

**Professional Engineers and Geoscientists
Newfoundland and Labrador**

**Board of Directors
Policies**

February 2023

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR

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PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Mission
Policy Type: Ends
Date Approved: June 13, 2013
Date Amended: August 24, 2013; October 18, 2013; August 22, 2014; June 15, 2017; June 13, 2018;
August 23, 2019; June 11, 2020; December 11, 2020; March 26, 2021;
December 2, 2021; December 8, 2022

1. Mission (Mega Ends) Statement

Professional Engineers and Geoscientists Newfoundland and Labrador (PEGNL) exists for the protection of the public interest with regard to the practices of engineering and geoscience in a manner worth the resources expended.

1.1 The first priority among Ends policies is licensed, competent, and ethical practitioners of engineering and geoscience.

1.1.1 Practice and use of protected titles only by licensed individuals and organizations

1.1.2 Practicing license holders and those who wish to maintain the right to practice demonstrate continuing professional development.

1.1.3 License holders support equity, diversity and inclusion, and respect differences.

1.2 Owners are aware that the professions are regulated.

1.2.1 The public is aware that there are available recourse mechanisms related to allegations of conduct deserving of sanction.

1.3 Governments have information regarding the issues impacting the public interest including safety as they relate to engineering and geoscience.

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

Policy Name: General Executive Constraint
Policy Type: Executive Limitations
Number: 2
Date Approved: **October 1, 2010**
Date Amended: **June 26, 2014**

2. 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.

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

Policy Name: Treatment of Staff and Volunteers
Policy Type: Executive Limitations
Number: 2.1
Date Approved: **October 1, 2010**
Date Amended: **June 26, 2014; October 17, 2014**

2.1. 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:

- 2.1.1. 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.
 - 2.1.1.1. Operate without an internal Code of Conduct, of which all employees and volunteers are made aware, that clearly outlines the rules of expected behaviour.
 - 2.1.1.2. 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.
- 2.1.2. Permit staff and volunteers to be without adequate protection from harassment.
- 2.1.3. Permit staff to be uninformed of performance expectations and assessment methods.
- 2.1.4. Permit staff to be without reasonable opportunity for professional growth and development.
- 2.1.5. Permit staff and volunteers to be uninformed of their rights under this policy.

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

Policy Name: Compensation and Benefits
Policy Type: Executive Limitations
Number: 2.2
Date Approved: **October 1, 2010**
Date Amended: **December 6, 2013; August 24, 2013; June 26, 2014; April 3, 2020; May 7, 2021;
August 27, 2021**

2.2. With respect to employment, compensation and benefits to employees, 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:

- 2.2.1. Change their own compensation and benefits.
- 2.2.2. Promise or imply guaranteed employment.
- 2.2.3. Establish a pension plan.
- 2.2.4. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
- 2.2.5. Establish current compensation and benefits which create obligations over a longer term than revenues can be safely projected.
- 2.2.6. Establish current compensation and benefits which are discriminatory.

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

Policy Name: Planning
Policy Type: Executive Limitations
Number: 2.3
Date Approved: **October 18, 2013**
Date Amended: **April 7, 2017; December 2014; June 26, 2014; June 15, 2017; April 3, 2020;
June 10, 2021**

2.3. 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:

- 2.3.1. Operate without a written, multi-year strategy that can be expected to achieve a reasonable interpretation of the Ends.
 - 2.3.1.1. Permit planning that does not explain and justify assumptions and identify relevant environmental factors.
- 2.3.2. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the multi-year strategy and does not disclose the allocation of costs to Ends.
- 2.3.3. Permit financial planning that omits sufficient information to enable credible projection of revenues and expenses; separation of capital expenditures and operational expenses; provision for replacement, maintenance and repair of capital assets; cash flow analysis; and disclosure of planning assumptions.
- 2.3.4. Permit budgeting 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.
- 2.3.5. Permit financial planning that endangers the fiscal soundness of future years or that would reduce the appropriated surplus to less than 1/3rd (.333) of yearly expenses.
- 2.3.6. Permit planning that ignores the building of organizational capability sufficient to achieve Ends in future years.
 - 2.3.6.1 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.

2.3.6.2 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.

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

Policy Name: Financial Condition and Activities
Policy Type: Executive Limitations
Number: 2.4
Date Approved: **October 1, 2010**
Date Amended: **June 26, 2014; June 6, 2019; April 3, 2020; May 14, 2020;
August 28, 2020; October 23, 2020; May 7, 2021**

2.4. 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 that cannot be adequately defended 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:

- 2.4.1. Borrow to cover operating expenses.
- 2.4.2. Allow the untimely payment of payroll and debts.
- 2.4.3. Allow the collection of accounts receivable to be undertaken in an untimely manner.
- 2.4.4. Allow government ordered payments or filings to be overdue or inaccurately filed.
- 2.4.5. Permit tardy, inaccurate, or misleading financial reporting.

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

Policy Name: Asset Protection
Policy Type: Executive Limitations
Number: 2.5
Date Approved: **October 1, 2010**
Date Amended: **February 1, 2013; April 15, 2011; June 26, 2014; August 28, 2015;
February 5, 2016; June 15, 2017, August 26, 2017; June 6, 2019;
October 23, 2020; May 7, 2021; June 10, 2021**

2.5. The CEO shall not allow assets to be unprotected, inadequately maintained or unnecessarily at risk.

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

- 2.5.1. Permit PEGNL to be without adequate insurance against theft, fire and casualty losses to a prudent replacement value with an appropriate deductible.
- 2.5.2. 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)*.
- 2.5.3. Make purchases without due consideration to quality, after-purchase service, value for dollar, and opportunity for fair competition.
 - 2.5.3.1 Allow conflict of interest in entering into contracts of any nature.
- 2.5.4. Allow intellectual property, information and files to be without reasonable protection from loss or significant damage, including risk of online data breach.
- 2.5.5. Permit investments to be managed in a way that is inconsistent with the primary objectives of capital preservation and proper liquidity with the secondary objective of reasonable growth or without the protection of an Investment Policy Statement (IPS).
- 2.5.6. Allow PEGNL to be without an Endowment Fund for the advancement of engineering and geoscience education by providing scholarships:
- 2.5.7. Compromise the independence of the Board's audit or other external monitoring for advice.
- 2.5.8. Acquire, encumber, or dispose of land or buildings
- 2.5.9. Receive, process, or disburse funds under controls insufficient to meet the Board-appointed auditor's standards.
- 2.5.10. Endanger PEGNL's public image, credibility, not-for-profit status, or its ability to accomplish Ends.

- 2.5.10.1 Develop or continue collaborative relationships with organizations whose principles or practices are incompatible with achievement of the Board's Ends.
- 2.5.10.2 Amend, change, or alter PEGNL's corporate communications and public relations marks, logos, or symbols, etc.
- 2.5.10.3 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.
- 2.5.10.4 Permit staff members other than themselves or designate to make presentations to the media regarding Board policy.
- 2.5.10.5 Refuse access to the public or the media, to Board decisions or to PEGNL's position on issues affecting or of interest to PEGNL.
 - 2.5.10.5.1 Disclose to the public confidential information leading to Board decisions.
- 2.5.11 Change PEGNL's name or substantially alter its public identity.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Interactions with Members and the Public
Policy Type: Executive Limitations
Number: 2.6
Date Approved: **October 1, 2010**
Date Amended: **February 1, 2013; October 18, 2013; June 26, 2014; June 7, 2018
August 25, 2018; May 28, 2019, December 6, 2019; May 7, 2021**

2.6. 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:

- 2.6.1. Permit violation of member or public confidentiality and privacy, except where specific disclosure is required by legislation
 - 2.6.1.1. Use forms or procedures that elicit information for which there is no clear necessity.
 - 2.6.1.2. 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.
- 2.6.2. Provide a PEGNL environment that is inconsistent with supporting and promoting the health, physical comfort and personal dignity of those participating in PEGNL business.
- 2.6.3. Permit members to be without easy access to information about the privileges and responsibilities of membership.
- 2.6.4. Permit unfair, inconsistent, disrespectful or untimely response to member and public comments and complaints.
- 2.6.5. Allow PEGNL to be without all Statutory Committees required in legislation, or permit those Committees to operate inconsistently with requirements of the legislation.
 - 2.6.5.1. Select appointees that do not have appropriate qualifications, or the diversity of experiences and skills required on their respective committees.
 - 2.6.5.2. Select members for Statutory Committees without an open and transparent process.

