succession
Policy Type: Executive Limitations
Number: EL-9
Date Approved: **October 1, 2010**

In order to protect the Board from sudden loss of chief executive services, the CEO shall not have fewer than two other senior staff sufficiently familiar with the Board and chief executive issues and processes to carry on PEGNL business until the Board takes further action.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Public Image
Policy Type: Executive Limitations
Number: EL-10
Date Approved: **October 1, 2010**
Date Amended: **June 9, 2011**

The CEO shall not endanger PEGNL's public image or credibility, particularly in ways that would hinder the accomplishment of its ends.

Accordingly, the CEO shall not:

1. Amend, change, or alter PEGNL's corporate communications and public relations marks, logos, or symbols, etc.
2. Permit presentations to be made to the media, which portray as Board policy information that is contrary to Board positions set out in Board policy.
3. Permit staff members other than himself/herself or designate to make presentations to the media regarding Board policy.
4. Upon request from the public or the media, fail to make available information on Board decisions or on PEGNL's position on issues affecting or of interest to PEGNL
 - 4.1 Disclose to the public confidential information leading to Board decisions.
5. Develop collaborative relationships with organizations whose practices are incompatible with the Board's stated policies.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Information Management
Policy Type: Executive Limitations
Number: EL-11
Date Approved: **October 1, 2010**
Date Amended:

The CEO shall not fail to develop and maintain effective information systems which assist the organization in effectively carrying out and evaluating the Board's Ends. Accordingly, the CEO shall not:

1. Fail to maintain an up-to-date prioritized plan for necessary information systems enhancements or acquisitions.
2. Fail to evaluate the effectiveness and efficiency of information systems.
3. Fail to meet legislated requirements for records retention, confidentiality, and freedom of information.
4. Fail to ensure that back-up and recovery plans are designed, documented and tested for computer-based files.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Advocacy
Policy Type: Executive Limitations
Number: EL-12
Date Approved: October 1, 2010
Date Amended:

The CEO shall not develop positions to advocate on behalf of PEGNL and its members that cannot reasonably be expected to assist in achieving the Board's Ends.

Further, without limiting the scope of the above statement, the CEO shall not:

1. Fail to develop position statements on issues as directed by the Board.
2. Fail to identify issues which are or appear to be in conflict with the stated ends of the Board.
3. Fail to apprise the Board of such issues in a timely manner.
4. Develop position statements on issues unless such issues have significant impact on the professions and PEGNL's owners.
5. Develop position statements on issues about which PEGNL is unable to articulate a credible position.
6. Fail to obtain the input of the Board and/or another representative group of members who may be specifically impacted by the statement.
7. Fail to ensure that the process for obtaining input is unbiased.
8. Fail to consider the perspectives of other internal and external relevant groups that may be affected by the statement and advise the Board as deemed necessary.
9. Fail to ensure that relevant research findings, and other available literature and expertise have been considered in the development of the statement.
10. Fail to bring the Position Statement to the Board for approval on the Consent Agenda.
 - 10.1 For position statements, press releases, or media interviews requiring a timely response and when it is not practical to obtain the Board's input or approval, the CEO shall not fail to confer with the Chair in preparing, and prior to issuance of the position statement, press release or media interview.
11. Fail to ensure that all position statements remain current.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Delegation to the Chief Executive Officer
Policy Type: Board-CEO Relationship
Number: CE-1
Date Approved: **October 1, 2010**

All Board authority delegated to staff is delegated through the CEO, so that all authority and accountability of staff--as far as the Board is concerned--is considered to be the authority and accountability of the CEO.

1. The Board will direct the CEO to achieve specified results, for specified recipients, at a specified worth, through the establishment of *Ends* policies. The Board will limit the latitude the chief executive may exercise in practices, methods, conduct and other “means” to the ends through establishment of *Executive Limitations* policies.
2. As long as the CEO uses *any reasonable interpretation* of the Board’s *Ends* and *Executive Limitations* policies, the CEO is authorized and required to establish all further policies, make all decisions, take all actions and develop all activities.
3. The Board may change its *Ends* and *Executive Limitations* policies, thereby shifting the boundary between the Board and CEO domains. By so doing, the Board changes the latitude of choice given to the CEO, but so long as any particular policy is in place, the Board and its Members will respect and support the CEO choices. This does not prevent the Board from obtaining information from the CEO about the delegated areas.
4. Only decisions of the Board acting as a body are binding upon the CEO.
 - 4.1. Decisions or instructions of individual Board Members or committees are not binding on the CEO except in instances when the Board has specifically authorized such exercise of authority.
 - 4.2. In the case of Board members or committees requesting information or assistance without Board authorization, the CEO can refuse such requests that require - in the CEO’s judgment - a material amount of staff time or funds or is disruptive.
5. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the CEO.

