Professional Engineers and Geoscientists Newfoundland and Labrador

Council Policies

Last updated July 2008

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PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Mission
Policy Type: Ends
Date Approved: October 27, 2000
Date Amended: October 19, 2001; August 23, 2003

Mission (Mega Ends) Statement:

"PEGNL exists so that there will be competent and ethical practice of Engineering and Geoscience and to ensure public confidence, sustainability and stewardship of the professions.

E 1.1 Competent practice of Engineering and Geoscience.
This is interpreted to include, but is not limited to:

a) A level of knowledge equivalent to the accepted national standard for education in engineering and geoscience.
b) A level of experience equivalent to the accepted national standard for work experience.
c) Knowledge and application of the codes, standards of practice and principles applicable to the discipline of practice for the profession.
d) Continuing education and professional development.

This is interpreted to mean:

- Continuing professional development will apply to all members who are deemed to be practising engineering or geoscience including those who are managing or impacting the practice of engineering or geoscience.
- Continuing professional development will apply to all members who are not practising but wish to maintain the right to practice.
- Acceptable professional development activities are defined as activities which relate to the practice of engineering or geosciences.

E 1.2 The Ethical practice of Engineering and Geoscience.
This is interpreted to include, but is not limited to:

a) Adherence to PEGNL's Code of Ethics by all members
b) Understanding of ethical practice by:
   - Members
   - Prospective members (students)

E 1.3 Public confidence in the professions of Engineering and Geoscience.
This is interpreted to include, but is not limited to:

a) An awareness of:
- The role of Engineers and Geoscientists in assuring public safety.
- What Engineers and Geoscientists do in the practice of their professions.
- The impact of Engineering and Geoscience on the quality of life.
- The existence of public recourse mechanisms
- The requirement to be licensed for professional practice
- The existence of the requirement for ethical practice of members

b) The presence of an environment of openness and transparency.

c) The practice of engineering and geoscience is only carried out by individuals and firms who are qualified to practise in Newfoundland and Labrador.

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

E 2.1 Sustainability of the professions.
This is interpreted to include, but is not limited to:

a) Sufficient numbers of engineers and geoscientists
b) Ownership of emerging technologies by the professions
c) An environment of innovation in the professions
d) Exposure to and engagement in new technologies and processes by Professional Engineers and Professional Geoscientists.

E 2.2 Enhancement of Perceived Value by Members.

Conditions which enhance members' ability to successfully practise their profession and achieve greater personal or professional benefit as a group, not inconsistent with the public interest.
This is interpreted to include, but is not limited to:

a. A public policy climate favorable to successful professional practice.
This is interpreted to mean, but not limited to:
- i) Public policy makers and the public are aware of the professions' views regarding issues relevant to the professions.

b. Personal benefits which are more efficient or cost-effective if provided for a group.
c. Support for recognized groups or sub-sets of the membership in achieving their professional objectives.

E 2.3 Priority.
ENDS statements are listed in priority order. This is interpreted to ensure that ENDS statements E 1.1 and E 1.2 are of primary importance while other statements are of secondary priority.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name:	Global Governance Commitment
Policy Type:	Governance Process
Number:	GP-1
Date Approved:	December 1, 1998
Date Amended:	October 19, 2001

Council will establish relevant ENDS and ensure their achievement.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Governing Style
Policy Type: Governance Process
Number: GP-2
Date Approved: December 4, 1998
Date Amended: April 17, 2008

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

More specifically, Council will:

1. Cultivate a sense of group responsibility. Council, not the staff, will be responsible for excellence in governing. Council will be an initiator of policy, not merely a reactor to staff initiatives. Council will use the expertise of individual members to enhance the ability of Council as a body to make policy.

2. Direct, control and inspire the organization through the careful establishment of broad written policies reflecting Council's values and perspectives. Council'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 Council development will include orientation of new members in Council's governance process and periodic Council discussion of process improvement.

4. Monitor and discuss Council's process and performance at each meeting. Self-monitoring will include comparison of Council activity and discipline to policies in the Governance Process and Council-Executive Director Relationship categories.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Council Job Contributions
Policy Type: Governance Process
Number: GP-3
Date Approved: December 4, 1998

The job results of Council are those unique "values-added" that determine on behalf of the ownership what is considered appropriate organizational performance. To distinguish Council's own unique job from the jobs of its staff, Council 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. : Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good, for which people, at what cost).

   2.2. : Constraints on executive authority which establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.

   2.3. : Specification of how the Council conceives, carries out and monitors its own task.

   2.4. : How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.

3. Assurance of Executive Director performance in achieving the results defined in the policies, and not exceeding the constraints in policies, through monitoring and evaluation of the Chief Executive Officer as outlined in policies CE-1 through 3.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: President's Role
Policy Type: Governance Process
Number: GP-4
Date Approved: January 15, 1999

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

1. The job result of the President is that Council 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 Council policy, clearly belong to Council, not the Executive Director, to decide.

   1.2. Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.

   1.3. Council meetings will be conducted in accordance with parlimentary 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 Council meetings will be limited to 5 minutes by any member of Council and members will not be permitted to speak on the item more than two times.

2. The authority of the President consists in making decisions that fall within the topics covered by Council policies on Governance Process and Council-Executive Director Relationship, except where Council specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.

   2.1. The President is empowered to chair Council meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).

   2.2. The President has no authority to make decisions about policies created by Council within and policy areas. Therefore, the Chairperson has no authority to supervise or direct the Executive Director.

2.3. The President may represent Council to outside parties in announcing Council-stated positions and in stating Chairperson's decisions and interpretations within the area delegated to the President (consistent with policies in and areas).

3. The President may delegate this authority, but remains accountable for its use.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Council Committee Principles
Policy Type: Governance Process
Number: GP-5
Date Approved: December 4, 1998
Date Amended: October 19, 2001

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

1. Council committees are to help or advise Council, not the staff. Committees will ordinarily assist Council by preparing policy alternatives and implications for Council deliberation. Council committees will not normally have direct dealings with staff operations.