2.6.5.3. Apply the legislation in a manner inconsistent with due process and the duty of procedural fairness.

2.6.6. 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.

2.6.7. Operate without an environment of openness and transparency in relation to PEGNL's operations

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

Policy Name: Communication and Support to the Board
Policy Type: Executive Limitations
Number: 2.7
Date Approved: October 1, 2010
Date Amended: December 2014; June 26, 2014; February 2015; December 7, 2018;
June 11, 2020; February 5, 2021

2.7. 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:

- 2.7.1. Withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.
 - 2.7.1.1. 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.
 - 2.7.1.2. Let the Board be without monitoring data as required by the schedule in the policy on Monitoring CEO Performance, including CEO interpretations that include rationale and evidence of compliance.
 - 2.7.1.3. 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.
 - 2.7.1.4. 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.
 - 2.7.1.5. Implement new membership services prior to advising the Board.
 - 2.7.1.6. 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 Management Delegation, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the CEO.
 - 2.7.1.7. Allow the Board to be without an effective mechanism for official Board, officer or Board committee communications.
- 2.7.2. Allow the Board to be without Board Secretary services that meet all legal requirements and ensure the integrity of the Board's documents.

2.7.3. Impede the Board's holism.

- 2.7.3.1. 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.

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

Policy Name: Public Communications
Policy Type: Executive Limitations
Number: 2.8
Date Approved: **October 1, 2010**
Date Amended: **October 18, 2013; June 26, 2014; August 25, 2018; April 5, 2019;
October 23, 2020**

2.8. The CEO shall not communicate publicly in a manner that cannot reasonably be expected to assist in achieving the Board's Ends. This policy is intended to apply to public communications on significant issues, external to PEGNL. It does not apply to routine communication with the public or communication with license holders.

When communicating with the public the CEO shall not:

- 2.8.1. Issue public communications on issues that do not have significant impact on the professions and PEGNL's owners.
- 2.8.2. Communicate in a manner that damages PEGNL's credibility.
- 2.8.3. Communicate in a manner that can reasonably be expected to damage the relationship with organizations, except where it would be in the best interest of the public to do so.
- 2.8.4. Omit credit, where due, to other organizations, individuals, or authorities.
- 2.8.5. Develop or release any position statement without the prior approval of the Board. Position statements are a subset of public communication that are typically high level, not time sensitive and express the position of PEGNL on large, public issues.
- 2.8.6. Withhold information of tribunal decisions, as deemed appropriate, upon request for such information.

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

Policy Name:	Development of Standards Governing Practice
Policy Type:	Executive Limitations
Number:	2.9
Date Approved:	October 20, 2016
Date Amended:	August 25, 2018, May 3, 2019, May 14, 2020; March 26, 2021

2.9. The CEO shall not develop or change standards that materially impact the practice of engineering and geoscience that cannot be adequately defended or are inconsistent with the legislated mandate of the organization.

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

- 2.9.1. Develop or change standards that would unnecessarily cause negative material impact on the professions.
- 2.9.2. Let the Board be unaware if there are contentious issues related to the proposed standard.
- 2.9.3. Release new or amended standards prior to the Board's formal approval on the Required Approvals Agenda.
- 2.9.4. Bring forward material new or changes to standards to the Required Approvals Agenda without a current monitoring report on policy 2.9 Development of Standards Governing Practice that shows an interpretation and evidence of compliance with each of the criteria in this policy
- 2.9.5. Allow standards to become outdated.

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

Policy Name: Environmental Stewardship
Policy Type: Executive Limitations
Number: 2.10
Date Approved: December 2, 2021
Date Amended:

2.10. The CEO shall not allow practices which harm [jeopardize] the environment where reasonable alternatives exist which are not cost prohibitive.

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

Policy Name: Global Governance Commitment
Policy Type: Governance Process
Number: 3
Date Approved: **October 1, 2010**
Date Amended: **May 14, 2020**

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

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

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name:	Governing Style
Policy Type:	Governance Process
Number:	3.1
Date Approved:	October 1, 2010
Date Amended:	April 13, 2018; June 7, 2018; December 6, 2019; May 14, 2020; February 5, 2021; March 26, 2021

3.1. 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:

- 3.1.1. Govern with emphasis on its vision (“Competent and ethical engineers and geoscientists safeguarding a better future for the people, environment and economy of Newfoundland and Labrador.”)
- 3.1.2. 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.
- 3.1.3. 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.
- 3.1.4. 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.
- 3.1.5. 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. The meeting monitor’s report will be used as evaluation of adherence to the policy. 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.

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

Policy Name: Board Job Contributions
Policy Type: Governance Process
Number: 3.2
Date Approved: October 1, 2010
Date Amended: June 26, 2014; May 14, 2020; February 5, 2021

3.2. 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:

3.2.1 The link between PEGNL and its owners.

3.2.2 Written governing policies which, at the broadest levels, address:

3.2.2.1 *Ends*: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good, for which people, at what cost).

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

3.2.2.3 *Governance Process*: Specification of how the Board conceives, carries out, and monitors its own task.

3.2.2.4 *Board-Management Delegation*: How power is delegated and its proper use monitored; the CEO role, authority, and accountability.

3.2.3 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 *Board-Management Delegation* policies.

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

3.2.5 Operational decisions that the Board has prohibited the CEO from making by its *Executive Limitations* policies.

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

Policy Name: Chairperson's Role
Policy Type: Governance Process
Number: 3.3
Date Approved: October 1, 2010
Date Amended: June 16, 2016

3.3. 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.

3.3.1. 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.

3.3.1.1. Meeting discussion content will only be those issues which, according to Board policy, clearly belong with the Board, not the CEO, to decide.

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

3.3.1.3. Board meetings will be conducted in accordance with parliamentary procedure. Robert's Rules of Order will be the authority in case of procedural dispute.

3.3.2. 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.

3.3.2.1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).

3.3.2.2. 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.

3.3.2.3. 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).

3.3.3. The Chair may delegate this authority but remains accountable for its use.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name:	Code of Conduct
Policy Type:	Governance Process
Number:	3.4
Date Approved:	October 1, 2010
Date Amended:	August 22, 2014; February 1, 2013; August 5, 2011; August 28, 2015; April 8, 2016; February 3, 2017; June 15, 2017, May 29, 2019, Dec 6, 2019, February 7, 2020; August 28, 2020; October 16, 2021; February 3, 2023

3.4 All Board Members 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.

3.4.1. 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. Board Members shall seek diverse input when reaching out to Owners and shall consider this input in decision making.

3.4.2. All 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 (INSERT ELECTION / APPOINTMENT to the Board of Directors of Professional Engineers and Geoscientists Newfoundland and Labrador as (INSERT 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.