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY**

Policy Name: Chief Executive Officer Job Contributions
Policy Type: Board-CEO Relationship
Number: CE-2
Date Approved: **October 1, 2010**
Date Amended:

As the Board's single official link to PEGNL's administration, the CEO's performance is considered to be synonymous with PEGNL's performance as a whole.

Consequently, the CEO's job contributions can be stated as performance in only two areas:

1. Accomplishment of the provisions of Board policies on Ends.
2. Operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR

BOARD POLICY

Policy Name: Monitoring Executive Performance
Policy Type: Board-CEO Relationship
Number: CE-3
Date Approved: October 1, 2010
Date Amended:

Monitoring executive performance is synonymous with monitoring organizational performance against Board policies on *Ends* and on *Executive Limitations*. Any evaluation of the CEO's performance, formal or informal, may be derived only from these monitoring data.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Only information which does this will be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to plan productively for the future rather than to review the past.
2. A given policy may be monitored in one or more of three ways:
 - 2.1. Internal report: Disclosure of compliance information to the Board from the CEO.
 - 2.2. External report: Discovery of compliance information by an impartial, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party, unless Board has previously indicated that party's opinion to be the standard.
 - 2.3. Direct Board review: Discovery of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a "prudent person" test of policy compliance. Such an inspection is only undertaken at the instruction of the Board, and with the CEO's knowledge.
3. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the Board according to frequency and method.
4. A formal evaluation of the CEO by the Board shall occur annually prior to the PEGNL Annual General Meeting. This evaluation will be based on the measurable objectives which define the level of achievement of the Board's *Ends* Policies and non-violation of its *Executive Limitations* policies. This formal evaluation will be conducted as a summative evaluation of previous regular monitoring data.

APPENDICES

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX A**

**Monitoring Report- Guidelines for Policy Governance®
Date Approved: October 1, 2010
Date Amended:**

CEO & Registrar Monitoring Reports

Principle: The Board monitors organizational performance through a fair but systematic assessment of whether a reasonable interpretation of its Ends policies is being achieved and a reasonable interpretation of its Executive Limitations Policies is being avoided. If there is a CEO this constitutes the CEO's evaluation (i.e., Monitoring Report submitted by the CEO to the Board). Monitoring Reports submitted by the CEO include monitoring of ENDS and EL policies. Monitoring and Review of the Board's ENDS policies and Executive Limitation policies are to be undertaken in compliance with the Board's Planning Cycle as stipulated in Board Policy GP-12. GP-13 states:

- 1.5. scheduled time for monitoring compliance by the CEO with Executive Limitations policies and ENDS Policies, and for review of the policies themselves as presented in the ENDS & EL POLICIES MONITORING AND POLICY REVIEW SCHEDULE below. Monitoring reports will be provided and read in advance of the Board meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the Board to make a determination regarding compliance, or if policy criteria are to be debated. In most cases, Policy Review will occur upon acceptance of a Monitoring Report and may use a policy's corresponding Monitoring Report as a resource for the review process.

Required Contents for CEO Monitoring Reports:

CEO Monitoring reports require the following items:

- Reporting Period
- Reporting Period (previous monitor report)
- Author's Name
- Policy Name
- Policy Type
- Policy Number
- Date Policy Approved
- Date Policy Amended (most recent amendment)
- Statement of Board Policy (policy that is being monitored)
- Statement of CEO's "reasonable interpretation" of Board Policy¹
- Statement of resources and/ or documentation reviewed/relied upon
- Statement of Compliant or Not Compliant
- Statement(s) of Evidence

Monitoring of ENDS Policy:

The Board accepts that Monitoring of ENDS policies will assess the achievement of ENDS, as opposed to "compliant" or "Not compliant". This is in keeping with Policy Governance as the CEO provides

monitoring reports on ENDS policies to demonstrate the degree to which the specified ENDS are achieved.

