## ENDS

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February 2015
Mission (Mega Ends) Statement:

Professional Engineers and Geoscientists Newfoundland and Labrador (PEGNL) exists for the protection of the public interest with regard to the practice of engineering and geoscience in accordance with the Engineers and Geoscientists Act, 2008 (the Act) but not limited to the Act, at a cost that demonstrates good stewardship of membership resources.

E.1 The first priority is competent and ethical practice of engineering and geoscience.

This is interpreted to include but is not limited to:

1.1 Practice and use of protected titles only by individuals and companies that are registered. This includes the registration and continued licensure of all persons and permit holders who practice engineering or geoscience, or who use related protected titles.

1.2 Registration and continued licensure only by persons who demonstrate:
   • knowledge and experience sufficient for competent practice.
   • knowledge and an ability to apply the codes, standards of practice and principles applicable to the discipline of practice for the professions.
   • knowledge of and adherence to ethical standards of the professions.

1.3 Registration and continued licensure only by permit holders who:
   • have licenced and qualified persons who practice in permitted areas of engineering and geoscience
   • have current professional liability insurance adhere to ethical standards of the professions.

1.4 Practicing members and those who wish to maintain the right to practise demonstrate continuing professional development

1.5 In addition to the Engineers and Geoscientists Act, the requirement for licensed practice is appropriately reflected in government and other regulatory bodies demand side legislation and requirements otherwise where engineering or geoscience are referenced.

E.2 The second priority is public confidence that the professions are regulated in accordance with the Act.

This is interpreted to include but is not limited to:

2.1 An understanding by the public that there is a requirement for competent and ethical practice by members.
2.2 Timely resolution of complaints for non-conformance to competent and ethical practice.

2.3 An awareness by the public of:
   • the nature of the practice of engineering and geoscience.
   • the role of engineers and geoscientists in assuring the protection of the public interest.
   • available public recourse mechanisms

2.4 An understanding by the public that the practice of engineering and geoscience in Newfoundland and Labrador is only carried out by individuals licensed in accordance with the Act and by permit holders.

2.5 An understanding by the public that the protected titles Engineer, Professional Engineer, P. Eng., Eng. L., EIT, Geoscientist, Professional Geoscientist, P. Geo., Geo. L., GIT and associated titles are used only by licensed individuals and organizations in accordance with the Act.

E.3 The third priority is sustainability and relevance of the professions.

This is interpreted to include but is not limited to:

3.1 Existing disciplines of engineering and geoscience practice are understood by the public, government and related professions and occupations.

3.2 Emerging disciplines in engineering, geoscience and other applied sciences are regulated.

3.3 Academic institutions are aware of historical and forecasted demands for professional disciplines.

3.4 A public policy climate favourable to sustainable professional practice in the public interest.

3.5 Government has appropriate information upon which to base changes to the Act and Regulations and other relevant or related legislation.
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.
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 reactively.

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.
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-Management Delegation*: 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 BMD 1 through 7.

4. Decisions related to regulation that legislation requires the Board to make directly.

5. Operational decisions that the Board has prohibited the CEO from making by its Executive Limitations policies.
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 Management Delegation, 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 Management Delegation areas).

3. The Chair may delegate this authority, but remains accountable for its use.
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 Board Policy GP-8 Code of Conduct.

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.
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 under the Act and administers a particular section of the PEGNL Act, 2008, and Regulations. The legislated committees consist of:

   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
   Linkages Committee
   CEO Performance Committee

   2.3 Board Appointed Representatives on National Bodies:

   Engineers Canada Director
   Geoscientists Canada Director

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

   Purpose/Product:
   Authority:
   Composition:
   Terms of office:

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.
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.

February 2015
1. Purpose/Product

1.1 The Purpose of the Complaints Authorization Committee (CAC) 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 CAC 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 CAC composition shall be as designated in the appropriate sections and requirements of the Engineers and Geoscientists Act, 2008 and/or Regulations.

3.2 The Board shall appoint the members of the CAC from the existing members of the PEGNL Board.

3.2 To provide continuity in work of the Committee, the Past Chair of the Board shall normally be appointed Chair of the CAC, and the Chair of the Board shall normally be appointed Vice-Chair of the CAC. When the existing Chair of the Board becomes Past Chair of the Board, that person will automatically become the new Chair of the CAC, and the new Chair of the Board will automatically become Vice Chair of the CAC.

3.3 The Chair Elect shall normally be appointed to the CAC. The PEGNL Board will normally appoint two further non executive elected directors to the CAC. The PEGNL Board will normally ensure that at least one of the members of the CAC is an elected P. Geo. member of the PEGNL Board.

3.4 While the Act requires at least one member of the CAC is a ministerial appointed member, the PEGNL Board shall normally appoint two ministerial appointed members to the CAC.
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.
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.


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.
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.

February 2015
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.

1.5 The Nominating Committee determines an elections information package that enables PEGNL members to recognize how the candidates align with the characteristics the Board seeks.
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 Chair of the Nominations Committee 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.
1. Purpose/Product
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 or by acclamation. 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.

1.1. 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.

1.2. 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.
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.
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.
1. **Purpose/Product:**
   1.1 The Geoscientists Canada Director is appointed to the Board of Directors of Geoscientists Canada by the Board.

   1.2 The Geoscientists Canada Director is required to raise with the Board all subjects to be discussed at Geoscientists Canada 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 Geoscientists Canada 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 Geoscientists 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 Geoscientists Canada Director is expected to present and explain, at any and all meetings of Geoscientists Canada 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, normally appointed for two years and expires following the Geoscientists Canada AGM, at the time of the appointment, which such appointment may be rescinded at the discretion of the Board.