3.4.3. Board Members shall avoid a conflict of interest.

3.4.3.1. No Board Member, or their spouse, spousal equivalent, or dependent child, shall enter into any business arrangement, including employment, with the Professional Engineers & Geoscientists Newfoundland & Labrador in which they are interested directly or indirectly except:

- i. on a written and competitive sealed quotation basis; and/or

- ii. having declared any interest therein, and the applicable Board Member having refrained from voting thereon.
- 3.4.3.2. Should a Board Member apply for employment, they must take a leave of absence from the Board. If hired, they must first resign from the Board.
- 3.4.3.3. Any Board Member having an occasional conflict of interest shall declare the details of that conflict before discussion of the question and absent themselves 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:
 - i. any question affecting a private corporation of which the Board Member or their immediate family (spouse, spousal equivalent or dependent child), is a shareholder or a public corporation in which they or immediate family holds more than five percent of the number of voting securities issued (excluding mutual funds);
 - ii. any question affecting an organization of which they are a Board Member.
 - iii. any question in which the Board Member or a member of their immediate family (defined as spouse, spousal equivalent, or dependent child) has a direct or indirect financial interest.
 - iv. 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.
- 3.4.3.4. A Board Member who abstains from participation due to conflict of interest is still included in determining quorum.
- 3.4.3.5. The minutes must record all declarations of conflict of interest.
- 3.4.4. Board Members will respect the confidentiality appropriate to issues of a sensitive nature.
- 3.4.5. Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - 3.4.5.1. 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.
 - 3.4.5.2. 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.
 - 3.4.5.3. 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.
 - 3.4.5.4. 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.

- 3.4.6. Board Members shall regularly take part in educational activities which will assist them in carrying out their responsibilities.
- 3.4.7. Board Members shall attend meetings on a regular and punctual basis.
- 3.4.7.1. At a meeting when a motion is being considered to change the Act, Regulations, or By-laws, no more than two board members are absent.
 - 3.4.7.2. Attendance at Board meetings shall be either face to face or via teleconference or videoconference.
 - 3.4.7.3. 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 themselves from all discussion and any vote by the remaining Board member on the subject so as to avoid any conflict of interest.
 - 3.4.7.4. In order to support Board Member compliance with this policy, a record of attendance for elected Board Members for the current Board year will be distributed along with the minutes of each meeting.
 - 3.4.7.5. Board Members are encouraged to exercise fiscal responsibly when determining whether to attend a committee meeting in person or by tele or video conferencing.
- 3.4.8. 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 their views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board Member, they and the respondent Board Member shall absent themselves from any vote upon resolution of censure or other action that may be brought by Board Members. Board Members who are found to have violated the Code of Conduct may be subject to censure.

- 3.4.9. Board Members shall complete all assigned Board Work in accordance with the agreed schedule established when the task was assigned.
- 3.4.9.1. Board Work shall include all tasks assigned at board, committee, or task force meetings.
 - 3.4.9.2. If a Board Member, after accepting a task and prior to the agreed schedule, determines that outside considerations prohibit their ability to complete the task, the Board Member should advise the Chair (Board or Committee) and request assistance or to have the task re-assigned to others.
 - 3.4.9.3. An elected Board Member is deemed to have resigned from the Board, if they demonstrate a lack of interest in completing assigned Board work. Board Members demonstrate a lack of interest if without having communicated with the Chair:

- a) a task deliverable is more than two meetings late,
- b) the Board Member has demonstrated a history of late submissions

3.4.9.4. 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 themselves from all discussion and any vote by the remaining Board Member on the subject so as to avoid any conflict of interest.

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

Policy Name: Cost of Governance
Policy Type: Governance Process
Number: 3.5
Date Approved: **October 1, 2010**
Date Amended: August 28, 2015; May 29, 2019; May 14, 2020

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

3.5.1 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:

- i. All new Board Members shall participate in, an orientation session to allow said new Board Members to become familiar with The Engineers and Geoscientists Act, 2008, Regulations, and Bylaws; policies of PEGNL; the rules of procedure for proper conduct of a meeting; PEGNL's structure and issues; and the Board's process of governance, so that all decisions of the Board may be made in an efficient, knowledgeable and expeditious fashion.
- ii. Board Members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.

3.5.2 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.

3.5.3 The Board will establish Governance Policies and Monitor its adherence to these policies.

3.5.3.1 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 3.6 "Board Planning Cycle and Agenda Control".

Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.

3.5.3.2 Annually, prior to the CEO's budget cycle, the Board will establish and be accountable for an annual budget for its own governance functions, which shall include but not be limited to funds for meeting costs, Board member attendance at conferences and conventions, improvement of its governance function, costs of fiscal audit and any other outside monitoring assistance required, and costs of methods such as focus groups, surveys and opinion analyses to ensure the Board's ability to listen to owner viewpoints and values.

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

Policy Name: Board Planning Cycle and Agenda Control
Policy Type: Governance Process
Number: 3.6
Date Approved: **October 1, 2010**
Date Amended: **February 3, 2012; July 4, 2013; June 26, 2014; June 16, 2016;
August 24, 2018; August 23, 2019; May 14, 2020; March 26, 2021; May
7, 2021; December 8, 2022**

3.6. To accomplish its job products with a governance style consistent with Board policies, the Board will develop and follow a multi-year cycle that includes all elements of the Board's work.

3.6.1. 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:

- i. Considered review of the Ends, at least once every three years. Where possible, the timing of this review should align with the budget cycle and the CEO's strategic plan.
- ii. Methods of gaining ownership input, prior to the above review.
- iii. 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).
- iv. 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.
- v. 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.
- vi. Scheduled time for governance education.
- vii. Monitoring and review of Board Policies may be undertaken with consideration given to the Board's MONITORING REPORT GUIDELINES FOR POLICY GOVERNANCE.

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

3.6.2. 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. 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:

- i. Clarification as to whether the issue clearly belongs to the Board or the CEO.
- ii. Identification of what category an issue relates to - Ends, Executive Limitations, Governance Process, Board Management Delegation.
- iii. Review of what the Board has already said on this topic, and how the current issue is related.