2. Council committees will not speak or act for Council 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 Executive Director.

3. Council committees have no authority over staff. The Executive Director works for and is not required to seek approval of a Council Committee before an executive action on an issue, except where the committee has been delegated specific authority on that issue to act on behalf of Council.

4. A Council committee which has helped Council create policy on some topic will not be used to monitor organizational performance on that same subject. Council retains the responsibility and authority to monitor organizational performance.

5. This policy applies only to committees which are formed by Council or are standing committees of Council, regardless of whether the committees include non-Council members. It does not apply to committees formed under the authority of the Executive Director, herein referred to as "staff" committees.

6. All committee members shall abide by the same Code of Conduct that governs Council.

7. Except as defined in a Committee's Terms of Reference, no Committee has authority to commit the funds or resources of the Professional Engineers & Geoscientists Newfoundland & Labrador.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Council Committee Structure
Policy Type: Governance Process
Number: GP-6
Date Approved: December 4, 1998
Date Amended: January 14, 2000; October 19, 2001

1. A committee is a Council committee only if its existence and charge come from Council, regardless of whether Council members sit on the committee. The only Council committees are those which are set forth in this policy. There shall be written Terms of Reference for all Council 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 official Council Committees:

   2.1 Legislated Committees:
   A legislated committee is a committee of Council which has been created by Council to administer a particular section of the PEGNL Act and Regulations. PEGNL legislated committees consist of:

   Board of Examiners
   Discipline Committee
   Complaints Committee

   2.2 Standing Committees:
   A standing committee is a committee of Council which has been struck to assist Council in doing its work. PEGNL standing committees of Council consist of:

   Nominating Committee
   Executive Committee

   2.3 Council Appointed Representatives on National Bodies:

   CCPE Director
   CCPG Director

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

   Purpose/Product:
   Authority:

Composition:

The committee shall be composed of:

The committee chairperson

Terms of office:

Members shall be appointed for a ( ) year term.

4. Timely reporting to Council shall be accomplished by verbal and/or written report by the Committee Chair on as required basis. A minimum of one (1) written annual report shall be submitted to Council.

5. Committee expenses will be reimbursed in accordance with Council Policy GP-7.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Board of Examiners Terms of Reference
Policy Type: Governance Process
Number: GP-6.1
Date Approved: January 16, 1999
Date Amended: January 14, 2000; October 24, 2001; June 12, 2008

1. Purpose/Product

1.1. Recommendations for approval of registration of eligible applicants in compliance with the Act and Regulations and the requirements of E1-1, Sections a, b, & c.

1.2. A determination of additional requirements for registration.

1.3. Alternatives and implications for Council consideration regarding registration issues.

2. Authority

2.1. The Board has the authority to recommend approvals, refuse or defer registration of an applicant, consistent with the provisions of the Engineers and Geoscientists Act.

2.2. The Board has no authority to spend or commit PEGNL's financial resources, except as outlined in GP-7.

2.3. The Board has authority to develop its own operating procedures, consistent with the requirement of the Act and Regulations, to ensure fair and timely due process for applicants.

3. Composition

In accordance with PEGNL Regulation 37, the Board of Examiners shall consist of:

3.1. An Executive Committee consisting of:

3.1.1. A Chairperson, who shall also serve as Chairperson of the Board of Examiners

3.1.2. Two Vice-Chairpersons, respectively representing the engineering and geoscience disciplines, who shall also serve as Vice-Chairpersons of the Board of Examiners; and,

3.1.3. Such other members as the Chairperson, with approval of Council, considers necessary from time to time to consider specific applications; and,

3.2. Not fewer than eight other professional members of the engineering and geoscience disciplines in proportion to their respective numbers in PEGNL appointed by Council

3.3. Such other persons as Council considers necessary as ex-officio members.

4. Terms of Office

Appointment will be for a 3-year term with possibilities of reappointment for not more than 2 additional terms.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Procedure for Review of Board of Examiners Decisions
Policy Type: Governance Process
Number: GP-6.1.1
Date Approved: June 8, 2001
Date Amended: May 30, 2002; May 10, 2007

An applicant whose application for registration has been refused by the Board of Examiners may request a review by Council as outlined in PEGNL Regulations. Provided that the request is consistent with the requirements of PEGNL Regulations Section 40, Council shall undertake the review. To ensure compliance with Regulations and due process, Council shall adhere to the following process.

1. Council shall appoint at least five of its members to serve as a Review Committee, and shall appoint one of the members as Committee Chair. It is preferable that either the Chair or a Committee member have experience with appeal hearings or with the Board of Examiners. The Review Committee will not include any person who sat on the Board of Examiners or who played an administrative role in processing the application of the person requesting the review.

2. The applicant shall be advised by the Secretary of the time, date and location of the review hearing. The applicant will be provided with copies of all documentation that is provided to or has been considered by the Review Committee. The appellant may also be provided with information on how the review hearing will be conducted.

3. Not less than 14 days prior to the hearing, the Council Review Committee, its legal counsel, and the appellant shall be provided copies of the documentation on which the Board of Examiners based its decision, including:

   - A description of the registration procedures;
   - A chronological summary of events related to the applicant's progress towards qualifying for registration;
   - Documentation that was considered by the Board of Examiners in reaching its decision. Letters of reference are not to be considered by the Committee if they are not available for disclosure to the applicant. Copies of letters of reference are not to be used unless released by the individuals who prepared them.
   - If case history information is shared with the Council Committee and the Appellant any reference to the identity of persons involved in the case(s) must be removed.
   - Letters informing the applicant of Board of Examiners' decisions and replies, if any;
   - Letter of request for review; and
   - Notice of review hearing.

4. New evidence, which was not available to the Board of Examiners in reaching its decision, will generally not be permitted. If there is new information, the applicant should submit a new application to the Board of Examiners.