Action by the Board:

- The Board is responsible for completing an assessment of reasonable interpretation and adequate evidence of compliance.
- The Board may also direct certain recommendations or issues raised made in the Monitors Report be brought forward for discussion at the scheduled review of Policy.
- Other actions it deems appropriate.

Example of and appropriate motion to receive ED Monitoring Reports:

“The Board has assessed the monitoring report and found that it provided evidence of compliance with a reasonable interpretation of the policy.”

Board Monitoring Reports (Self-monitoring)

3.1. **Principle (Governance Process Policies):** The Board will monitor its adherence to its own Governance Process policies and Board-CEO policies on a regular basis. Upon the choice of the Board, any policy can be monitored at any time. At a minimum, monitoring and review of the Board’s Governance Process and Board-CEO Policies are to be undertaken in compliance with the Board’s planning cycle as stipulated in Board Policy GP-13. GP-13 states:

1.4 scheduled time for monitoring of the Board’s own compliance with its Governance Process and Board-CEO policies, and for review of the policies themselves as presented in the GP and CE POLICIES MONITORING AND POLICY REVIEW SCHEDULE below. Monitoring Reports will be provided and read in advance of the Board meeting. Discussion will be focused on areas in which Council can continue to improve its performance, and commitments in that regard will be documented on the Council’s Governance Action Plan. In most cases, the monitoring report will serve as a resource for the review of the policy content, in conjunction with the monitoring function.

Board Monitoring Reports can rely on several sources including reviews of minutes and coaching reports, Board round-table discussions, Board questionnaires (the CEO and other regular attendees (i.e. Ex-officio of Board meetings can participate in round-table discussions and questionnaires, if deemed appropriate by the Board, though it is the Board’s sole responsibility to monitor/evaluate itself). Results from questionnaires or discussions should be summarized or tabulated for presentation if they constitute resources to be used in a Monitor Report. A worksheet is included (see Appendix B) as a possible aid for undertaking self-monitoring of Board Policies.

Required Contents for Board Monitoring Reports:

Board Monitoring reports require the following items:

- Reporting Period
- Reporting Period (previous monitor report)

- Author's Name
- Policy Name
- Policy Type
- Policy Number
- Date Policy Approved
- Date Policy Amended (most recent amendment)
- Statement of Statement of Board Policy (policy that is being monitored)
- Statement of resources and or documentation reviewed/ relied upon
- Statement of Compliance or Non Compliance
- Statement(s) of Evidence

Recommended/Optional additional contents for Board Monitoring Reports

- Recommendations on how implementation of Policy may be improved.
- Provide recommendations to be brought forward for the scheduled review of Policy as required under GP-13.

Action by the Board:

- The Board is responsible for completing an assessment of adequate evidence of compliance.
- The Board may also direct certain recommendations made in the Monitors Report be brought forward for discussion at the scheduled review of Policy.
- Other actions it deems appropriate.

Example of and appropriate motion to receive the Board's Monitoring Reports:

“The Board has assessed the monitoring report and found that it provided evidence of compliance of the policy.”

Resources for CEO and Board Monitoring Reports:

Current Board Policies, the Act and Regulations, as well as By-Laws, are available on the PEGNL website under Publications at the link <http://www.pegnl.ca/publications/index.html> .

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX B**

**Worksheet for Board Self-Monitoring of Governance Process Policies
Date Approved: October 1, 2010**

This worksheet is intended to assist in assessing the Board’s own compliance with its Governance Process policies, and expediting relevant discussion at Board meetings. Each Board member may complete the worksheet for any given policy, or assign a policy to one or two Board members to monitor, with a discussion following. The template for discussion of the monitoring report should help focus on areas for improvement. For **EACH ITEM** and sub-item in the attached monitoring report, please circle responses to the following questions, and provide examples.