3.6.3. Throughout the year, the Board will attend to required approvals agenda items as expeditiously as possible.

GP & BMD POLICIES MONITORING AND POLICY REVIEW SCHEDULE

Policy	Former Policy Number	Review & Monitor Adherence	Meeting
Ends Review for Potential Budget Impact	N/A	Annually	BOD #1 - Aug
3 Global Governance Commitment	GP-1	Every 2 years – odd years	BOD #5 - Apr
3.1 Governing Style	GP-2	Each meeting/also Every 2 years – odd years	BOD #5 - Apr
3.2 Board Job Contributions	GP-3	Annually	BOD #3 – Dec
3.3 Chairperson’s Role	GP-4	Annually	BOD #3 – Dec
3.4 Code of Conduct	GP-8	Annually	BOD #4 – Feb
3.5 Cost of Governance	GP-9	Every 2 years – even years	BOD #5 - Apr
3.6 Board Planning Cycle and Agenda Control	GP-12	Annually	BOD #5 - Apr
3.7 Board and Committee Travel Expenses	GP-7	Every 2 years – even years	BOD #4 – Feb
3.8 Board Committee Principles	GP-5	Every 2 years – even years	BOD #5 - Apr
3.9 Board Committee Structure	GP-6	Annually	BOD #2 – Oct
3.9.1 – CAC ToR	GP-12	Annually	BOD #2 - Oct
3.9.2 – Nominating Comm. - ToR	GP-12	Annually	BOD #2 - Oct
3.9.3 – Linkages Comm. - ToR	GP-12	Annually	BOD #2 - Oct
3.9.4 – CEP Perf. Comm. - ToR	GP-12	Annually	BOD #2 - Oct
3.9.5 – Envisioning Comm. - ToR	GP-12	Annually	BOD #2 - Oct
3.9.6 – Audit Comm. - ToR	GP-12	Annually	BOD #2 - Oct
3.10 Board Representatives	GP-15	Every 2 years – even years	BOD #4 – Feb
3.11 Board Linkage with Ownership	GP-10	Annually	BOD #2 – Oct
3.12 Board Linkage with Other Organizations	GP-11	Every 2 years – odd years	BOD #2 – Oct
3.13 Envisioning	GP-12.1	Annually	BOD #5 - Apr
3.14 Handling of Operational Complaints	GP-13	Every 2 years – even years	BOD #4 – Feb
3.15 Handling of Apparent Policy Violations	GP-14	Every 2 years – even years	BOD #4 – Feb
3.16 Appeal to the Board of Directors of a Decision of the Registration Committee	GP-16	Every 2 years – odd years	BOD #2 – Oct
4 Global Board Management Delegation	BMD-0	Every 2 years – odd years	BOD #2 - Oct
4.1 Unity of Control	BMD-1	Every 2 years – odd years	BOD #2 - Oct
4.2 Accountability of the CEO	BMD-2	Every 2 years – odd years	BOD #2 - Oct
4.3 Delegation to the CEO	BMD-3	Annually	BOD #2 - Oct
4.4 Monitoring CEO Performance	BMD-4	Annually	BOD #3 - Dec
4.5 CEO Compensation	BMD-5	Every 2 years – even years	BOD #3 - Dec
4.6 CEO Termination	BMD-7	Every 2 years – even years	BOD #3 - Dec

MONITORING OF ENDS AND EL POLICIES BY THE CEO

Policy	Former Policy Number	Method	Frequency*/ Suggested Meeting Month
2 General Executive Constraint	EL-1	1. Internal Report from CEO 2. External report from auditor on accepted business ethics.	Annually/April Annually/April
2.1 Treatment of Staff and Volunteers	EL-2	Internal Report	Every 3 years/October
2.2 Compensation and Benefits Item 2.2.1	EL-7	Internal Report Internal/Direct Inspection	Every 3 years/April Annually/April
2.3 Planning Items 2.3.3 – 2.3.5	EL-3	Internal Report Internal Report	Every 2 years/December Annually/December
2.4 Financial Condition and Activities	EL-4	Internal Report External Audit	Annually/April Annually/April
2.5 Asset Protection	EL-5	Internal Report External Audit	Annually/April Annually/April
2.6 Interactions with Members and the Public	EL-6	Internal Report	Annually/April
2.7 Communication and Support to the Board	EL-8	Internal Report	Every 2 years/October
2.8 Public Communications	EL-9	Internal Report	Every 2 years/February
2.9 Development of Standards Governing Practice	EL-10	Internal Report	Every 2 years/February
1 Mission (Mega Ends) Statement	E-0	Internal Report	Annually/December
1.1 Competent and Ethical practice of Engineering and Geoscience	E-1	Internal Report	Annually/December
1.2 Public Confidence that the Professions are Regulated in Accordance with the Act	E-2	Internal Report	Annually/December
1.3 Sustainability and Relevance of the Professions	E-3	Internal Report	Annually/December

*Upon appointment of a new CEO, all policies should be monitored within the first 10 to 14 months of their term.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Board and Committee Travel Expenses

Policy Type: Governance Process

Number: 3.7

Date Approved: October 1, 2010

Date Amended: February 3, 2012; February 3, 2017; May 14, 2020; June 11, 2020; March 26, 2021

3.7. Board and Committee Members will be reimbursed for all reasonable travel costs when requested to attend functions on behalf of PEGNL.

3.7.1. Costs shall be considered reasonable when they avoid extravagant or otherwise unnecessary expenses. Minimizing total costs shall be a key consideration after practicability. Where feasible, PEGNL travel should be coordinated with other business travel and the costs apportioned accordingly. Reimbursement shall be paid for the following.

3.7.1.1 The most economical and refundable airfare shall be reimbursed.

3.7.1.1.1 Only the minimum requisite travel will be reimbursed (i.e. no additional flights other than direct arrival and return with necessary stopovers).

3.7.1.1.2 If purchased with a seat sale ticket, cancellation insurance or related costs are also eligible for reimbursement.

3.7.1.1.3 Advanced flight purchases are encouraged to minimize costs.

3.7.1.2 Standard class train fare is the maximum amount payable.

3.7.1.3 Expenses for taxis (either fared or flat rate) will be reimbursed. Limo travel will only be covered where fare taxi service is not available.

3.7.1.4 Use of personal vehicles shall be reimbursed when overall economy is ensured.

3.7.1.5 The cost of rental vehicles will be reimbursed including collision insurance and fuel.

3.7.1.6 Traffic and parking violations are not eligible for reimbursement.

3.7.1.7 Every effort shall be made to obtain the best rate possible for hotel accommodations including internet fees. Travelers will be advised when group rates are secured for meetings.

3.7.1.8 Expenses for meals including taxes and tips will be reimbursed except a) when travel originates after or is completed prior to mealtime or b) when meals are included in functions attended in which case allowable cost for meals for that day should be reduced accordingly.

3.7.1.9 When necessary for a PEGNL Board/Committee Member to host and entertain others in connection with PEGNL business, PEGNL will reimburse expenses directly incurred.

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

3.7.1.11 Travellers who are traveling internationally will be reimbursed for any additional medical coverage purchased.

3.7.1.12 Travel accident insurance will not be covered.

3.7.2 When the Chair is invited to attend functions representing PEGNL the spouse of the Chair or delegate is authorized to accompany them. The rates applicable to spouses shall be the same as rates for the Board and Committee Members.

3.7.3 Reimbursement shall be made for non-receipt expenses in accordance with the current rate(s) in effect in the province of Newfoundland and Labrador for employees of Canada's federal public service including:

3.7.3.1 Per diems for private [non-commercial] accommodations and/or meals.

3.7.3.2 Per diems for incidentals

3.7.3.2 Mileage for personal vehicle use

3.7.4. Reimbursement claims shall be supported by [original] receipts except for mileage and per diem claims in which case supporting documentation shall be required. Where a receipt has been lost, approval is at the discretion of the CEO.

3.7.4.1 When hosting others, the purpose of the function and names and affiliations of guests must be provided.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Board Committee Principles
Policy Type: Governance Process
Number: 3.8
Date Approved: **October 1, 2010**
Date Amended: **August 24, 2012; May 14, 2020; October 23, 2020; February 5, 2021;
December 2, 2021**

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

3.8.1. 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.

3.8.2. 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.

3.8.3. Board Committee Chairs shall have the authority and accountability for interpreting their respective Committee Terms of Reference.

3.8.4. Board committees have no authority over staff. With concurrence of the CEO, Board committees may avail of staff resources

3.8.5. 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.

3.8.6. Board Committees will keep records of all meetings and activities. All records shall be kept electronically in a central location accessible to all Board members, with the exception of the records of the Complaints Authorization Committee.

3.8.7. This policy applies only to committees which are formed by 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.

3.8.8. Board Committees have no authority to commit the funds or resources of Professional Engineers & Geoscientists Newfoundland & Labrador, except that which is given in their Terms of Reference but can request funds for specific initiatives.