5. **Appointment of Geoscientists Canada Director:**
   The Geoscientists Canada Director will be appointed in accordance with the "Procedure for appointment of Geoscientists Canada Director" as included in policy GP-6.7.1.
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 Geoscientists 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 Geoscientists Canada Director included in Board Policy GP-6.7.

The following procedure should be used as a guideline for appointment of the Geoscientists Canada 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.

3. 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.
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 The Report from the Faculty Council Representative will be a standing item on the Board meeting agenda.

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, normally the Past Chair 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 representative’s term shall be for one year, and it shall begin at the June Board meeting.
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.
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.
1. **Purpose/Product**
   1.1. To create a linkage plan with the owners of PEGNL.
   1.2. The linkage plan shall provide the informational requirements that the Board needs to support the Envisioning Process. This shall include the identification of the groups of owners that the Board intends to connect with, the questions to be asked of each ownership group and the method(s) to be used to engage each group and gather information.
   1.3. The Linkages Committee shall monitor progress with completing the linkage plan and provide an updated report at each Board meeting.
   1.4. Revise the linkage plan annually and present a draft plan to the Board for approval at the June meeting of the Board.
   1.5. Review the work of Engineers Canada on the development of national regulation guidelines and provide summary comments and recommendations for the Board’s consideration.

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 and one ministerial appointed Board director.
   3.2. The Chair Elect of the Board of Directors shall become the Committee Chair.
   3.3. The Chair and Past Chair of the Board of Directors shall become members of the Linkages Committee.

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 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.
1. Purpose/Product

   In accordance with the update Board Management Delegation policies:

       1.1 The purpose of the committee is to assess the performance of the CEO in meeting the Ends of PEGNL within the boundaries established in Executive Limitations as outlined in BMD-6, Annual CEO Performance Appraisal

       1.2 The product of the committee is a recommendation to the Board of the CEO’s performance rating.

2 Authority

   The committee has no decision making authority and can only make recommendations to the Board. The Board as a whole have the decision making authority in this matter.

3 Composition

   The committee shall consist of the Chair, the Chair-Elect and the Past Chair.

4 Term of Office

   There is no term of office for this committee as it only serves one annual function

5 Reporting

   The committee shall report to the board at the meeting that precedes the Annual General Meeting.

6 Committee Expenses

   Committee expenses will be reimbursed in accordance with Board Policy GP-7.
1. Purpose/Product

1.1 The Purpose of the Envisioning Committee is to lead and facilitate Board activities and deliberations related to the Envisioning Governance Policy as outlined in GP 13.2. ‘Envisioning’ is the process of identifying and assessing the desired future for the regulation of the professions, to use as a reference for the Board when Ends and Executive Limitations are to be reviewed and revised.

1.2 The Envisioning Committee will develop and maintain Core Values for PEGNL which will be reviewed and approved by the Board.

1.3 The Envisioning Committee will develop and maintain an Envisioning Plan to guide the activities of the Board in this area. The Envisioning Plan will include proposed ‘Big Picture Thinking’ topics and a schedule for Big Picture Thinking discussions, to be held at least four times per year.

1.4 The Envisioning Committee will facilitate the Big Picture Thinking discussions on the Board, identifying topics, providing questions and context to frame the discussions, and documenting the insights gained through the deliberations.

1.5 The Envisioning Committee will develop and maintain an ‘Envisioned Future’ document to capture the Board’s deliberations on the policy implications of future focused discussions, obtained through research, Big Picture Thinking discussions or linkages with Owners.

1.6 The Envisioning Committee will identify and communicate, to the Board and the Linkages Committee, the linkages with Owners required to support the Envisioning process.

2. Authority

2.1 The Authority of the Envisioning Committee is to lead and facilitate the Envisioning process for the Board as outlined in GP 13.2.

2.2 The Committee has no authority to commit PEGNL’s financial resources but can request funds for specific external assistance initiatives in support of the Board Envisioning Process.

2.3 The Committee has no authority to change Board policies.

2.4 With the concurrence of the CEO, the Committee may avail of staff resources.
3. Composition

3.1 The Board shall appoint the members of the Envisioning Committee. The Chair shall be a current member of the Board, with other members identified by the Board.

3.2 The Committee should include three to five members including at least one Engineer and one Geoscientist.

4. Terms of Office

4.1 The Term of Office for Committee members will be a minimum of one year, with longer terms determined at the discretion of the Board.

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.

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: February 3, 2012

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. 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.

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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 it 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”.

February 2015
All Board Members¹ are expected to behave in an ethical 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, staff members, the membership, and the public with respect. Board members are required to co-operate with each other and PEGNL staff, and 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 must avoid a conflict of interest with respect to their fiduciary responsibility.
4.1. There must be no self dealing or any conduct of private business or personal services between any Board member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information. Board members will annually disclose their involvements with other organizations, with vendors, or any associations that might reasonably be seen as a conflict.

4.2. When the Board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.

4.3. Board members shall not use their position to obtain employment at PEGNL for themselves, family members, or close associates. In no case shall a Board member campaign for the employment of a family member or close associate.

4.3.1 Should a Board member apply for employment, he or she must take leave of absence from the Board. If hired, he or she must first resign from the Board

5. Board Members will respect the confidentiality appropriate to issues of a sensitive nature.

6. Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

6.1 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.

6.2 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.

6.3 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.

6.4 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.