Policy Number _____ **Time period being monitored** _____ (usually a one-year period)

Item Number	Have we acted consistently with this item of policy?	Specific representative examples to support your response
Opening statement	Always Most of the time Some of the time Rarely Never	
1	Always Most of the time Some of the time Rarely Never	
2	Always Most of the time Some of the time Rarely Never	
3	Always Most of the time Some of the time Rarely Never	

Worksheet for Board Self-Monitoring of Governance Process Policies, p. 2

4	Always Most of the time Some of the time Rarely Never	
5	Always Most of the time Some of the time Rarely Never	
6	Always Most of the time Some of the time Rarely Never	
7	Always Most of the time Some of the time Rarely Never	

What specific actions could we take to continually improve our application of this policy?

Template for Board Discussion Following Completion of Worksheets

In which areas have we rated ourselves as “some of the time,” “rarely” or “never”?

Select ONE area of this policy for improvement in the next year.

What actions will we COMMIT to taking in the next year to improve our application of this policy?

Who will be accountable for leadership to ensure that it happens?

WHEN will we reassess our progress?

Add these commitments and action plans to your Governance Action Plan.

Monitoring Worksheet for Executive Limitations Policies

This worksheet is intended to assist you in assessing the monitoring report, and expediting RELEVANT discussion at the Board meeting. For EACH ITEM and sub-item in the attached monitoring report, please note your responses to the following questions:

Item Number	Has the CEO explicitly provided a reasonable interpretation of the policy supported by rationale?		Is there sufficient evidence to convince me that this limitation has not been contravened?		If NO, note your reason for concern and questions or clarification needed.
	Yes	No	Yes	No	

Is there sufficient evidence to indicate compliance with the WHOLE policy (including the opening statement), not just portions of it?

Yes No
 Yes No
 Yes No

Is there any reason to doubt the integrity of the information presented?

If the CEO has indicated NON-COMPLIANCE with any aspect of this policy, is there a commitment as to when the Board can expect to see compliance and is the proposed time-frame acceptable?

Yes No
 Yes No
 Yes No



Having reviewed the monitoring report, does anything you have learned make you consider whether the POLICY ITSELF should be amended?

(This is not monitoring, but should be addressed as a board decision.)
SHADED ITEMS should be raised for discussion at the meeting.

Monitoring Worksheet for Ends Policies

This worksheet is intended to assist you in assessing the monitoring report, and expediting RELEVANT discussion at the Board meeting. For EACH ITEM and sub-item in the attached monitoring report, please note your responses to the following questions:

Item Number	Is there a reasonable interpretation of the policy, including metrics that will demonstrate compliance, supported by rationale?		Is there sufficient evidence to convince me that a reasonable interpretation of the End has been achieved? <small>(Look for results of the activities, not reports of the activities themselves (wing flaps); look for comparisons, trends, ratios or percentages, not raw numbers, if data is quantitative.)</small>		If NO, note your reason for concern and questions or clarification needed.
	Yes	No	Yes	No	

Is there sufficient evidence to indicate compliance with the WHOLE policy (including the opening statement), not just portions of it?

Yes

No

Is there any reason to doubt the integrity of the information presented?

Yes

No

If a reasonable interpretation of the policy has not been achieved, is there a commitment as to when the Board can expect to see achievement and is the proposed time-frame acceptable?

Yes

No



Having reviewed the monitoring report, does anything you have learned make you consider whether the POLICY ITSELF should be amended?

Yes

No

(This is not monitoring, but should be addressed as a board decision.)

SHADED ITEMS should be raised for discussion at the meeting.

Monitoring Worksheet for Executive Limitations Policies

(Sample)

This worksheet is intended to assist you in assessing the monitoring report, and expediting RELEVANT discussion at the Board meeting. For EACH ITEM and sub-item in the attached monitoring report, please note your responses to the following questions:

Item Number	Has the CEO explicitly provided a reasonable interpretation of the policy supported by rationale?		Is there sufficient evidence to convince me that this limitation has not been contravened?		If NO, note your reason for concern and questions or clarification needed.
	Yes	No	Yes	No	
<i>Header Paragraph</i>	✓		✓		
1	✓		✓		
2	✓			✓	<i>Simply states "I didn't do it" - no evidence provided.</i>
2.1	✓		✓		
2.2	✓		✓		
3		✓		✓	<i>Rationale doesn't support interpretation as reasonable.</i>
4	✓		✓		
5	✓		✓		

Is there sufficient evidence to indicate compliance with the WHOLE policy (including the opening statement), not just portions of it?