5. Participants in a Review Hearing may include:

a) Chair and members of the Council Review Committee.
b) Council Review Committee's Legal Counsel.
c) Council Committee's legal counsel.
d) Applicant and counsel, if any.
e) Witnesses, if any.

6. Review Hearings shall be held in-camera. The Review Committee may permit witnesses or parties during the proceedings, but the Applicant may request and the Committee may choose to exclude witnesses or parties during some or all of the hearing. The applicant will not be excluded from any part of the hearing other than the deliberations of the Committee.

7. The hearing portion of the review proceedings shall be audio recorded. The applicant and all witnesses shall be given prior notice of this practice.

8. The Council Review Committee has the authority to establish the procedures used in conducting a formal hearing. The following process in provided as a general guideline, which may be modified to suit unusual circumstances.

   A meeting of the Council Review Committee is normally held prior to the start of the formal review hearing. The Committee members use this time to clarify any questions about procedure, or to make decisions about admittance of new evidence or any other matter that may need to be resolved prior to the hearing.

   An agenda, produced for the Chair, is used as a guide in conducting the hearing.

9. The Committee shall review the evidence and make its decision as soon as possible after the hearing.

10. Under the Regulations the Committee is authorized to:
    a) approve the registration
    b) refuse the registration
    c) defer the approval of registration until the committee is satisfied that the applicant has completed such examinations of further term and type of experience as the Council Review Committee may require.
    d) Refer the application back to the Board of Examiners, or
    e) Any other decision that could have been made by the Board of Examiners.

11. The Secretary of PEGNL shall advise the applicant, the Board of Examiners and the Registrar of the Committee's decision in writing.

12. A summary of the cases and findings and decisions of the Council Review Committee shall be provided to Council.

13. Upon request by the applicant, a written transcript of the hearing shall be prepared upon payment by the applicant of the cost associated with such preparation.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Discipline Committee Terms of Reference
Policy Type: Governance Process
Number: GP-6.2
Date Approved: January 16, 1999
Date Amended: January 14, 2000

1. Purpose/Product

Consistent with the Act and Regulations,

1.1. Investigation of complaints referred to the Committee.

1.2. A written decision regarding dismissal of a complaint or a formal hearing.

1.3. A determination of unprofessional conduct, or unskilled practice, and appropriate disciplinary action, if any.

2. Authority

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

3. Composition

3.1. In accordance with Regulation 4.1: Not fewer than six professional members of PEGNL, and such additional persons as Council may direct.

3.2. Membership must at all times include at least one professional engineer and one professional geoscientist.

3.3. The Committee Chairperson shall be designated by Council.

4. Term of Office

The term of office shall be three years, with eligibility for reappointment for an additional two terms.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name:	Complaints Committee Terms of Reference
Policy Type:	Governance Process
Number:	GP-6.3
Date Approved:	February 6, 2004
Date Amended:	August 2007

1. Purpose/Product

Consistent with the Act and Regulations, and the PEGNL Complaint procedure approved by Council in April 1996,

1.1. Review and mediation of complaints referred to the Committee.

1.2 A written decision regarding the justification of the complaint.

1.3 For justified complaints a decision on
- Referral to the Discipline Committee for the formal disciplinary process.
- Inquiry.
- Stipulated order.
- In cases where the preceding procedures are not considered necessary, the Complaints Committee may make recommendations to the member, member-in-training, licensee or permit holder who was complained against.

2. Authority

The Committee has the authority to act as a mediator in the discipline process as defined in the Engineers and Geoscientists Act.

3. Composition

3.1 In accordance with Discipline Process – Complaint Committee Procedure: Not fewer than five Professional members of PEGNL, and such additional persons as Council may direct.

3.2 Membership must at all times include at least one professional engineer and one professional geoscientist.

3.3 The Committee Chairperson shall be designated by Council.

4. Term of Office

The term of office shall be three years, with eligibility for reappointment for an additional two terms.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Nominating Committee Terms of Reference
Policy Type: Governance Process
Number: GP-6.4
Date Approved: January 16, 1999
Date Amended: January 26, 2001

1. Purpose/Product

1.1. A slate of eligible candidates for election to PEGNL Council.

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

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

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.

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

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

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

6. Willingness and commitment to honour board decisions once they are made.

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

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 Committee shall be appointed by Council and shall be composed of three to five members, including the immediate Past President and outgoing Councillors.

3.2. The Committee Chairperson shall be the immediate Past President.

4. Term of Office

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

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Executive Committee Terms of Reference
Policy Type: Governance Process
Number: GP-6.5
Date Approved: January 16, 1999

1. **Purpose/Product**
   1.1. Urgent decisions on behalf of Council only when it is not feasible to convene a meeting of the full Council.

   1.2. Specific decisions or task at the request of Council.

2. **Authority**
   The Committee has the authority of Council in urgent decisions, subject to ratification at the next meeting of the full Council.

3. **Composition**
   3.1. The Committee shall include the President, the immediate Past President and the two Vice-Presidents.

   3.2. The Committee Chairperson shall be the President.

4. **Term of Office**

   The term of office shall be one year.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: CCPE Director Terms of Reference
Policy Type: Governance Process
Policy Number: GP - 6.6
Date Approved: January 14, 2000
Date Amended: November 17, 2006

1. **Purpose/Product:**

   1.1 The CCPE Director is appointed to the Board of Directors of the Canadian Council of Professional Engineers (CCPE) on nomination by Council.

   1.2 The CCPE Director is required to raise with Council all subjects to be discussed at CCPE and to seek input from Council 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 CCPE Director, an agenda item and specific time will be allocated at regular meetings of Council, for the Director to present reports or to receive guidance and direction.

   1.4 The CCPE Director will be provided with Council briefing books and the minutes of Council 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 CCPE Director is expected to present and explain, at any and all meetings of CCPE Board of Directors for which the Director is in attendance, the positions of PEGNL Council 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 of PEGNL, appointed by Council. Alternatively the Director can be a current Councillor or a member who is actively involved in PEGNL matters through their position on PEGNL committees.