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

Policy Name: Board Committee Structure
Policy Type: Governance Process
Number: 3.9
Date Approved: December 9, 2022
Date Amended:

3.9 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 lower-level sections of this policy.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name:	Complaints Authorization Committee – Terms of Reference
Policy Type:	Governance Process
Number:	3.9.1
Date Approved:	October 1, 2010
Date Amended:	January 8, 2016; February 2, 2018; April 13, 2018, April 5, 2019; May 3, 2019; June 11, 2020

Purpose/Product

3.9.1. 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 practice engineering or geosciences, and acting in breach of the Engineers and Geoscientists Act, 2008, the PEGNL regulations or its code of ethics. The CAC shall complete its review and any required actions according to requirements set out for the CAC in the Engineers and Geoscientists Act, 2008 and PEGNL’s Professional Conduct Procedure Guideline.

Authority

3.9.1.1. 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.

Composition

3.9.1.2. The CAC composition shall be as designated in the appropriate sections and requirements of the Engineers and Geoscientists Act, 2008 and/or Regulations.

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

3.9.1.2.2. 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. If the Past Chair and Chair of the Board cannot fill these positions, the Board shall appoint from the existing Board membership.

3.9.1.2.3. 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.

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

Terms of Office

3.9.1.3. The Board shall set the term of the membership annually.

Reporting

3.9.1.4. The Chair of the CAC shall provide a written status report at each PEGNL Board meeting stating the following:

- i. Number of open cases that have been referred to the CAC under subsection 23(2) of the Act;
- ii. For each case identified in i., state the current number of days since the allegation was referred to the CAC;
- iii. For each open case identified in i., state which power the CAC has exercised as per 4.2 of the Professional Conduct Procedure Guideline;
- iv. If during the period since the last Board meeting the CAC has reached a decision in a case, state which of the three choices for their decision have been made as per 7.1 of the Professional Conduct Procedure Guideline;
- v. If a case has not reached the stages identified in iii. or iv. above, state the next steps, with corresponding timelines for the Board to review;
- vi. If a case has violated any timeline stated in the Professional Conduct Procedure Guideline, an explanation must be given for each violation for the Board to review.

3.9.1.5. The Chair of the CAC shall provide a written status report annually at the June Board meeting summarizing the activity of the committee since June of the previous year. This report shall include the total number of cases referred to the CAC and milestones complete with timelines.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Nominating and Board Composition Committee Terms of Reference
Policy Type: Governance Process
Number: 3.9.2
Date Approved: October 1, 2010
Date Amended: January 8, 2016; June 16, 2016; February 2, 2018, April 5, 2019; May 3, 2019, May 29, 2019; May 14, 2020; June 11, 2020; February 11, 2022

Purpose/Product

3.9.2. The purpose of the Nomination and Board Composition Committee is to ensure that:

- a) the board composition is in conformance with the Engineers and Geoscientist Act, 2008 and/or Regulations;
- b) elections are conducted fairly in accordance with the bylaws, and;
- c) that candidates and the electorate have sufficient information needed to make reasoned decisions.

3.9.2.1. The Nominating and Board Composition 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.

3.9.2.2. The Nominating and Board Composition Committee shall provide candidates for Board membership candidates with information that clearly outlines the role of the Board, the necessary qualifications, and the expectations of Board members. In keeping with the Board's commitment to excellence in governance, the Nominating and Board Composition Committee shall provide membership candidates for positions on the Board with a list of desired characteristics which will enable them to govern, not to manage, PEGNL. These characteristics include:

- i. 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.
- ii. Ability to think in terms of systems and context — to see the big picture.
- iii. 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.
- iv. Ability and willingness to deal with vision and the long term, rather than day-to-day details.
- v. Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
- vi. Commitment not to make judgements in the absence of previously stated criteria.

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

3.9.2.4. The Nominating and Board Composition Committee determines an elections information package that enables PEGNL members to recognize how the candidates align with the characteristics the Board seeks.

3.9.2.5. The Nominating and Board Composition Committee shall develop and provide to Candidates for Board membership information that clearly outlines the role of the Board, the necessary qualifications and the expectations of Board members.

Composition

3.9.2.6. The Nominating and Board Composition Committee shall be appointed by the Board and shall be composed of at least three members. Those who are running in the upcoming election or having any conflicts of interest shall be ineligible to participate in the Committee. Committee composition should include, in the following order of preference: outgoing members of the current Board, a non-Board PEGNL member or other Board members

3.9.2.7. The Board shall appoint the Chairperson of the Nominating and Board Composition Committee. If they are available, the Board should give consideration to choosing the Past Chair of the Board as its choice for the Chair position of this Committee.

Term of Office

3.9.2.8. The term of office shall be for a minimum of one year, with longer terms determined at the discretion of the Board.

Reporting

3.9.2.9. Timely reporting to the Board shall be accomplished by verbal and/or written reports by the Chair of the Nominating and Board Composition Committee on an as required basis. At least one (1) written report shall be submitted to the Board annually. This report shall include an update on the term expiry dates of ministerial appointees, residency representatives, and professional representatives.

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

Policy Name: Linkages Committee Terms of Reference
Policy Type: Governance Process
Number: 3.9.3
Date Approved: October 1, 2010
Date Amended: January 8, 2016; December 1, 2017; February 2, 2018; April 5, 2019; May 3, 2019; May 14, 2020; February 11, 2022

Purpose/Product

3.9.3. The purpose of the Linkages Committee is to create a linkage plan with the owners of PEGNL.

3.9.3.1. In accordance with Policy 3.11, the linkage plan shall enable the Board to better understand the values of the ownership when making or revising policies, particularly ends policies. This shall include the groups of owners with which the Board intends to connect, the questions to be asked of each group and the method(s) to engage each group.

3.9.3.2. The Linkages Committee shall monitor progress with completing the linkage plan and provide an updated report at each Board meeting

3.9.3.3. The Linkages Committee shall revise the linkage plan annually and present a draft plan to the Board for approval.

Composition

3.9.3.4. The Committee must include a minimum of a Geoscience representative, an Engineering representative, and one ministerial appointed Board director.

3.9.3.5. Normally the Committee Chair shall be a member of the previous year's Committee.

3.9.3.6. The Chair Elect, Chair, and Past Chair of the Board of Directors shall become members of the Linkages Committee.

Term of Office

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

Reporting

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

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name:	CEO Performance Committee
Policy Type:	Governance Process
Number:	3.9.4
Date Approved:	October 18, 2013
Date Amended:	February 2, 2018, April 5, 2019; May 3, 2019; May 14, 2020; October 23, 2020; December 8, 2022

Purpose/Product

3.9.4. The purpose of the CEO Performance Committee is to facilitate the assessment of the performance of the CEO in meeting the Ends of PEGNL.

3.9.4.1. The CEO Performance Committee shall provide to the Board annually, typically during the last meeting in the Board Year:

- i. A recommendation of the CEO's performance rating with one of the following ratings: "Exceeds Expectations", "Meets Expectations", or "Fails to Meet Expectations";
- ii. A summary of recorded Board assessments of CEO monitoring reports from the current Board year with trends in performance in comparison to previous years;
- iii. Identification of any policies which may merit supplemental reporting by external report or by direct Board inspection with rationale regarding the value of conducting such additional monitoring.

3.9.4.2. After a decision has been made by the Board regarding the CEO's performance rating, the CEO Performance Committee shall:

- i. Calculate the salary adjustment as per the guidelines in Board Policy 4.5 CEO Compensation
- ii. Communicate the CEO's performance rating, the salary adjustment, as well as any feedback, as directed by the Board, to the CEO.