<input checked="" type="radio"/> Yes	<input type="radio"/> No
<input type="radio"/> Yes	<input checked="" type="radio"/> No
<input checked="" type="radio"/> Yes	<input type="radio"/> No
<input type="radio"/> Yes	<input checked="" type="radio"/> No

Is there any reason to doubt the integrity of the information presented?

If the CEO has indicated NON-COMPLIANCE with any aspect of this policy, is there a commitment as to when the Board can expect to see compliance and is the proposed time-frame acceptable?

Having reviewed the monitoring report, does anything you have learned make you consider whether the POLICY ITSELF should be amended?

(This is not monitoring, but should be addressed as a board decision.)
SHADED ITEMS should be raised for discussion at the meeting.

Monitoring Worksheet for Ends Policies
(Sample)

This worksheet is intended to assist you in assessing the monitoring report, and expediting RELEVANT discussion at the Board meeting. For EACH ITEM and sub-item in the attached monitoring report, please note your responses to the following questions:

Item Number	Is there a reasonable interpretation of the policy, including metrics that will demonstrate compliance, supported by rationale?		Is there sufficient evidence to convince me that a reasonable interpretation of the End has been achieved? <small>(Look for <u>results</u> of the activities, not reports of the activities themselves (wing flaps); look for comparisons, trends, ratios or percentages, not raw numbers, if data is quantitative.)</small>		If NO, note your reason for concern and questions or clarification needed.
	Yes	No	Yes	No	
<i>Header Paragraph</i>	✓		✓		
<i>1</i>	✓		✓		
<i>1.1</i>	✓			✓	<i>"Evidence" is a list of activities, rather than results.</i>
<i>2</i>	✓			✓	<i>Would like to see comparison to last year.</i>
<i>2.1</i>	✓		✓		
<i>3</i>		✓		✓	<i>Activities again - want those results.</i>

Is there sufficient evidence to indicate compliance with the WHOLE policy (including the opening statement), not just portions of it?

Yes No
 Yes No
 Yes No

Is there any reason to doubt the integrity of the information presented?

If there has been insufficient progress towards the End, is there a commitment as to when the Board can expect to see achievement and is the proposed time-frame acceptable?



Having reviewed the monitoring report, does anything you have learned make you consider whether the POLICY ITSELF should be amended?

(This is not monitoring, but should be addressed as a board decision.)

Yes No

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX C**

ENDS & EL Policies Monitoring Schedule (2011 – 2012)

<u>Policy</u>	<u>Method</u>	<u>Frequency</u> <u>A– annually; B–Bi-annually</u>
EL-1: General Executive Constraint	<ul style="list-style-type: none"> • Report from auditor on accepted business ethics • Ethics monitoring based on complaint • Further monitoring in accordance with remaining EL policies 	A; April
EL-2: Treatment of Staff	Internal Report	A; September
EL-3: Financial Planning	Internal Report	A; November
EL-4: Financial Condition	Internal Report External Audit	B; April & November A; April
EL-5: Asset Protection	Internal Report External Audit	B; April & November A; April
EL-6: Interaction with Members and Public	Internal Report	A; September (Biennial 2012)
EL-6.1 Application of the APEGN Act	Internal Report	A; September
EL-7: Compensation and Benefits	Internal Report	A; February
EL-8: Communication and Support to Council	Internal Report	A; September
EL-9: Emergency Executive Succession	Internal Report	A; February
EL-10: Public Image	Internal Report	A; April
EL-11: Information Management	Internal Report	A; February
EL-12: Partnerships	Internal Report	A; April
EL-13 Advocacy	Internal Report	A; September
E-1: Competent Practice of Engineering and Geoscience	Internal Report	A; September
E-2: Ethical Engineers and Geoscientists	Internal Report	A; September
E-3: Public Confidence in the Profession	Internal Report	A; September
E-4: Sustainability of the Profession	Internal Report	A; April
E-5: Enhancement of Perceived Value	Internal Report	A; September