7. All newly elected or appointed 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.

8. Board Members shall regularly take part in educational activities which will assist them in carrying out their responsibilities.

9. Board Members shall attend meetings on a regular and punctual basis.
9.1 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.

9.2 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 the Board, but not more than one reinstatement shall be granted in the Board member's term of office. 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.

9.3 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.

10. 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.
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.
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.
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 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.

2. The Board shall 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.

3. The Board shall seek ownership input on issues related to Envisioning and the Ends. The Board shall gather information helpful in understanding the various ownership groups’ perspectives on long term requirements for self-regulation of the professions.

3.1. The Board shall determine who among the owners to connect with, what questions to ask, and the most appropriate method to engage with owners and gather information.

4. 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.

5. The Board shall represent the interests of the membership when it is not inconsistent with the public interest or when doing so does not conflict with the law.

6. 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.
The Board shall represent the engineering and geoscience professions at the local and provincial level. Through Engineers Canada and Geoscientists Canada, the Board shall represent the professions at the national and international level.

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 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.
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. methods of gaining ownership input, prior to the above review.

1.3. 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).

1.4. 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 BMD 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 the Board can continue to improve its performance, and commitments in that regard will be documented on the Board’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.

1.5. 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.

1.6. scheduled time for governance education.

1.7. Monitoring and review of Board Policies may be undertaken with consideration given to the Board’s MONITORING REPORT GUIDELINES FOR POLICY GOVERNANCE.

1.8 Scheduled time for discussions and activities related to Envisioning and ‘Big Picture Thinking.’

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 required review agenda items as expeditiously as possible.

**GP & BMD POLICIES MONITORING AND POLICY REVIEW SCHEDULE**

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<tr>
<th>Policy</th>
<th>Review &amp; Monitor</th>
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<tr>
<td>Ends Review for Potential Budget Impact</td>
<td>Annually</td>
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<tr>
<td>GP-1 Global Governance Commitment</td>
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<td>GP-2 Governing Style</td>
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<td>GP-3 Board Job Contributions</td>
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<td>GP-4 Chairperson’s Role</td>
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<td>GP-5 Board Committee Principles</td>
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<td>GP-6 Board Committee Structure</td>
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<td>GP-7 Board and Committee Expenses</td>
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<td>GP-8 Code of Conduct</td>
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<td>GP-9 Conflict of Interest</td>
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<td>GP-10 Cost of Governance</td>
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<td>GP-11 Board Linkage with Ownership</td>
<td>Annually</td>
<td>December</td>
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<td>GP-12 Board Linkage with other Organizations</td>
<td>Once every two years</td>
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<td>GP-13 Board Planning Cycle and Agenda Control</td>
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<td>GP-18 Core Values</td>
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<tr>
<td>BMD-1 Unity of Control</td>
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<td>BMD-2 Accountability of the CEO</td>
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<td>BMD-3 Delegation to the CEO</td>
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<td>BMD-4 Monitoring CEO Performance</td>
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<td>BMD-5 CEO Compensation</td>
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<td>BMD-6 Annual CEO Performance Appraisal</td>
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<td>BMD-7 CEO Termination</td>
<td>Annually</td>
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## MONITORING OF ENDS AND EL POLICIES BY THE CEO

<table>
<thead>
<tr>
<th>Policy</th>
<th>Method</th>
<th>Frequency/Suggested Meeting Month</th>
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| EL-1: General Executive Constraint                                     | □ Report from auditor on accepted business ethics  
  □ Ethics monitoring based on complaint  
  □ Further monitoring in accordance with remaining EL policies        | Annually / April  
  Annually / December                                                    |
| EL-2: Treatment of Staff                                               | Internal Report                             | Annually / October                         |
| EL-3: Planning                                                         | Internal Report                             | Annually / December                        |
| EL-4: Financial Condition and Activities                               | Internal Report                             | Annually/December                          |
|                                                                         |                                             | Anually / April                            |
| EL-5: Asset Protection                                                 | Internal Report                             | Annually / December                        |
|                                                                        | External Audit                             | Anually / April                            |
| EL-6: Interaction with Members and Public                              | Internal Report                             | Annually / October                         |
| EL-7: Compensation and Benefits                                        | Internal Report                             | Annually / February                        |
| EL-7 Item 1                                                           | External Audit                             | Annually / April                           |
| EL-8: Communication and Support to the Board                           | Internal Report                             | Annually / October                         |
| EL-9: Position Statements                                              | Internal Report                             | Annually / February                        |
| E-1: Competent and Ethical practice of Engineering and Geoscience      | Internal Report                             | Annually / December                        |
| E-2: Public Confidence that the Professions are Regulated in Accordance with the Act. | Internal Report | Annually / December                       |
| E-3: Sustainability and Relevance of the Professions                   | Internal Report                             | Annually / December                        |
Purpose
The purpose of Envisioning is to ensure the Board takes a strategic long term view of what the Ends of PEGNL should be and actively engages in that discussion to define the desired future for the regulation of the professions. Envisioning will be used by the Board as a reference when Ends and Executive Limitations policies are to be reviewed and revised.

The Board will use envisioning to stay focussed on strategic and forward looking policy changes and improvements and deliver effective governance of PEGNL.

Product
1. The board shall create and maintain an Envisioned Future document which captures the Board’s deliberations when it engages in future focused Ends and Executive Limitations policy discussions. This shall include documenting the policy implications of 1) information generated from strategic foresight gathered from Big Picture Thinking and 2) information gathered from ownership linkage. The Envisioned Future document shall reflect the views and perspectives of the Board and the Board’s concurrence on matters relating to long term goals and potential future policy changes and refinements.