Composition

3.9.4.3. The committee shall include the Chair, the Chair-Elect and the Past Chair.

Term of Office

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

Reporting

3.9.4.5. The committee shall typically report to the Board at the meeting that precedes the Annual General Meeting.

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

Policy Name:	Envisioning Committee – Terms of Reference
Policy Type:	Governance Process
Number:	3.9.5
Date Approved:	February 6, 2015
Date Amended:	February 5, 2016; April 8, 2016; February 2, 2018; April 5, 2019; May 3, 2019; May 14, 2020; February 3, 2023

Purpose

3.9.5. The purpose of the Envisioning Committee is to lead and facilitate Board activities and deliberations related to the Envisioning Governance Policy as outlined in 3.13 “Envisioning”. ‘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.

Product

- 3.9.5.1. The Envisioning Committee shall develop and maintain an envisioning plan to guide the priorities and activities of the Board in this area. Envisioning should be a standing item on Board meeting agendas.
- 3.9.5.2. The Envisioning Committee shall support the development and maintenance of the Vision Statement for PEGNL which will be reviewed and approved by the Board.
- 3.9.5.3. The Envisioning Committee shall develop and maintain an ‘Envisioned Future’ for PEGNL to capture the Board’s description of the desired future for the regulation of the profession. The Envisioned Future should be informed by linkages with Owners, research, Big Picture Thinking, and Board deliberations on the policy implications of future focused discussions. The Envisioned Future will be reviewed and approved by the Board.
- 3.9.5.4. The Envisioning Committee shall facilitate Big Picture Thinking discussions with the Board on a timely basis, identifying topics, providing questions and context to frame the discussions, and documenting the insights gained through the deliberations.
- 3.9.5.5. The Envisioning Committee shall identify and communicate, to the Board and the Linkages Committee, the linkages with Owners required to support the Envisioning process.

Composition

- 3.9.5.6. 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.
- 3.9.5.7. The Committee should include a minimum of three members including at least one Engineer and one Geoscientist.

Terms of Office

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

Reporting

3.9.5.9. Timely reporting to the Board shall be accomplished by verbal and/or written reports by the Committee Chair at least once a year.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name:	Audit Committee
Policy Type:	Governance Process
Number:	3.9.6
Date Approved:	October 10, 2019
Date Amended:	May 7, 2021; December 2, 2021

Purpose/Product

3.9.6. The purpose of the Audit Committee is to enhance the Board's effectiveness and efficiency in fulfilling its fiscal monitoring responsibilities through the audit process.

3.9.6.1. The Audit Committee products are to support the Board's job in the following outcomes:

- a. A recommended auditor selection criteria;
- b. A tender call, based on the Board approved selection criteria, to engage an external auditor (Auditor);
- c. A review of tendered proposals with a recommendation for the selection of the Auditor;
- d. Liaison and oversight of the work of the Auditor;
- e. A consideration of such matters arising out of the audit as may appear to the Audit Committee to require investigation;
- f. A consideration of other matters that may be determined by the Board to be a duty of the Audit Committee;
- g. A review of the Report from the Auditor, including financial statements, management letter, evaluation of internal control systems and external monitoring of policies, prior to presentation to the Board;
- h. Timely receipt of the Audited Financial Statements to ensure they are ready for presentation at the Annual General Meeting; and
- i. A review of the conduct and adequacy of the audit and auditor performance;

Authority

3.9.6.2. The Committee shall comply with the principles stated in GP 3.8 and subsequent policies. The Committee Chair shall have the authority and accountability for interpreting and applying those policies as they relate to this committee.

Composition

3.9.6.3 The Committee shall consist of the Chair, Chair-Elect, and at least one other board member and shall appoint a Committee Chair from amongst its members.

Term of Office

3.9.6.4 Members shall be appointed annually.

Reporting

3.9.6.5. Timely reporting to the Board shall be accomplished by verbal and/or written reports by the Chair of the Audit Committee on an as required basis.

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

Policy Name: Board Representatives
Policy Type: Governance Process
Number: 3.10
Date Approved: April 5, 2019; May 3, 2019
Date Amended: Dec 6, 2019; May 14, 2020; May 7, 2021; June 10, 2021

3.10. A Board Representative is a representative appointed or nominated by the Board to assist in doing its work. The Board Representatives are those which are set forth in this policy and those that may be added by Boards in future. There shall be written Terms of Reference for all Board Representatives. Timely reporting to the Board shall be accomplished by verbal and/or written report by the Representative on an as required basis.

The following is a list of Board Representatives:

National Body Directors
Governance Model Advisor

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name:	National Body Directors Terms of Reference
Policy Type:	Governance Process
Policy Number:	3.10.1
Date Approved:	April 5, 2019; May 3, 2019
Date Amended:	Dec 6, 2019; May 14, 2020; March 26, 2021; June 10, 2021; February 3, 2023

Objective:

3.10.1. It is the desire of the Board to nominate Directors who, in its judgment, are able and willing to monitor the affairs of the national bodies (Engineers Canada and Geoscientists Canada), to bring provincial concerns to the national forum and to update the Board on the issues being discussed.

The PEGNL Board of Directors nominates the National Body Directors for appointment to the relevant National Body Board.

The National Body Directors are:

- Engineers Canada Director
- Geoscientists Canada Director

Purpose/Product:

3.10.1.1. The National Body Directors are required to raise with the PEGNL Board all subjects to be discussed at the relevant National Body Board and to seek input from the PEGNL Board when taking positions on issues that are believed to impact on the activities of PEGNL or the policies that guide the operation of PEGNL.

3.10.1.2. Upon the request of the National Body Directors or the PEGNL Board of Directors, an agenda item and specific time will be allocated at regular meetings of the Board, for the Directors to present reports or to be informed of PEGNL perspectives.

3.10.1.3. The National Body Directors will be kept up to date with matters that pertain to their work on respective National Bodies, they must agree to keep information confidential and sign a confidentiality agreement.

Authority:

3.10.1.4. The National Body Director is expected to present and explain, at any and all meetings of the National Body 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. The Director will consider issues at the National Body Board meetings and vote by conscience, and in consideration of the input from the PEGNL Board.

Nomination:

3.10.1.5. The National Body Directors shall be nominated by the Board, and can be a past Chair of PEGNL, a current or past Board Member, or a PEGNL member who is actively involved in PEGNL matters. The Engineers Canada Director shall be an engineer, and the Geoscientists Canada Director shall be a geoscientist.

3.10.1.6. A nominating committee will bring forward a minimum of two and a maximum of four names, together with biographical summary for the Board's consideration for each position. Candidates should have been contacted in advance and agreed to let their name stand for the position.

3.10.1.7. The Board will vote to select its preferred candidate from those put forward by the Committee.

Term of Office:

3.10.1.8. The total term served will normally be three years, served at the pleasure of the Board, unless the Director is seeking or serving in an executive position within the National Body Board, in which case the term may be extended to facilitate that term of office. The term of office will normally be set to expire immediately following a National Body AGM.

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

Policy Name: Governance Model Advisor - Terms of Reference
Policy Type: Governance Process
Number: 3.10.2
Date Approved: **October 1, 2010**
Date Amended: **April 18, 2018, April 5, 2019; May 3, 2019; June 10, 2021**

Purpose/Product:

3.10.2 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.

3.10.2.1 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.

Authority:

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

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

Composition:

3.10.2.4 The Governance Model Advisor shall normally be the Past Chair of the Board but may alternatively be another current Board member familiar with the Carver Policy Governance® Model.