Revised: January 2012

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX D**

GP & CE POLICIES MONITORING & POLICY REVIEW SCHEDULE FOR 2011 - 2012

<u>Policy Assignments</u>	<u>Review & Monitor Adherence</u>	<u>Month</u>	<u>Person Responsible</u>
GP-1 Global Governance Process Policy	Annually		
GP-2 Governing Style	Each meeting/Annually	April/12	D. Benson
GP-3 Council Job Contributions	Annually	Nov/11	W. Hunt
GP-4 President's Role	Annually	Nov/11	W. Hunt
GP-5 Council Committee Principles	Annually	April/12	S. Freake
GP-6 Council Committee Structure	Annually (includes sub-policies)	Sept /11	G. Holden
GP-7 Council and Committee Expenses	Annually	Feb /12	C. King
GP-8 Code of Conduct	Annually	Feb/12	C. King
GP-9 Conflict of Interest	Annually	April/12	T. Parsons
GP-10 Cost of Governance	Annually	April/12	G. Mifflin
GP-11 Primary Council Linkages	Every two years (Biennial)	Sept/11	J. Card
GP-12 Council Linkage with other Organizations	Every two years (Biennial)	Sept/11	J. Card
GP-13 Council Planning Cycle and Agenda Control	Annually	April/12	S. LaCour
GP-14 Handling of Operational Complaints	Annually	Feb/12	R. Churchill
GP-15 Handling of Apparent Policy Violations	Annually	Feb/12	R. Churchill
CE-1 Delegation to the CEO & Registrar	Annually	Sept/11	W. Hunt
CE-2 CEO & Registrar Job Contributions	June	June/12	D. Benson
CE-3 Monitoring Executive Performance	June	June/12	D. Benson

Revised: January 2012

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX E**

Board Planning Cycle for Monitoring Report on ENDS and EL Policies by CEO 2011 - 2012

Month	Monitoring Ends*	Person Responsible	Monitoring Executive Limitations*	Person Responsible
September 2011	E 1 E 2 E 3 E 5	CEO CEO CEO CEO	EL-2 EL-6 (Biennial 2012) EL-6.1 EL-13 EL-8	CEO CEO CEO CEO CEO
November 2011			EL-3 EL-4 (internal) EL-5 (internal)	CEO CEO CEO
February 2012			EL-7 EL-9 EL-11	CEO CEO CEO
April 2012	E 4	CEO	EL-1 EL-4(internal & external) EL-5(internal & external) EL-10 EL-12	CEO CEO/Auditor CEO/Auditor CEO CEO

* According to frequency specified in policy on "Monitoring Executive Performance" (CE-3).

** According to frequency specified in GP policy GP-13 on "Board Planning Cycle and Agenda Control".

*** Scheduled so that each policy is reviewed at least once a year. Also includes planned development work, particularly on Ends policies.

Revised: January 2012

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX F**

**Board Planning Cycle for Monitoring Reports on Governance Process & Board/CEO Policies
2011 – 2012**

Month 2011– 2012	Self- Monitoring Governance Process**	Person Responsible	Monitoring Council - Executive Relationship*	Person Responsible	Policy Review & Development ***	Board Education	Linkage with Owners
August 2011						Board Orientation	
September 2011	GP 6 GP 11 GP12	Holden Card Card					
November 2011	GP – 3 GP - 4	W. Hunt W. Hunt					
February 2012	GP – 7 GP - 8	C. King C. King					
April 2012	GP – 2 GP – 5 GP – 9 GP – 10 GP - 13	D. Benson S. Freake T. Parsons G. Mifflin S. LaCour					
June 2012			CE-2 CE-3	D. Benson D. Benson			
August 2012						Board Orientation	
September 2012			CE-1	W. Hunt			

* According to frequency specified in policy on "Monitoring Executive Performance" (CE–3).

** According to frequency specified in GP policy GP–13 on "Board Planning Cycle and Agenda Control".

*** Scheduled so that each policy is reviewed at least once a year. Also includes planned development work, particularly on Ends policies.

Revised: January 2012

**PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX G**

Sample Monitoring Report

COUNCIL MONITORING REPORT

Prepared By: Paul J. Moore, P. Geo. (Geoscience Councilor)
Prepared on: April 9, 2008
Reporting Period: May 4, 2006 to April 7 2008
Date of Previous Monitoring Report: May 3, 2006
Period of Previous Monitoring Report: April 8, 2005 to May 3, 2006

Policy Name: Conflict of Interest
Policy Type: Governance Process
Policy Number: GP-9
Date Approved: **October 1, 2010**
Date Amended: not applicable

The Minutes and Governance Coaching Reports (Jan Moore) from Council meetings for the noted period (up to and including February 8, 2008) were reviewed. The CEO & Registrar was also contacted on April 7th, 2007 and queried as to any Conflicts of Interest that may have occurred during the reporting period.