Process
2. The Envisioning process ensures the Board is proactive in scanning the horizon and anticipating future trends, challenges and required changes to the Ends.

   2.1 The Board shall always be guided by its’ Core Values when engaging in the Envisioning governance process.

   2.2 The Board shall ensure Ownership Linkages are effective in providing information that allows the Board to understand the owner’s perspective on the regulation of the profession and required future changes to the Ends.

   2.3 The Board, with the assistance of the Linkages Committee, shall determine who among the ownership groups to connect with, what questions to ask, and shall decide the method of engagement and gathering of information.

   2.4 The Board shall engage regularly in Big Picture Thinking sessions that require the Board to openly discuss and debate topics relevant to defining the desired future for
regulation of the professions and the Ends of PEGNL.

2.4.1 Envisioning shall be a standing agenda item for Board meetings and the Board shall strive to discuss Envisioning a minimum four times per year.

2.5 The Board shall maintain a list of Big Picture Thinking discussion topics.

2.6 Following each Big Picture Thinking discussion session the Board shall update the Envisioned future document and capture the Board’s deliberations on the topic and implications for Ends.

2.6.1 The Board shall also decide if there is any additional information the Board needs to continue discussion on the topic, what that information would be and how the Board will gather that information.

2.7 The Board shall refer to the Envisioned Future document whenever Ends and Executive Limitations policies are being reviewed and shall decide the appropriate incremental changes and revisions to be made to policies to continue to bridge the gaps between existing policies and the Envisioned Future.
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 (operational matters shall be defined as matters the Board has delegated to the CEO):

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.
In keeping with the Board’s commitment to excellence in governance, the Board shall strive to solicit for positions on the Board, candidates who have characteristics that will enable them to govern, not to manage, the organization. These characteristics include:

1. Commitment to linking with the ownership. Understanding that Board Members represent the public interest in regulating the professions and be willing to actively seek to understand the diverse and broad range of public interest.

2. Ability and willingness to deal with vision and the long term, rather than day-to-day details, and to delegate the operational detail to others.

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.

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

5. Willingness and commitment to be open-minded in all judgements and to honour decisions of the Board.
Both the Engineers and Geoscientists Act 2008 (the Act) and Bylaw #4 – the Elections Bylaw, make provision for the Board to enable online voting by PEGNL members in voting members to the PEGNL Board of Directors.

This policy enables such online voting.

PEGNL adapts sections of the Bylaw as follows:

6. Ballot Preparation

6.1 In the event that there is more than one nominee for any vacancy on the Board, the Nominating Committee shall prepare a printed ballot for an election. Where only one eligible nominee is brought forward by the Nominating Committee for any vacancy, that nominee shall be acclaimed to the Board.

6.3 A copy of the ballot shall be mailed or notification of the online site with access code shall be emailed to each member of PEGNL at least one month before the date of the next annual general meeting of PEGNL.

6.4 Ballots shall be mailed to the last mailing address for that member of which PEGNL has notice with instructions to return the ballot, by mail, courier or hand delivery; or shall be emailed to the last email address for that member with web site location and associated access codes with instructions to be vote online; in time to be received by the chief executive officer at the head office of PEGNL not less than four days prior to the said meeting. Preference will be given to sending to the member’s email address only where it exists. Where it doesn’t exist or bounces, the printed ballot method will be used.

6.5 If provision is made for voting by electronic means then the foregoing shall be adapted, with necessary changes, to that process.

7. Voting Procedures

7.1 The voting procedures for elections to the board shall be in accordance with the following:
   (a) the election shall be a secret ballot process;
(b) the form of the ballot and the instructions included with the ballot package mailed to the member shall be consistent with voting by secret ballot. The online voting will also be consistent with secret ballot voting;

(c) where voting is to be by printed ballot, the printed ballot shall be delivered for receipt by the chief executive officer at the head office of PEGNL not less than four (4) days prior to the next annual general meeting of PEGNL, by use of the pre-addressed, postage-paid, return envelope to be provided with the ballot package. Where voting is online, such voting will be completed not less than four (4) days prior to the next annual general meeting of PEGNL, and

(d) nothing in this by-law shall prohibit the board from establishing a system of voting by electronic means, provided the system is consistent with voting by secret ballot.
Core values are the fundamental beliefs of the Board and the guiding principles that dictate Board behavior and action. Core values create an unwavering and unchanging guide for all work of the Board. They are founded upon understanding of PEGNL’s owners and the Board’s position as trustee for the owners.

Core values provide the over-arching guidance for the Board as it engages in the envisioning process and the creation and modification of policies. The Board shall adhere to these core values at all times in carrying out its’ responsibilities to govern PEGNL and the regulation of the professions.

1. **Honesty**- truthful, of moral character, virtuous, straightforward, sincere

2. **Trust**- faithful, place confidence in, avoidance of conflicts of interest, dependable, loyal

3. **Public Welfare**- hold paramount the safety, health and welfare of the public and the protection and stewardship of the environment

4. **Fairness**- justice, equity, procedural objectiveness, consistency, non-prejudice

5. **Accountability**- liable, assumption of responsibility and servant-leader role

6. **Openness**- accommodating diversity and different opinions, liberal mindedness, receptive to new ideas, cultures and peoples.