4. **Term of Office:**
   Council will set the Director's term at the time of the appointment.

5. **Appointment of CCPE Director:**
   The CCPE Director will be appointed in accordance with the "Procedure for appointment of CCPE Director" as included in policy GP-6.6.1.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Procedure for Appointment of CCPE Director
Policy Type: Governance Process
Number: GP-6.6.1
Date Approved: June 16, 2000

OBJECTIVE:

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

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

1. A nominating committee consisting of the President, the Vice President and an Engineering Councillor will be established to bring forward a minimum of two and a maximum of four names together with biographical summary for Council's consideration for the position.

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

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

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: CCPG Director Terms of Reference
Policy Type: Governance Process
Policy Number: GP-6.7
Date Approved: June 16, 2000
Date Amended: November 17, 2006

1. **Purpose/Product:**

   1.1 The CCPG Director is appointed to the Board of Directors of the Canadian Council of Professional Geoscientists (CCPG) on nomination by Council.

   1.2 The CCPG Director is required to raise with Council all subjects to be discussed at CCPG and to seek input from Council when taking positions on issues which are believed to impact on the activities of PEGNL or the policies that guide the operation of PEGNL.

   1.3 Upon the request of the CCPG Director, an agenda item and specific time will be allocated at regular meetings of Council, for the Director to present reports or to receive guidance and direction.

   1.4 The CCPG Director will be provided with Council briefing books and the minutes of Council meetings which he/she must agree to keep confidential and in respect of which the Director is required to sign a confidentiality agreement.

2. **Authority:**
   The CCPG Director is expected to present and explain, at any and all meetings of CCPG Board of Directors for which the Director is in attendance, the positions of PEGNL Council 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 Council, who preferably is a past councillor of PEGNL. Alternatively the Director can be a current Councillor or a member who is actively involved in PEGNL matters through their position on PEGNL committees.

4. **Term of Office:**
   Council will set the Director's term at the time of the appointment.

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

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Procedure for Appointment of CCPG Director
Policy Type: Governance Process
Number: GP-6.7.1
Date Approved: June 16, 2000

OBJECTIVE:

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

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

1 A nominating committee consisting of the President, the Vice President and a Geoscience Councillor will be established to bring forward a minimum of two and a maximum of four names together with biographical summary for Council's consideration for the position.

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

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

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name:	PEGNL Representative on MUN Engineering Faculty Council Terms of Reference
Policy Type:	Governance Process
Policy Number:	GP - 6.8
Date Approved:	February 8, 2008

1. Purpose/Product:

1.1 The Faculty Council Representative is appointed to the Engineering Faculty Council of Memorial University on nomination by Council.

1.2 The Faculty Council Representative is required to raise with Council all subjects to be discussed at Faculty Council and to seek input from Council when taking positions on issues which are believed to impact on the activities of PEGNL or the policies that guide the operation of PEGNL.

1.3 Upon the request of the Faculty Council Representative, an agenda item and specific time will be allocated at regular meetings of Council, for the Representative to present reports or to receive guidance and direction.

2. Authority:

The Faculty Council Representative is expected to present and explain, at any and all meetings of Faculty Council for which he/she is in attendance, the positions of PEGNL Council 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 member of Council, appointed by Council or alternatively a person who is actively involved in PEGNL matters through their position on PEGNL committees.

6. Term of Office:

Council will set the Representative's term at the time of the appointment.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Legislative Task Force Terms of Reference
Policy Type: Governance Process
Number: GP-6.9
Date Approved: June 12, 2008

1. Purpose/Product

1.1 On behalf of Council to receive, review and interpret planned revisions to the and regulations as may be proposed by Government from time to time.

1.2 To recommend to Council on positions of response to Government on its proposals.

1.3 To develop and present to Council possible revisions or improvements to the and regulations.

2. Authority

2.1 To represent Council at meetings with Ministers, government officials, legal counsel and others in order to successfully understand and clarify draft legislation or to present Councils' position on such matters related to the and regulations.

2.2 Assist and advise the Executive Director in communications with Ministers, government officials, legal counsel and others with respect to matters involving the and regulations.

3. Composition

3.1 Not fewer than two members of Council, preferable at least one engineer and one geoscientist.

3.2 At least one other professional member of PEGNL of the engineering and geoscience disciplines.

3.3 Such other persons as Council considers necessary as ex-officio members.

3.4 Nominees for membership on the Legislative Task Force who are not Members of Council will be selected by the Executive Director and will be referred to Council for appointment.

3.5 The Task Force will include the Executive Director as a member.

3.6 The Chair of the Task Force will be selected by the Task Force Members.

4. Terms of Office

The term of appointment of Task Force members will be set by Council as required.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Ex-officio Members of Council
Policy Type: Governance Process
Number: GP-6.10
Date Approved: June 12, 2008

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1. Purpose/Product:

1.1 Ex-officio Members of PEGNL Council are appointed by Council.

1.2 The Ex-officio Members are to represent their respective constituencies at meetings of the PEGNL Council.

1.3 The Ex-officio Members are expected to raise with PEGNL Council 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 PEGNL Council, for the Member to present reports or to receive a position from Council.

1.5 The Ex-officio Members will be provided with Council briefing books and the minutes of Council 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 PEGNL Council 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 **<u>are not authorized</u>** to vote at meetings of PEGNL Council 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 PEGNL Council.

2.4 Ex-officio members may upon notification to Council send a designate to represent them at meetings of Council, subject to section 1.5 above.

3. Composition:

Ex-officio Members shall appointed by Council.
PEGNL Council has established two standing Ex-officio Positions:

- The Dean 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:

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

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Council and Committee Expenses
Policy Type: Governance Process
Number: GP-7
Date Approved: January 16, 1999
Date Amended: March 8, 2006; February, 2005; April 2, 2004; May 2002, March 2007

1. **Members of Council and Committee Members**
   The above will be reimbursed for 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. **Reimbursement of Expenses**

2.1. Accommodations - 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 unless chargeable under another category of this policy. Receipts for hotel accommodations are required.