The Coaching Reports made no mention of any declarations of Conflict of Interest whatsoever; however, several pertinent items were identified within the Minutes and are discussed herein. The CEO & Registrar was unaware of any declarations of Conflict of Interest other than those discussed below.

Policy

1. *No Council Member, or his or her spouse, spousal equivalent, or dependent child, shall enter into any business arrangement with the Professional Engineers & Geoscientists Newfoundland and Labrador in which they are interested directly or indirectly except:
 - 1.1. on a written and comprehensive sealed quotation basis; and
 - 1.2. having declared any interest therein, and the applicable Council Member having refrained from voting thereon.*

COMPLIANT: The Minutes give no indications that such business arrangements were entered into. The CEO & Registrar also confirmed that no such business arrangements were entered into.

Policy

2. Any Council Member having an occasional conflict of interest shall declare the details of that conflict before discussion of the question and absent him/herself from the portion of the meeting during which discussion or voting affected by that conflict takes place. Such conflicts of interest include, but are not limited to:

2.1. any question affecting a private corporation of which the Council Member or his/her immediate family (spouse, spousal equivalent or dependent child), is a shareholder or a public corporation in which he/she or immediate family holds more than five percent of the number of voting securities issues (excluding mutual funds);

2.2. any question affecting a partnership of firm of which he/she is a member;

2.3. any question affecting an organization of which he/she is a Board Member;

2.4. any question in which the Council Member or a member of his/her immediate family (defined as spouse, spousal equivalent or dependent child) has a direct or indirect financial interest;

2.5. any other matter in which the Council Member's ability to act in the best interest of the organization may be or appear to be compromised by an outside interest.

The Minutes indicate that there were three possible declarations of Conflicts of Interest Under section 2 of the policy. Two were Compliant the other Non-compliant. The incidents are described below:

(I) COMPLIANT: August 26, 2006 Council meeting, under Agenda Item 5.2.8, Council Member Steele stepped down from a panel reviewing an Appeal of a decision of Registration Committee for which her spouse is a member. As Councilor Steele stepped down in advance of the Panel commencing its work, a potential conflict of interest under 2.5 was pre-empted and therefore no declaration of a Conflict of Interest was required.

(II) COMPLIANT: Councilor Benson excused himself during Council meetings when the Nomination Committee reported to Council on November 17, 2006, (Agenda Item 5.2.2) and on January 19, 2007 (Agenda Item 5.2.1). While the Minutes do not state explicitly that a Conflict of Interest was declared, it was understood as Councilor Benson *“indicated his intentions to resign his position to run for the position of 2nd Vice President. He then recused himself from the meeting discussions on nominations and revision of election by-laws.”* While this incident may not be relevant to GP-9, it may be addressed under Item 2.5. If so, the incidents were handled in compliance with GP-9.

(III) NON-COMPLIANT: May 12, 2006 Council meeting (Agenda Item 4.7, Council President Goodridge, stated that he was in a Conflict of Interest due to his employment with one of the parties involved in the Hebron Issue. Though he declared this conflict, he may have stayed in the room and contributed to the discussion (the Minutes don't say if he stayed or left). This could be construed as non-compliant, as Section 2 states he is to leave the room before discussion takes place. A contrary view on the matter is that President Goodridge's perspective as an individual knowledgeable of the topic was considered valuable to Council in formulating its position, and since his conflict of interest was declared, Council Members could evaluate his comments in the context of a possible conflict of interest. My recollection of the meeting is less than perfect but I believe Council may have informally approved his staying for the discussion, though a motion was not put forward or formally voted on in this regard. **It is assumed that President Goodridge abstained from the vote on the resulting**

motion as he is only permitted to vote on motions if there is a tie, and there is no mention of a tie in the minutes.