7. **Integrity**- righteousness, honorable, careful, diligent, morally consistent, reliable

8. **Competence**- knowledgeable and skillful, ability to do good work, sufficient qualifications and expertise
The CEO shall not cause or allow any practice, activity, decision or organizational circumstance which is either imprudent, in violation of commonly accepted business and professional ethics, or unlawful, including noncompliance with the Engineers and Geoscientists Act, 2008, associated Regulations and any further interpretation of the Act in Bylaws or Board policies.
The CEO shall not allow unethical behaviour in the workplace or allow working conditions for staff or volunteers that are unfair, disrespectful, or unsafe.

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

1. Allow staff to be without current, enforced, written human resource policies and procedures that clarify expectations and working conditions, provide for effective handling of grievances and protect against wrongful conditions consistent with commonly accepted human resource practices.
   1.1 Operate without an internal Code of Conduct, of which all employees and volunteers are made aware, that clearly outlines the rules of expected behaviour.
   1.2 Permit employees and volunteers to be without a mechanism for anonymous and confidential reporting of alleged or suspected improper activities or unethical behaviour, without fear of retaliation.

2. Permit staff and volunteers to be without adequate protection from harassment.

3. Permit staff to be uninformed of performance expectations and assessment methods.

4. Permit staff to be without reasonable opportunity for professional growth and development.

5. Permit staff and volunteers to be uninformed of their rights under this policy.
The CEO shall not permit planning that allocates resources in a way that deviates materially from Board-stated Ends priorities, that risks fiscal jeopardy, or that does not enable the longer-term ability of the organization to achieve Ends.

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

1. Operate without a written, multi-year strategy that can be expected to achieve a reasonable interpretation of the Ends.
   1.1. Permit planning that does not explain and justify assumptions, and identify relevant environmental factors.

2. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the multi-year plan and does not disclose the allocation of costs to Ends.

3. Permit financial planning that omits sufficient information to enable credible projection of revenues and expense; separation of capital expenditures and operational expenses; provision for replacement, maintenance and repair of capital assets; cash flow analysis; and disclosure of planning assumptions.

4. Permit financial planning that does not provide the amount determined annually by the Board for the Board’s direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, Board legal fees, and ownership linkage.

5. Permit financial planning that would reduce the appropriated surplus (legal and miscellaneous contingency reserve) to less than $3/12th (0.25) of yearly expenses.

6. In addition to the legal and miscellaneous contingency reserve, permit financial planning that would reduce the appropriated operating reserves to less than $1/12th (0.0833) of yearly expenses.

7. Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.
   7.1. Operate without succession planning processes in place to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization in all areas over the long term.
   7.2 Permit the organization to be without sufficient organizational capacity (not have fewer than two other senior staff sufficiently familiar with the Board and chief executive issues, processes and current information) to permit the competent operation of PEGNL’s business in the event of sudden loss of CEO services, until the board takes further action.
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.

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

1. Borrow to cover operating expenses.
2. Allow the untimely payment of payroll and debts.
3. Allow the collection of accounts receivable to be undertaken in an untimely manner.
4. Allow government ordered payments or filings to be overdue or inaccurately filed.
5. Operate without appropriate designated administrative signing authorities.
6. Permit cheques to be issued without two signatures.
7. Operate without internal controls that prevent and ensure against tardy, inaccurate or misleading financial
   reporting.
8. Acquire, encumber or dispose of land or buildings.
The CEO shall not allow assets to be unprotected, inadequately maintained or unnecessarily risked.

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

1. Permit PEGNL to be without adequate insurance against theft, fire and casualty losses to a prudent replacement value with an appropriate deductible.

2. Permit Board Members, staff and individuals engaged in activities on behalf of PEGNL or PEGNL itself to be without liability insurance 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. Allow intellectual property, information and files to be without reasonable protection from loss or significant damage.

7. Invest or hold operating capital in insecure instruments, including uninsured chequeing accounts and derivative securities, real estate holdings or in non-interest bearing accounts.

   7.1. Hold PEGNL restricted or unrestricted reserves in bonds and equities of less than AA rating, mortgages, real estate holdings (other than mutual funds), and foreign investments, or hold an amount greater than 40% of the total required reserves in equities

   7.2. Hold PEGNL Endowment Fund in bonds of less than A rating, or non-dividend paying equities.

8. Allow PEGNL to be without an Endowment Fund for the advancement of engineering and geoscience education by providing scholarships:

   8.1. Fail to ensure that there is an Endowment Fund Investment Policy.

9. Compromise the independence of the Board’s audit or other external monitoring or advice. Engaging parties already chosen by the Board as consultants or advisers is unacceptable.

10. Endanger PEGNL’s public image, credibility, or its ability to accomplish Ends.
10.1. Develop or continue collaborative relationships with organizations whose principles or practices are incompatible with achievement of the Board’s Ends

10.2. Amend, change, or alter PEGNL’s corporate communications and public relations marks, logos, or symbols, etc.

10.3. 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.

10.4. Permit staff members other than himself/herself or designate to make presentations to the media regarding Board policy.

10.5. Refuse access to the public or the media, to Board decisions or to PEGNL's position on issues affecting or of interest to PEGNL.

10.5.1. Disclose to the public confidential information leading to Board decisions.

11. Change PEGNL’s name or substantially alter its public identity.
PROFESSIONAL ENGINEERS & GEOSCIENTS 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: February 1, 2013; October 18, 2013; June 26, 2014

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, or that are inconsistent with enforcement of the Act governing the practice of Engineering and Geoscience, Regulations under the Act, and any further Board interpretation of the Act in its Bylaws or Policies.