Term of Office:

3.10.2.5 The term of office shall be for one year.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Board Linkages with Owners
Policy Type: Governance Process
Number: 3.11
Date Approved: **October 1, 2010**
Date Amended: **October 17, 2014; February 6, 2015; February 3, 2017; August 23, 2019;
February 11, 2022**

- 3.11. The privilege of self-governance has been granted to PEGNL by provincial legislation. This legislation requires PEGNL to carry out its activities and govern its regulated members in a manner that protects and serves the public interest. Thus, PEGNL considers that while it has legal accountability to the government, it has moral accountability to the people of Newfoundland and Labrador – its moral owners. The Board shall be accountable to and act in the best interests of its “owners” as a whole rather than being advocates for specific geographic areas or interest groups.
- 3.11.1. 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.
- 3.11.2. 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.
- 3.11.3. The Board shall seek ownership input on issues related to policy development or revisions, particularly regarding 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.
- 3.11.4. 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.
- 3.11.5. 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.
- 3.11.6. 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.
- 3.11.7. The Board shall seek the input of the membership as required. Collection of input from the membership may be accomplished through a variety of methods, including, but not limited to, engineering and geoscience representatives elected from the membership on the Board and Committees, focus groups, open Board and Annual General Meetings, forums, and surveys.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Board Linkages with Other Organizations
Policy Type: Governance Process
Number: 3.12
Date Approved: **October 1, 2010**
Date Amended: August 28, 2015, Dec 6, 2019; May 14, 2020; June 10, 2021

3.12. The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as “owner representative” in determining the most appropriate Ends.

Government

3.12.1. The Board shall ensure that it understands the perspectives of governments and government agencies regarding the Board’s policies.

Memorial University of Newfoundland

3.12.2. The Board shall ensure a mutual understanding of the intended organizational results with Memorial University especially the Faculty of Engineering and Applied Science, and the Department of Earth Sciences. This will include but is not limited to the following:

3.12.2.1. An agenda item and specific time will be allocated at regular meetings of the board for the Dean of Engineering and Applied Science or their designate and the Head of the Earth Sciences Department, or their designate to exchange positions on issues affecting the practice of engineering or geoscience and advise on university/education policies that may impact Board policies. These representatives will be provided with the relevant sections of Board packages which they must agree to keep confidential and in respect of which they are required to sign a confidentiality agreement.

PEGNL Membership in Other Organizations

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

3.12.3.1 The degree to which participation in the organization will complement the Ends of PEGNL.

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

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

Appointments to External Policy or Advisory Committees

3.12.4. 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.

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

3.12.4.2. 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.

Relationships with Other Organizations

3.12.5. The Board shall establish mechanisms for maintaining open communication with other organizations.

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

Policy Name: Envisioning
Policy Type: Governance Process
Number: 3.13
Date Approved: February 6, 2015
Date Amended: February 5, 2016; May 7, 2021; February 3, 2023

3.13. 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.

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

3.13.2. The Board shall create and maintain a Vision Statement. It will also develop and maintain an Envisioned Future document which captures the Board's description of the desired future for the regulation of the professions. These Envisioning deliverables will be a reference for Board deliberations when it engages in future focused Ends and Executive Limitations policy discussions.

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

3.13.3.1. 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.

3.13.3.2. 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.

3.13.3.3. On a timely basis, the Board shall engage 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. The Board shall maintain a list of Big Picture Thinking discussion topics.

3.13.3.4. Following each Big Picture Thinking discussion, the Board shall capture the deliberations and key insights gained and the implication for Ends. 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.

3.13.3.5. The Board shall refer to the Vision Statement and 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.

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

Policy Name: Handling of Operational Complaints
Policy Type: Governance Process
Number: 3.14
Date Approved: **October 1, 2010**
Date Amended: **August 24, 2013; February 3, 2017**

- 3.14. 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):
- 3.14.1. 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.
 - 3.14.2. The Board member shall not offer any evaluative comments or solutions.
 - 3.14.3. 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.
 - 3.14.4. The Board member shall ask the individual to contact them again if the matter has not been addressed within a reasonable time period.
 - 3.14.5. 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: Appeal to the Board of Directors of a Decision of the Registration Committee
Policy Type: Governance Process
Number: 3.16
Date Approved: August 26-27, 2016
Date Amended: February 3, 2017; October 20, 2017

3.16. Section 27 of the Engineers and Geoscientists Regulations (2011) made under The Engineers and Geoscientists Act (2008) enables and governs the handling of appeals to the Registration Committee.

The appeal process will be fair and equitable, respect the interests of the Applicant, and ensure that only persons who are duly qualified are registered by PEGNL.

3.16.1. The Board, upon receipt of the written request made by the Applicant for review of the decision of the Registration Committee in accordance with subsection 27(4) of the Regulations, shall decide whether the Board as a whole will hear the review or whether the review will be heard by a task force of the Board (“a Review Task Force”).

3.16.2. The Board, prior to making a decision on whether the Board as a whole will hear the review or whether the review will be heard by the Review Task Force, may:

- a. Require the Applicant to provide further particulars or information regarding the Applicant’s objections to the decision of the Registration Committee; and/or
- b. Require the Registration Committee to provide further particulars or information regarding the Registration Committee’s reasons for its decision, including, without limiting the foregoing, whether there are any precedents for the Registration Committee’s decision.

3.16.3. If the Board decides that the Board as a whole should hear the review, it shall be sufficient if the matter is heard and decided by the special quorum of the Board, being three (3) members, established by subsection 27(8) of the Regulations, provided that this is not a prohibition on the matter being heard by a larger quorum of the Board. Once a quorum of the Board has started to hear the matter, no other members of the Board shall participate in the review hearing or decision. A decision of the majority of the quorum of the Board which has heard the matter shall govern.

3.16.4. If the Board decides a Review Task Force of the Board shall hear the review, the Board shall appoint the Review Task Force from amongst the current Board members, and the Review Task Force shall be constituted of at least three (3) and no more than five (5)

Board members. Once a Review Task Force has started to hear the matter, no other members of the Board shall be appointed to the Review Task Force or otherwise participate in the review hearing or decision. A decision of the majority of the Review Task Force shall govern.

- 3.16.5. A Board member who was a member of the Registration Committee when it considered the application of the Applicant, or a previous application of the Applicant, should recuse themselves from participation in the review process.
- 3.16.6. The Board, or the Review Task Force of the Board as the case may be, in hearing the review, shall make reference to and consider the relevant provisions of the Act, the Regulations, and of the Registration Committee Guidelines approved by the Board. The Board, or a Review Task Force of the Board, may seek the advice of legal counsel.
- 3.16.7. PEGNL staff shall provide the Board, or the Review Task Force of the Board as the case may be, with the Registration Committee's file containing all of the information considered by the Registration Committee in respect of the Applicant. The Applicant shall also be provided with a copy of the Registration Committee's file, with the redaction therefrom, as the Board or the Review Task Force may decide. This may include confidential letters of reference, if the Registration Committee receives them as part of the application process, and any legal opinion the Registration Committee may have received regarding the matter.
- 3.16.8. The Board, or a Review Task Force of the Board as the case may be, may prior to, during, or following the formal review hearing:
 - a. Require the Applicant to provide further particulars or information regarding the Applicant's objections to the decision of the Registration Committee.
 - b. Require the Registration Committee to provide further particulars or information regarding the Registration Committee's reasons for its decision, including, without limiting the foregoing, whether there are any precedents for the Registration Committee's decision.
- 3.16.9. In accordance with subsection 27(7) of the Regulations, the Applicant shall be notified of the formal review hearing and that they has the opportunity to appear before the Board or the Review Task Force as the case may be, with or without counsel, to make representations about why the Registration Committee's decision should be altered. The Applicant shall be given at least 14 calendar days written notice (excluding the date of the deemed notice and the date scheduled for the hearing) of the formal hearing, by delivery of the notice by ordinary mail to the last address of the Applicant known to PEGNL or by email to which the Applicant has acknowledged receipt. If sent by ordinary mail, the notice shall be deemed to have been delivered on the third business day following the posting of the notice by ordinary mail, non-inclusive of the posting date.