Policy

3. *A Council Member who abstains from participating due to conflict of interest is still included in determining quorum.*

COMPLIANT: Quorum was maintained in all cases where a Council Member abstained due to a Conflict of Interest. Of the three potential conflict of interest issues identified above, the issue of quorum is only worthy of consideration in the vote on the Hebron issue; May 12, 2006 Council meeting, Agenda Item 4.7) which is described below. The Minutes clearly demonstrate quorum was maintained during the other two issues (i.e., August 26, 2006 Council meeting Agenda Item 5.2.8, and November 17, 2006 Council meeting Agenda Item 5.2.2 and January 19, 2007 Council meeting Agenda Item 5.2.1).

The Regulations (Item 31.(2) state:

“The President may vote at meetings of the council only in the event of a tied vote.”

The By-Laws state:

Section 2.1.1:

Council shall consist of the President, a 1st and 2nd Vice-President, the immediate Past President and ten (10) councillors.

Section 3.1.2:

“Fifty-one percent (51%) of the members of Council, one of which shall be the President or one of the Vice-Presidents, shall constitute a quorum.”

Our current requirement for Quorum is therefore 8 members including the President or one of the Vice-Presidents. Eleven Council Members were present (excluding *ex officio* Members, CEO & Registrar). 2nd Vice President Thomson was absent from the meeting. 1st Vice President Myers was present and abstained from the vote. **The result is that 8 of 14 Council Members voted in favour (i.e., >57%), and while no votes were cast by the President or either of the Vice Presidents, the presence of 1st Vice President Myers (abstained) maintained quorum (regardless of whether or not the President remained in the Meeting) during the vote and the motion passed.** The presence of the President, despite the declared Conflict of Interest, also would have sufficed to meet quorum, if both Vice Presidents had been absent.

Policy

4. *The minutes must record all declarations of conflict of interest.*

COMPLIANT: The minutes record all declarations of Conflict of Interest (declared and perceived), but perhaps not as explicitly as they should. In particular, the subsequent actions of Council Members that declare a Conflict of Interest could be reported in more detail. This responsibility ultimately lies with Council when approving the Minutes at each subsequent Council Meeting.

OTHER RECOMMENDATIONS:

Recommendations for improving implementation of Policy:

A declaration of Conflict of Interest should perhaps be highlighted in **bold text** in the Minutes and the Minutes should also make a point of documenting the circumstances, whether or not the Council Member excused themselves from the room during subsequent discussion, and if those involved abstained from any votes. Council Meeting Minutes typically address these points, but they could perhaps be highlighted better than they currently are.

The Policy pertains to self declaration of Conflicts of Interest. Consideration should perhaps be given to enhancing the Policy to extend to all other Council Members, and possibly the CEO & Registrar , so that they are obliged to declare if they are aware that a possible conflict exists involving another Council Member. This point may already be satisfactorily covered by GP-8 (Code of Conduct), Item 4, which states:

4. Council Members shall disclose any conflict of interest.

At Council's discretion, this could be considered at the next scheduled Policy Review.

Recommendations to be brought forward to the next Scheduled review of Policy:

Council could consider adding an Item 4 to Policy GP-9 that states:

Council Members are obliged to declare to Council, if and when an undeclared conflict of interest may exist involving another Council Member.

A similar modification may also be considered for EL policies, requiring that the CEO & Registrar not fail to notify Council of possible undeclared conflicts of interest involving Council Members. This may already be covered by EL-8 Item 3 which states:

Fail to advise Council if, in the CEO & Registrar's opinion, the Council is not in compliance with its own policies on Governance Process and Council-CEO & Registrar Relationship.

OTHER:

Consideration should perhaps be given to more careful observance of voting and quorum requirements at Council Meetings.

Perhaps Policies or By-Laws need to be revised to explicitly state requirements for a passing vote (i.e. minimum number of votes required, majority of those present, etc).

Consideration should be given to revising PEGNL Policies and or By-Laws to explicitly state the rights of *ex officio* Members of Council. The Act, Regulations, Council Policies and By-Laws do not appear to be explicit with respect to the rights of *ex officio* Members (i.e. right to vote at Council Meetings). Robert's Rules of Order recommends *ex-officio* members of boards and committees have the same rights

and privileges as do all other board and committee members, including the right to vote. Apparently, it is understood that *ex officio* Members do not have the right to vote at PEGNL Council Meetings.