Accommodations with friends or relatives will be reimbursed at $25 per night. No receipts are required.

2.2. Transportation – Decisions on the mode of transportation to be used should be made on the basis of minimizing total costs.

2.2.1. **Air travel –** will normally be by economy class and will be reimbursed on the basis of the actual cost incurred. Travel arrangements should be made sufficiently in advance to avail of the best possible fares. Ticket stubs or electronic ticket receipts to be attached to the expense claim form.

Ground Transportation – "Use of private vehicles will be reimbursed at a rate not to exceed $0.05 per kilometre above the Provincial Government rate. Where economy can be achieved, taxis, airport buses, or public transit should be utilized. When justified, reimbursement will be made for rental of an economy car. Receipts are required showing starting point and destination."

2.3 Meals-

2.3.1– Members will be reimbursed for reasonable expenses for meals while travelling on PEGNL business, including taxes and tips. Receipts for meals expenses must accompany the expense claim. However, the following allowance will be reimbursed **without receipts** for meals:

Breakfast	$8.00
Lunch	$13.00
Dinner	$20.00
	$41.00 plus 10 % gratuity = $45.10

2.3.2 Exceptions:

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

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

2.4 Incidentals

Charges for incidentals such as personal phone calls, drycleaning, personal care items, etc., will be reimbursed at $5.00 per day for travel which exceeds 2 consecutive days. No receipts required.

2.5 Business Expenses

Special consideration may be given to reimbursement for business-related entertainment or other reasonable business-related costs upon presentation of receipts.

3. Annual Conference Registration Fees.

PEGNL annual conference registration fees will be paid by PEGNL for current councilor members where such fees are not paid by the Councilor's employer.

Council members to whom this applies must so advise the Director of Administration prior to the conference.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name:	Code of Conduct
Policy Type:	Governance Process
Number:	GP-8
Date Approved:	December 15, 2000
Date Amended:	June 8, 2001; October 19, 2001; August 23, 2003; April 2, 2004; August 26, 2006; April 17, 2008

All Council Members[1] are expected to behave in an ethical, business like and lawful manner. This includes proper use of authority and appropriate decorum when acting as Council members. PEGNL expects its Council Members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

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

1. Members must represent unconflicted 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 Council Member acting as an individual or organizational consumer of PEGNL's services. Council Members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Council Members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

   I (INSERT NAME OF COUNCIL MEMBER), in consideration of the honour paid to me in my election to the Council of Professional Engineers and Geoscientists Newfoundland and Labrador as (INSERT TITLE (PRESIDENT/ VICE PRESIDENT/ COUNCILOR), declare and affirm that I will comply with the provisions of the Professional Engineers & Geoscientists Act, the Regulations, By-laws and Council 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 Council Members and their designates shall sign a confidentiality agreement which states:

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[1] Unless otherwise stated refers to both elected and ex-officio Council members as well as ex-officio designates

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

5. Council Members shall not use their positions to obtain employment for themselves, family members or close associates. Should a member desire employment within PEGNL, he or she must first resign.

6. Council Members will respect the confidentiality appropriate to issues of a sensitive nature.

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

   7.1 Council Members' interaction with the Executive Director or with staff must recognize that any individual Council Member or group of Council Members does not have authority other than that explicitly stated in Council policy.

   7.2 Council Members' interaction with the public must recognize the same limitation and the similar inability of any Member(s) to speak for Council except to repeat explicitly stated Council decisions.

   7.3 Council Members will make no judgments of the Executive Director or staff performance except as that performance is assessed against explicit Council policies by the official process.

   7.4 Council 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 Council.

8. All Council Members shall participate in an orientation session to become familiar with The Engineers and Geoscientists Act and Regulations, and Bylaws and policies of PEGNL as well as the rules of procedure and proper conduct of a meeting so that any decision of Council may be made in an efficient, knowledgeable and expeditious fashion.[2]

9. Council Members shall regularly take part in educational activities which will assist them in carrying out their responsibilities.[2]

10. Council Members shall attend meetings on a regular and punctual basis.[2]

    10.1 Attendance at Council 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 Council attend.

    10.2 After an elected Council Member has missed three meetings in a Council year, the member is deemed to have resigned from Council. Reinstatement, upon request, may be granted by

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

Council, but not more than one reinstatement shall be granted in the Council member's term of office.[3]

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

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

A Council 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 Council meeting. The complaining party must be identified. If the complaining party is a Council Member, he or she and the respondent Council Member shall absent themselves from any vote upon resolution of censure or other action that may be brought by Council Members. Council Members who are found to have violated the Code of Conduct may be subject to censure.

[3] For ex-officio Council members attendance at Council Meetings while strongly encouraged is not mandatory.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Conflict of Interest
Policy Type: Governance Process
Number: GP-9
Date Approved: January 16, 1999

1. No Council Member, or his or her spouse, spousal equivalent, or dependent child, shall enter into any business arrangement with the Professional Engineers & Geoscientists Newfoundland & 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 Council Member having refrained from voting thereon.

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

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

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

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

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

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

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

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

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Cost of Governance
Policy Type: Governance Process
Number: GP-10
Date Approved: January 16, 1999
Date Amended: April 17, 2008

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

1. Council recognizes that continual updating of skills and awareness of new governance issues are vital to a member's contribution to Council. Therefore, it is expected that:

   1.1. New Council members shall receive a complete orientation to ensure familiarity with PEGNL's structure and issues, and Council's process of governance.

   1.2. Candidates for Council membership shall be provided with information that clearly outlines the role of Council, the necessary qualifications and the expectations of Council members.

   1.3. Council Members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.

2. Outside monitoring assistance will be arranged so that Council can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit, and audit of the governance process.

3. Council will establish governance process policies and a governance action plan which will serve as measurable standards against which Council's performance can be evaluated.