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

1. Permit violation of member or public confidentiality and privacy, except where specific disclosure is required by legislation
   a. Use forms or procedures that elicit information for which there is no clear necessity.
   b. Use methods of collecting, reviewing, transmitting or storing personal information that inadequately protect against improper access to, use of, or disposal of the information elicited.

2. Provide a PEGNL environment that is inconsistent with supporting and promoting the health, physical comfort and personal dignity of those participating in PEGNL business.

3. Permit members to be without easy access to information about the privileges and responsibilities of membership.

4. Permit unfair, inconsistent, disrespectful or untimely response to member and public comments and complaints.

5. Allow PEGNL to be without all Statutory Committees required in legislation, or permit those Committees to operate inconsistently with requirements of the legislation.
   5.1 Select appointees that do not have appropriate qualifications or the diversity of views and skills required on their respective committees.
   5.2 Select members for Statutory Committees without an open and transparent process.
   5.3 Apply the legislation in a manner inconsistent with due process and the duty of procedural fairness.

February 2015
6. Allow members to be without information about initiatives that are taken at both the national and provincial level towards strengthening the engineering and geoscience professions, consistent with the public interest.

7. Treat any individual or organization that interacts with PEGNL in an unfair or irresponsible manner.

8. Operate without an environment of openness and transparency in relation to PEGNL’s operations.

9. Permit scholarship recipients to be selected other than at arms-length from staff by an impartial committee of members in a consistent, fair and unbiased manner.

   9.1 Appoint members for the committee prior to board approval, on the Required Approvals Agenda.

10. Be without current selection criteria for all PEGNL awards.
The CEO shall not fail to administer PEGNL operations in accordance with the Act, the associated Regulations and other applicable legislation, consistent with any 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 Engineer, Professional Engineer, P. Eng., Eng. L., EIT, Geoscientist, Professional Geoscientist, P. Geo., Geo. L., GIT and associated titles 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 via the Consent Agenda any changes in the criteria which govern the practice of engineering and geoscience, including the Registration Guidelines, Professional Development Guideline, and Professional Conduct Procedure Guideline.

6. Fail to bring to the Board via the Consent Agenda any changes to the composition of the Registration Committee with associated terms of appointment.

7. Fail to bring to the Board via the Consent Agenda appointees to the Scrutineer Committee with associated terms of appointment.

8. Fail to bring to the Board via the Consent Agenda PEGNL member appointees to the Disciplinary Panel with associated terms of appointment.
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.

Further, without limiting the scope of the above statement by the following list, 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 or change pension benefits.

5. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.

6. Establish current compensation and benefits which create obligations over a longer term than revenues can be safely projected.

7. Establish current compensation and benefits which are discriminatory.
The CEO shall not permit the Board to be uninformed or unsupported in its work.

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

1. Withhold, impede, or confound information relevant to the Board’s informed accomplishment of its job.
   1.1. Allow the Board to be without adequate decision 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.
   1.1.1. Issue press releases before they have been circulated to Board Members.
   1.2. Let the board be without monitoring data as required by the schedule in the policy on Monitoring Executive Performance in a timely, accurate and understandable fashion, including explicit CEO interpretations that include rationale and evidence of compliance.
   1.3. Let the Board be unaware of any actual or anticipated non-compliance with any Ends or Executive Limitations policy, regardless of the Board’s monitoring schedule.
   1.4. Let the Board be unaware of any incidental information it requires, including anticipated media coverage, threatened or pending lawsuits, and material or publicly visible internal changes or events, including changes in senior personnel.
   1.4.1. Implement new membership services prior to advising the board.
   1.5. Allow the Board to be unaware that, in the CEO’s opinion, the Board is not in compliance with its own policies on Governance Process and Board – CEO Relationship, particularly in the case of board behaviour which is detrimental to the work relationship between the Board and the CEO.
   1.6. Present information in an untimely manner, in unnecessarily complex or lengthy form, or in a form that does not clearly differentiate among monitoring, decision preparation, and general incidental or other information.
   1.7. Allow the Board to be unsupported on information requests from the Board or the Envisioning Committee in support of the Envisioning process.

2. Allow the Board to be without reasonable administrative support for board activities.
   2.1. Allow the Board to be without an effective mechanism for official board, officer or board committee communications.
2.2. Allow the Board to be without Board Secretary services that meet all legal requirements and ensure the integrity of the Board’s documents.

3. Impede the Board’s holism, misrepresent its processes and role, or impede or inadequately support its lawful obligations.

3.1. Deal with the Board in a way that favours or privileges certain Board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

3.2. Neglect to supply for the Required Approvals Agenda all items delegated to the CEO, yet required by law, regulation or contract to be Board-approved, along with the applicable monitoring information, including:
   - nominees for awards to the Board on the Required Approvals Agenda.
   - any changes in the criteria which govern the practice of engineering and geoscience, including the Registration Guidelines, Professional Development Guideline, and Professional Conduct Procedure Guideline
   - changes to the composition of the Registration Committee or Scrutineer Committee and associated terms of appointment.
   - appointments to the PEGNL member appointees to the Disciplinary Panel and associated terms of appointment.

3.3. Permit appeals of Registration Committee decisions to be presented to the Board of Directors in an untimely manner.

3.4. Allow a Board Review Committee that is hearing appeals against a decision of the Registration Committee, its legal counsel, and the appellant to be without copies of the documentation on which the Registration Committee based its decision at least 14 days before the hearing.
The CEO shall not develop or change formal position statements to advocate on behalf of PEGNL and its members that cannot reasonably be expected to assist in achieving the Board’s Ends, that damage the PEGNL’s credibility, or that cannot be adequately defended.