- 3.16.10. The Board, or the Review Task Force of the Board as the case may be, may establish procedures for the formal review hearing consistent with this Policy, but does not have the power to subpoena witnesses. Testimony of witnesses other than the Applicant may only be called with the leave of the Board, or the Review Task Force of the Board, as the case may be. The Board, or the Review Task Force of the Board, may be assisted by legal counsel at the formal hearing, and may by their members or by legal counsel, ask questions of the Applicant and of any other witnesses that may be called.
- 3.16.11. Subsequent to the formal hearing and its deliberations, the Board, or Review Task Force as the case may be, shall make a decision regarding the review, which decision may be one of the following:
- a. uphold the Registration Committee's decision;
 - b. alter the Registration Committee's decision, by deferring approval of the application with conditions in accordance with paragraph 25(2)(c) of the Regulations; or
 - c. alter or reject the Registration Committee's decision, by approving the application.
- 3.16.12. The Board, or Review Task Force as the case may be, will notify the Applicant and the Registration Committee of its decision and the reasons for its decision.
- 3.16.13. The Board, or the Review Task Force of the Board as the case may be, may establish additional deadlines or timelines for the various steps in the review process established by this Policy, with the objective of completion of the review process as expeditiously as reasonably possible, and in any event with the objective of completion of the review process within six months of receipt the request for the review. However, the failure or inability to complete the review process within the foregoing time period shall not result in the Board, or the Review Task Force of the Board as the case may be, losing jurisdiction or otherwise in the invalidation of the review process or of the review decision.

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

Policy Name: Special Rules of Order
Policy Type: Governance Process
Number: 3.17
Date Approved: February 11, 2022
Date Amended:

Board meetings will be conducted in an orderly, effective process, led and defined by the Chair.

- 3.17.1. All by-law obligations respecting board meetings must be satisfied.
- 3.17.2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
- 3.17.3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
- 3.17.4. Board members must keep their comments relevant to the issue under consideration.
- 3.17.5. Board meetings will be conducted at a level of informality considered appropriate by the chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.
- 3.17.6. Proposals that the board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a board member, discussed, and then voted on. Motions require a second to proceed to discussion and subsequent vote.
 - 3.17.6.1. The chair of the board may to the same extent as any board member, make motions, engage in debate, or vote on any matter to be decided,
 - 3.17.6.2. A motion to amend a main motion may be amended but third level amendments are out of order.
 - 3.17.6.3. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.

- 3.17.7. Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
- 3.17.8. A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
- 3.17.9. A majority vote will decide all motions before the board excepting those matters in the by-laws which oblige a higher level of approval.
- 3.17.10. A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.
- 3.17.11. A board member may request to have his or her vote on the record.

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

Policy Name: Global Board-Management Delegation
Policy Type: Board-Management Delegation
Number: 4
Date Approved: **October 18, 2013**

4 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.

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

Policy Name: Unity of Control
Policy Type: Board-Management Delegation
Number: 4.1
Date Approved: **October 18, 2013**

4.1. Only officially passed motions of the Board are binding on the CEO.

4.1.1. 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.

4.1.2. 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.

4.1.3. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the CEO.

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

Policy Name: Accountability of the CEO
Policy Type: Board-Management Delegation
Number: 4.2
Date Approved: **October 18, 2013**

4.2. 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.

4.2.1. The Board will never give instructions to persons who report directly or indirectly to the CEO.

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

4.2.3. 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: 4.3
Date Approved: **October 18, 2013**

- 4.3. 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.
- 4.3.1. 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.
- 4.3.2. 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.
- 4.3.3. All policies will be developed systematically from the broadest, most general level to more defined levels.
- 4.3.4. Below the global level, a single limitation at any given level does not limit the scope of the foregoing level.
- 4.3.5. 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.
- 4.3.6. 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.

4.3.7 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.

PROFESSIONAL ENGINEERS & GEOSCIENTISTS NEWFOUNDLAND & LABRADOR BOARD POLICY

Policy Name: Monitoring CEO Performance
Policy Type: Board-Management Delegation
Number: 4.4
Date Approved: **October 18, 2013**
Date Amended: **December 1, 2017; May 14, 2020; May 7, 2021**

4.4. Systematic and rigorous monitoring of CEO job performance will be solely against the two expected CEO job outputs: organizational accomplishment of Ends and organizational operation within the boundaries established in Executive Limitations.

4.4.1. 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.

4.4.2. A given policy may be monitored in one or more of three ways:

4.4.2.1. Internal report: Disclosure of compliance information by the CEO, along with their explicit interpretation of Board policy, and justification for the reasonableness of interpretation.

4.4.2.2. 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.

4.4.2.3. 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 their interpretation. Such an inspection is only undertaken at the instruction of the Board.

4.4.3. 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.

4.4.4. 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.

4.4.4.1 The Board should consider requesting a monitoring report if there is any reasonable appearance of a policy violation.

4.4.5 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. The CEO Performance Committee will assist the Board in its evaluation of performance. The Chair shall convey the Board's evaluation decision to the CEO.

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

Policy Name: CEO Compensation
Policy Type: Board-Management Delegation
Number: 4.5
Date Approved: **October 18, 2013**
Date Amended: **December 5, 2014, February 7, 2020, December 2, 2021; December 8, 2022**

4.5.CEO compensation will be decided by the Board as a body and based on corporate performance and executive market conditions.

- 4.5.1 Corporate performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.
- 4.5.2 Compensation will cover the entire range of salary, benefits, and all other forms of compensation.
- 4.5.3 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.
- 4.5.4 The base salary shall be reviewed at minimum every three years 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.
- 4.5.5 Annual salary adjustments, inclusive of merit, bonuses, and CPI increases shall be determined as follows (the Excel sheet at the bottom of the policy shall be used for all calculations):
 - 4.5.5.1 Typically on an annual basis, just prior to the AGM, if the Board approved rating for the CEO is Meets Expectations with a reasonable interpretation of Ends and Executive Limitations policies:
 - 4.5.5.1.1 the salary of the CEO shall be adjusted for inflation by applying the "all items" CPI increase for St. John's in the previous 12 months as determined by Statistics Canada. This will be calculated by taking: (Current CPI subtract twelve month's past CPI) divide by Current CPI.
 - 4.5.5.1.2 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.

- 4.5.5.1.3 Add the percent increase to the CPI adjusted salary calculated in 4.5.5.1.1 above to determine the CEO’s final salary for the coming year.
 - 4.5.5.1.4 To determine the Compa-Ratio for the coming year, add the merit increase to the previous year’s Compa-Ratio.
 - 4.5.5.1.5 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.
- 4.5.5.2 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

Table 1 - CEO Merit and Bonus Matrix

Compa Ratio	90%-100%	>100%-109%	110%
Performance	% Compa Ratio Increase		% Bonus
Fails to Meet Expectations	No Increase for Inflation or Merit	No Increase for Inflation or Merit	No Bonus
Meets Expectations	3%	2%	2% Paid as Bonus



Annual CEO Salary
Adjustment.xlsx

- 4.5.6 A committee process may be used to gather information and to provide options and their implications to the full Board for its decision.

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

Policy Name: CEO Termination
Policy Type: Board-Management Delegation
Number: 4.6
Date Approved: **October 18, 2013**

4.6. CEO termination is an authority retained by the Board, not delegated to any officer or committee.

4.6.1 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.

4.6.2 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.

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