   3.1. Under the leadership of the chairperson, at least on an annual basis Council will conduct a self-evaluation. As a result of this evaluation, Council will include in its governance action plan specific goals and objectives for improvement of identified areas.

   3.2. Council will monitor its adherence to its own Governance Process policies on a regular basis. Upon the choice of Council, any policy can be monitored at any time. However, at minimum, Council will both review the policies, and monitor its own adherence to them, according to the following schedule:

Policy		Review & Monitor Adherence
GP-1	Global Governance Process Policy	Annually
GP-2	Governing Style	Each meeting
GP-3	Council Job Contributions	Annually
GP-4	President's Role	Annually
GP-5	Council Committee Principles	Annually
GP-6	Council Committee Structure	Annually (includes sub-policies)
GP-7	Council and Committee Expenses	Annually
GP-8	Code of Conduct	Annually
GP-9	Conflict of Interest	Annually
GP-10	Cost of Governance	Annually
GP-11	Primary Council Linkages	Annually
GP-12	Council Linkage With Other Organizations	Annually
GP-13	Council Planning Cycle and Agenda Control	Annually
CE-1	Delegation to the Chief Executive Officer	Annually
CE-2	Chief Executive Officer Job Contributions	Annually
CE-3	Monitoring Executive Performance	Annually

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Primary Council Linkages
Policy Type: Governance Process
Number: GP-11
Date Approved: December 4, 1998
Date Amended: January 16, 1999; October 19, 2001; June 12, 2008

The "owners" of PEGNL are defined as the people of Newfoundland and Labrador. Council shall be accountable for PEGNL to its "owners" . On behalf of the professional engineers and geoscientists of Newfoundland, Council 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, Council Members shall:
   1.1. Maintain a distinction between their personal interests as "customers" of PEGNL services, and their obligation to speak for others as a representative of the "owners.". As representatives of the "owners," Council Members are obligated to identify and know the "owners'" values and expectations.

   1.2. Gather data in a way that reflects the diversity of the "ownership." It shall meet with, gather input from, and otherwise interact with the "owners," and acknowledge that diversity exists. It shall recognize that diversity assures a broad base of wisdom, and shall seek to make decisions considering that input.

2. Communication with the "ownership" may be accomplished through a variety of methods, including, but not limited to, public meetings, focus groups, surveys, and advisory committees.

3. Council's dealings with the media shall be directed through the President or the Executive Director.
   3.1 Generally issues dealing with Governance Process or the Council-Executive Director relationship shall be directed through the President and issues dealing with Ends and Executive Limitations shall be directed through the Executive Director.

4. Council shall act as an advocate for the membership when it is not inconsistent with the public interest.
   4.1. Council shall represent the engineering and geoscience professions on local, national and international levels.

   4.2. Council shall gather data in a way that reflects the diversity of membership. It shall meet with, gather input from, and otherwise interact with the public, and acknowledge diversity. It shall recognize that diversity contributes to a broad base of information, and shall seek to make decisions considering that input.

   4.3. Collection of input from the membership may be accomplished through a variety of methods, including, but not limited to, engineering and geoscience representatives elected from the membership on Council and Committees, focus groups, open Council and Annual General Meetings, forums, and surveys.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
COUNCIL POLICY

Policy Name: Council Linkage with Other Organizations
Policy Type: Governance Process
Number: GP-12
Date Approved: January 16, 1999
Date Amended: October 13, 2004 (Reference Item 5.2.7 Minutes of October 13, 2004)

1. Government

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

2. Memorial University

(added October 2004)

2.1 Council 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 Council meetings to exchange positions on issues affecting the practice of engineering or geoscience and advise on university/education policies that may impact Council policies.

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

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

3. PEGNL Membership in Other Organizations

3.1 Council 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, Council will assess whether such representation is appropriate within Council's stated policies and current priorities. If this assessment is positive, Council will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be discussed and agreed upon by the committee's chair, the Council's appointee, and the Executive Director.

4.2. The Council's appointee shall provide information reports as appropriate, to be determined by Council at the time of appointment.

4.3. Since the Council's appointee is representing Council, the appointee shall be kept informed of current Council policies that might affect deliberations of the Committee in question. Any representations made on behalf of Council shall adhere to the stated policies of Council. Any issues requiring the statement of a new policy position on the part of Council shall be brought to Council for decision.

5. Relationships With Other Organizations

5.1. Council 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 Council meetings.

5.1.2. Meeting jointly with other Boards on occasion.

5.1.3. Requesting the Executive Director to establish linkages at a staff level, and to report on areas of mutual interest and activity.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
DRAFT COUNCIL POLICY

Policy Name: Council Planning Cycle and Agenda Control
Policy Type: Governance Process
Number: GP-13
Date Approved: December 4, 1998

1. Council 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 Executive Director to build a budget

   1.2. consultations with selected groups in the ownership, or other 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 Council's own compliance with its Governance Process policies, and for review of the policies themselves.

   1.5. scheduled time for monitoring compliance by the Executive Director with Executive Limitations policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the Council meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for Council to make a determination regarding compliance, or if policy criteria are to be debated.

   1.6. scheduled time for governance education.

2. Based on the outline of the annual schedule, Council delegates to the President the authority to fill in

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR

COUNCIL POLICY

Policy Name: Monitoring Executive Performance
Policy Type: Council-Executive Director Relationship
Number: CE-3
Date Approved: December 4, 1998
Date Amended: January 15, 1999; October 19, 2001; November 17, 2006

Monitoring executive performance is synonymous with monitoring organizational performance against Council policies on and on . Any evaluation of the Executive Director'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 Council 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 Council 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 Council from the Executive Director.

   2.2. External report: Discovery of compliance information by an impartial, external auditor, inspector or judge who is selected by and reports directly to Council. Such reports must assess executive performance only against policies of Council, not those of the external party, unless Council has previously indicated that party's opinion to be the standard.

   2.3. Direct Council review: Discovery of compliance information by a Council member, a committee or Council as a whole. This is a Council inspection of documents, activities or circumstances directed by Council which allows a "prudent person" test of policy compliance. Such an inspection is only undertaken at the instruction of Council, and with the Executive Director's knowledge.