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

1. Develop position statements on issues unless such issues have significant impact on the professions and PEGNL’s owners.

2. Develop positions that would result in resistance among any segment of the membership because their input had been ignored.

3. Develop Position Statements that can reasonably be expected to damage the relationship with organizations with which it is important to maintain productive relations.

4. Let the board be unaware of a Position Statement prior to its release or publicly release a Position Statement prior to the Board having monitored it for compliance with the criteria in this policy.

5. Develop Position Statements that omit credit where due to other organizations, individuals or authorities
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.
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 public or 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 the public interest.

   4.1 Disclose to the public confidential information

5. Develop collaborative relationships with organizations whose practices are incompatible with the Board’s stated policies.

8. Cause the public to lose confidence that there is stewardship of resources for effective and responsible operations of PEGNL.
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.
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:

6. Fail to develop position statements on issues as directed by the Board.

7. Fail to identify issues which are or appear to be in conflict with the stated ends of the Board.

8. Fail to apprise the Board of such issues in a timely manner.

9. Develop position statements on issues unless such issues have significant impact on the professions and PEGNL’s owners.

10. Develop position statements on issues about which PEGNL is unable to articulate a credible position.

11. Fail to obtain the input of the Board and/or another representative group of members who may be specifically impacted by the statement.

12. Fail to ensure that the process for obtaining input is unbiased.

13. 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.

14. Fail to ensure that relevant research findings, and other available literature and expertise have been considered in the development of the statement.

15. 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.

16. Fail to ensure that all position statements remain current.

17. Fail to ensure that academic institutions’ initiatives involving PEGNL align with PEGNL Ends.
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.
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.
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.
CEO compensation will be decided by the board as a body and based on corporate performance and executive market conditions. The CEO compensation forms part of the contractual relationship with the Board and reference should be made to the contract when items other than salary are changed.

1. Corporate performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.

2. Compensation will cover the entire range of salary, benefits, and all other forms of compensation.

3. The CEO’s starting salary shall be based on the midpoint of a salary range determined by the Board based on data available from external surveys of similar positions including, but not limited to, the latest Engineering or Geoscientist Salary Survey for Executive/Principal with 20+ Years’ Experience. The starting Compa-Ratio shall also be determined by the Board based on the knowledge, skills and current capability of the person being hired. Annual salary adjustments and/or bonuses shall be determined as follows (the Excel sheet at the bottom of the policy shall be used for all calculations):

   a. On the anniversary of the hiring date, if the Board approved rating for the CEO is “Meets Expectations” or “Exceeds Expectations” with a reasonable interpretation of Ends and Executive Limitations policies:

      i. the salary of the CEO shall be adjusted for inflation by applying the average monthly “all items” CPI increase for St. John’s in the previous 12 months as determined by Statistics Canada.

      ii. Using the CEO’s current compa-ratio as calculated for the previous year’s analysis and the CEO’s performance rating during the review period as approved by the Board, find the appropriate cell in Table 1 to determine the merit increase warranted for this review period.

      iii. Add the percent increase to the CPI adjusted salary calculated in ii. above to determine the CEO’s final salary for the coming year.
iv. To determine the Compa-Ratio for the coming year, add the merit increase to the previous year’s Compa-Ratio.

v. When the Compa-Ratio reaches 110% it shall be held at that level and the CEO shall only receive CPI adjustments to the previous years’ salary when warranted. At this point the CEO shall, in lieu of Compa-Ratio adjustments to salary, receive an annual cash bonus based on the Board approved performance rating and percentages outlined in Table 1. The percentage shall be multiplied by the current salary before CPI adjustment to determine the bonus amount.

b. On the anniversary of the hiring date, if the Board approved rating is for the CEO is Fails to Meet Expectations with a reasonable interpretation of Ends and Executive Limitations policies, no inflationary increase, merit increase or bonus shall apply

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The board’s sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled CEO and Registrar.
Only officially passed motions of the board are binding on the CEO.

1. Decisions or instructions of individual board members, officers, or committees are not binding on the CEO except in rare instances when the board has specifically authorized such exercise of authority.

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 opinion, a material amount of staff time or funds or are disruptive.

3. Only the board acting as a body can employ, terminate, discipline, or change the conditions of employment of the CEO.
The CEO is the board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the CEO.

1. The board will never give instructions to persons who report directly or indirectly to the CEO.

2. The board will refrain from evaluating, either formally or informally, any staff other than the CEO.

3. The board will view CEO performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and compliance with Executive Limitations will be viewed as successful CEO performance. Therefore the CEO’s job contributions shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.
PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
BOARD POLICY

Policy Name: Delegation to the CEO
Policy Type: Board-Management Delegation
Number: BMD-3
Date Approved: October 18, 2013

The board will instruct the CEO through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

1. The board will develop policies instructing the CEO to achieve specified results, for specified recipients at a specified cost. These will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.

2. The board will develop policies which limit the latitude the CEO may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that the board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective. These will be called Executive Limitations policies. The board will never prescribe organizational means delegated to the CEO.

3. All policies will be developed systematically from the broadest, most general level to more defined levels.

4. Below the global level, a single limitation at any given level does not limit the scope of the foregoing level.

5. Below the global level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the CEO to the board’s satisfaction.

6. As long as the CEO uses any reasonable interpretation of the board’s Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have full force and authority as if decided by the board.

7. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and CEO domains. By doing so, the board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the board will respect and support the CEO’s choices. This does not prevent the Board from obtaining information from the CEO about the delegated areas, except for data protected by privacy legislation.
Systematic and rigorous monitoring of CEO job performance will be solely against the only expected CEO job outputs: organizational accomplishment of Ends and organizational operation within the boundaries established in Executive Limitations.

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.

2. A given policy may be monitored in one or more of three ways:
   2.1. Internal report: Disclosure of compliance information by the CEO, along with his or her explicit interpretation of Board policy, and justification for the reasonableness of interpretation.

   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. The external party will first be provided with the CEO’s explicit interpretation of the policy and justification for the reasonableness of interpretation. The report must assess the reasonableness of the interpretation of Board policy, and compliance with it. The basis for assessment is not the standards of the external party, unless the Board has previously indicated that party’s opinion to be the standard.

   2.3. Direct Board Inspection: Discovery of compliance information by a designated Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that assesses compliance with policy, with access to the CEO’s justification for the reasonableness of his/her interpretation. Such an inspection is only undertaken at the instruction of the Board.

3. In every case, the standard for compliance shall be any reasonable CEO interpretation of the board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than interpretations favoured by board members or even the board as a whole.

4. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the Board according to frequency and method.

5. A formal evaluation of the CEO by the Board will occur annually, based on the achievement of the Board's Ends Policies and non-violation of its Executive Limitations policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the board’s recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.

February 2015
CEO compensation will be decided by the board as a body and based on corporate performance and executive market conditions.

1. Corporate performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the board in policy.

2. Compensation will cover the entire range of salary, benefits, and all other forms of compensation.

3. The base salary shall be based on the midpoint of a salary range determined by a Board appointed CEO Search Committee based on data available from external surveys of similar positions including, but not limited to, the latest Engineering or Geoscientist Salary Survey for Executive/Principal with 20+ Years Experience. The starting Compa-Ratio shall also be determined by the same “Committee based on the knowledge, skills and current capability of the person being hired.

4. The base salary shall be reviewed periodically by a Board appointed CEO Compensation Committee based on the same data as in #3 above, to ensure that it remains consistent with prevailing market conditions for similar positions.

5. Annual salary adjustments and/or bonuses shall be determined as follows (the Excel sheet at the bottom of the policy shall be used for all calculations):

   a. On the anniversary of the hiring date, if the Board approved rating is for the CEO is Meets or Exceeds Expectations with a reasonable interpretation of Ends and Executive Limitations policies:

      i. the salary of the CEO shall be adjusted for inflation by applying the average monthly “all items” CPI increase for St. John’s in the previous 12 months as determined by Statistics Canada.

      ii. Using the CEO’s current compa-ratio as calculated for the previous year’s analysis and the ED’s performance rating during the review period as approved by the Board, find the appropriate cell in Table 1 to determine the merit increase warranted for this review period.
iii. Add the percent increase to the CPI adjusted salary calculated in 2. above to determine the CEO’s final salary for the coming year.

iv. To determine the Compa-Ratio for the coming year, add the merit increase to the previous year’s Compa-Ratio.

v. When the Compa-Ratio reaches 110% it shall be held at that level and the CEO shall only receive CPI adjustments to the previous years’ salary when warranted. At this point the CEO shall receive an annual cash bonus based on the Board approved performance rating and percentages outlined in Table 1. The percentage shall be multiplied by the current salary before CPI adjustment to determine the bonus amount.

b. On the anniversary of the hiring date, if the Board approved rating is for the CEO is Fails to Meet Expectations with a reasonable interpretation of Ends and Executive Limitations policies no inflationary increase, merit increase or bonus shall apply

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6. A committee process may be used to gather information and to provide options and their implications to the full board for its decision.
CEO annual performance rating will be decided by the board as a body and based on an evaluation conducted by the Board’s CEO Performance Committee (the committee). In accordance with the following criteria, the committee shall:

1. Only provide the board with options regarding CEO performance rating of either “Exceeds Expectations”, “Meets Expectations” or “Fails to Meet Expectations”.

2. Prepare a summary of the board’s recorded assessments of monitoring reports that have been submitted throughout the year using the table at the end of the policy.

3. Review the summary, looking for overall trends in performance, keeping in mind that this is not a re-deciding about acceptance of any given monitoring report, but simply an accumulation of board decisions already made in order to identify the trend in performance.

4. Based on the review, identify if there are any policies for which the board should supplement the internal report by an external report or by direct board inspection. If additional monitoring is recommended Board authorization must for the additional monitoring.

5. If approved by the Board, arrange for the external report(s) and/or direct inspection(s) to be done, remembering that the assessment is to be made against the CEO's interpretation of the policy.

6. Provide to the board a summary of their findings, and options for board consideration.

7. Board determines what will be communicated to the CEO regarding overall performance.

8. The Chair, on behalf of the Board, Board conveys the information to the CEO.
## Summary of Recorded Board Decisions
### For Monitoring Reports

<table>
<thead>
<tr>
<th>Policy</th>
<th>Monitoring Report Accepted as providing reasonable interpretation and adequate evidence of compliance</th>
<th>Monitoring Report Deficient in interpretation or evidence, or shows non-compliance</th>
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February 2015
CEO termination is an authority retained by the board, not delegated to any officer or committee.

1. The decision process will be informed by performance data drawn from the monitoring system, which is itself directly related to CEO performance on criteria the board has stated in policy.

2. The board may choose to terminate for other reasons, but must then negotiate the terms of that termination or follow whatever provisions have been made by contract.

3. The CEO Performance Committee may be used to gather information and to provide options and their implications to the full board.