3. Upon the choice of Council, any policy can be monitored by any method at any time. For regular monitoring, however, each and policy will be classified by Council according to frequency and method.

4. A formal evaluation of the Executive Director by Council 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 Council's Policies and non-violation of its policies. This formal evaluation will be conducted as a summative evaluation of previous regular monitoring data.

APPENDICES

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX A

Monitoring Report- Guidelines for Policy Governance®
Date Approved: June 12, 2008

Executive Director Monitoring Reports

Principle: Council monitors organizational performance through a fair but systematic assessment of whether a reasonable interpretation of its Ends policies is being achieved and a reasonable interpretation of its Executive Limitations Policies is being avoided. If there is a CEO/ED this constitutes the ED's evaluation (i.e., Monitoring Report submitted by the ED to Council). Monitoring Reports submitted by the ED include monitoring of ENDS and EL policies.

Required Contents for ED Monitoring Reports:

ED Monitoring reports require the following items:

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

Action by Council: Council is responsible for completing an assessment of reasonable interpretation and adequate evidence of compliance.

Example of and appropriate motion to receive ED Monitoring Reports:

> "Council has assessed the monitoring report and found that it provided evidence of compliance with a reasonable interpretation of the policy."

Council Monitoring Reports (Self-monitoring)

Principle (Governance Process Policies):

both review the policies, and monitor its own adherence to them according to the following schedule (excerpt from GP-10, section 3-3.2.). Schedule presented in Table 1 below.

Table 1. Schedule for policy review and monitor adherence of Governance Process Policies (GP-10).

Policy Assignments	Review & Monitor Adherence
GP-1 Global Governance Process Policy	Annually
GP-2 Governing Style	Each meeting
GP-3 Council Job Contributions	Annually
GP-4 President's Role	Annually
GP-5 Council Committee Principles	Annually
GP-6 Council Committee Structure	Annually (includes sub-policies)
GP-7 Council and Committee Expenses	Annually
GP-8 Code of Conduct	Annually
GP-9 Conflict of Interest	Annually
GP-10 Cost of Governance	Annually
GP-11 Primary Council Linkages	Annually
GP-12 Council Linkage with other Organizations	Annually
GP-13 Council Planning Cycle and Agenda Control	Annually

Principle (Council-ED Policies): Council is responsible to monitor its performance and adherence with respect to Council-ED policies as stipulated in Governance Process Policy GP-2 Section 4 which states:

Council currently assigns Monitoring Reports for Council-ED Policies within a combined schedule for Governance Process and Council-ED Policies (see Table 2 below).

Table 2. Monitoring schedule for Governance Process & Council-ED Policies.

Policy Assignments	Review & Monitor Adherence
GP-1 Global Governance Process Policy	Annually
GP-2 Governing Style	Each meeting/Annually
GP-3 Council Job Contributions	Annually
GP-4 President's Role	Annually
GP-5 Council Committee Principles	Annually
GP-6 Council Committee Structure	Annually (includes sub-policies)
GP-7 Council and Committee Expenses	Annually
GP-8 Code of Conduct	Annually
GP-9 Conflict of Interest	Annually
GP-10 Cost of Governance	Annually
GP-11 Primary Council Linkages	Annually
GP-12 Council Linkage with other Organizations	Annually
GP-13 Council Planning Cycle and Agenda Control	Annually
CE-1 Delegation to the Executive Director	Annually

Policy Assignments	Review & Monitor Adherence
CE-2 Executive Director Job Contributions	Annually
CE-3 Monitoring Executive Performance	Annually

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

Required Contents for Council Monitoring Reports:

Council Monitoring reports require the following items:

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

Recommended/Optional additional contents for Council Monitoring Reports

- Recommendations on how implementation of Policy may be improved.
- Provide recommendations to be brought forward for the "**scheduled review of Policy**" as required under GP-10 (Schedule from Policy GP-10 presented above)*.

Action by Council:

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

<u>Example of and appropriate motion to receive Council Monitoring Reports:</u>

"Council has assessed the monitoring report and found that it provided evidence of compliance of the policy."

Resources for Executive Director and Council Monitoring Reports:

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

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX B

Worksheet for Council Self-Monitoring of Governance Process Policies
Date Approved: June 12, 2008

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

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

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

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

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

Template for Council Discussion Following Completion of Worksheets

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

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

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

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

WHEN will we reassess our progress?

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

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APPENDIX C

ENDS & EL Policies Monitoring Schedule

Policy	**Method**	**Frequency** **A– annually; B–Bi-annually**
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	A; November
EL-2: Treatment of Staff	Internal Report	A; August
EL-3: Financial Planning	Internal Report	A; November
EL-4: Financial Condition	Internal Report External Audit	B; April & November A; April
EL-5: Asset Protection	Internal Report External Audit	B; April & November A; April
EL-6: Interaction with Members and Public	Internal Report	A; September
EL-6.1 Application of the APEGN Act	Internal Report	A; September
EL-7: Compensation and Benefits	Internal Report	A; February
EL-8: Communication and Support to Council	Internal Report	A; September
EL-9: Emergency Executive Succession	Internal Report	A; February
EL-10: Public Image	Internal Report	A; April
EL-11: Information Management	Internal Report	A; February
EL-12: Partnerships	Internal Report	A; April
EL-13 Advocacy	Internal Report	A; September
E-1.1: Competent Practice of Engineering and Geoscience	Internal Report	A; September
E-1.2: Ethical Engineers and Geoscientists	Internal Report	A; September
E-1.3: Public Confidence in the Profession	Internal Report	A; September
E-2.1: Sustainability of the Profession	Internal Report	A; April
E-2.2: Enhancement of Perceived Value	Internal Report	A; September

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APPENDIX D

GP & Council-ED Policies Monitoring Schedule

Policy Assignments	Review & Monitor Adherence	Month	Person Responsible
GP-1 Global Governance Process Policy	Annually		
GP-2 Governing Style	Each meeting/Annually	Apr 2009	D. Myers
GP-3 Council Job Contributions	Annually	Nov 2008	D. Benson
GP-4 President's Role	Annually	Nov 2008	D. Benson
GP-5 Council Committee Principles	Annually	Apr 2009	T. Churchill
GP-6 Council Committee Structure	Annually (includes sub-policies)	Sept 2008	S. LaCour
GP-7 Council and Committee Expenses	Annually	Feb 2009	C. King
GP-8 Code of Conduct	Annually	Feb 2009	C. King
GP-9 Conflict of Interest	Annually	Apr 2009	S. LaCour
GP-10 Cost of Governance	Annually	Apr 2009	P. Moore
GP-11 Primary Council Linkages	Annually	Sept 2008	K. Durant
GP-12 Council Linkage with other Organizations	Annually	Sept 2008	K. Durant
GP-13 Council Planning Cycle and Agenda Control	Annually	Apr 2009	T. Churchill
CE-1 Delegation to the Executive Director	Annually	Sept 2008	D. Benson
CE-2 Executive Director Job Contributions	June	June 2009	D. Myers
CE-3 Monitoring Executive Performance	June	June 2009	D. Myers

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APPENDIX E

Council Planning Cycle for Monitoring Report on ENDS and EL Policies by ED

Month	Monitoring Ends*	Person Responsible	Monitoring Executive Limitations*	Person Responsible
August 2008				
September 2008	E1-1 E1.2 E1.3 E2.2	Executive Director Executive Director Executive Director Executive Director	EL-2 EL-6 EL-6.1 EL-13 EL-8	Executive Director Executive Director Executive Director Executive Director Executive Director
October 200				
November 2008			EL-3 EL-4 EL-5	Executive Director Executive Director Executive Director
December 2008				
January 2009				
February 2009			EL-7 EL-9 EL-11	Executive Director Executive Director Executive Director
March 2009				
April 2009	E2.1	Executive Director	EL-4 EL-5 EL-10 EL-12 EL-4 EL-5	Executive Director Executive Director Executive Director Executive Director Auditor Auditor
May 2009				
June 2009				

* According to frequency specified in policy on "Monitoring Executive Performance".
** According to frequency specified in GP policy on "Council Self-Evaluation".
*** Scheduled so that each policy is reviewed at least once a year. Also includes planned development work, particularly on Ends policies.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX F

Council Planning Cycle for Monitoring Reports on GP & Council – ED Policies

Month 2008 - 2009	Self-Monitoring Governance Process**	Person Responsible	Monitoring Council - Executive Relationship*	Person Responsible	Policy Review & Development ***	Council Education	Linkage with Owners
August 2008						Council Orientation	
September 2008	GP-6 GP-11 GP-12	S. LaCour K. Durant K. Durant	CE-1	D. Benson			
October 2008							
November 2008	GP-3 GP-4	D. Benson D. Benson					
December 2008							
January 2009							
February 2009	GP-7 GP-8	C. King C. King					
March 2009							
April 2009	GP-2 GP-5 GP-9 GP-10 GP-13	D. Myers T. Churchill S. LaCour P. Moore T. Churchill	CE-2 CE-3	D. Myers D. Myers			
May2009							
June2009							

* According to frequency specified in policy on "Monitoring Executive Performance".
** According to frequency specified in GP policy on "Council Self-Evaluation".
*** Scheduled so that each policy is reviewed at least once a year. Also includes planned development work, particularly on Ends policies.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR
APPENDIX G

Sample Monitoring Report

COUNCIL MONITORING REPORT

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

Policy Name:	Conflict of Interest
Policy Type:	Governance Process
Policy Number:	GP-9
Date Approved:	January 16, 1999
Date Amended:	not applicable

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

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

Policy

COMPLIANT: The Minutes give no indications that such business arrangements were entered into. The Executive Director also confirmed that no such business arrangements were entered into.

Policy

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

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

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

(III) NON-COMPLIANT: May 12, 2006 Council meeting (Agenda Item 4.7, Council President Goodridge, stated that he was in a Conflict of Interest due to his employment with one of the parties involved in the Hebron Issue. Though he declared this conflict, he may have stayed in the room and contributed to the discussion (the Minutes don't say if he stayed or left). This could be construed as non-compliant, as Section 2 states he is to leave the room before discussion takes place. A contrary view on the matter is that President Goodridge's perspective as an individual knowledgeable of the topic was considered valuable to Council in formulating its position, and since his conflict of interest was declared, Council Members could evaluate his comments in the context of a possible conflict of

interest. My recollection of the meeting is less than perfect but I believe Council may have informally approved his staying for the discussion, though a motion was not put forward or formally voted on in this regard. **It is assumed that President Goodridge abstained from the vote on the resulting motion as he is only permitted to vote on motions if there is a tie, and there is no mention of a tie in the minutes.**

Policy

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

The Regulations (Item 31.(2) state:

The By-Laws state:
Section 2.1.1:

Section 3.1.2:

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

Policy

COMPLIANT: The minutes record all declarations of Conflict of Interest (declared and perceived), but perhaps not as explicitly as they should. In particular, the subsequent actions of

Council Members that declare a Conflict of Interest could be reported in more detail. This responsibility ultimately lies with Council when approving the Minutes at each subsequent Council Meeting.

OTHER RECOMMENDATIONS:

Recommendations for improving implementation of Policy:

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

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

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

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

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

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

OTHER:

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

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

Consideration should be given to revising PEGNL Policies and or By-Laws to explicitly state the rights of Members of Council. The Act, Regulations, Council Policies and By-Laws do not appear to be explicit with respect to the rights of Members (i.e. right to vote at Council Meetings). Robert's Rules of Order recommends members of boards and committees have the same rights and privileges as do all other board and committee members, including the right to vote. Apparently, it is understood that Members do not have the right to vote at PEGNL Council Meetings.