ENGINEERS GEOSCIENTISTS MANITOBA

COUNCIL GOVERNANCE POLICY HANDBOOK

Contents

GP-1 Global Governance Commitment 4
GP-2 Governing Style 5
GP-3 Council Role and Job Description 6
GP-4 President's Role and Job Description 7
GP-5 Vice- President's Role and Job Description 8
GP-6 Councillor Roles and Job Description 9
GP-7 Council Committee Principles 11
GP-8 Council Committee Structure 12
GP-8.1 Nominating Committee Terms of Reference 13
GP-8.2 Past Presidents Committee Terms of Reference 15
GP-8.3 Executive Committee Terms of Reference 16
GP-8.4 Discipline Committee Terms of Reference 17
GP-8.5 Investigation Committee Terms of Reference 18
GP-8.6 National Liaisons Terms of Reference 20
GP-8.7 Ownership Linkage Committee Terms of Reference 21
GP-8.8 Recruitment Committee Terms of Reference 22
GP-8.9 Registration Committee Terms of Reference 23
GP-8.10 Continuing Competency Committee Terms of Reference 25
GP-8.11 Audit Committee Terms of Reference 27
GP-8.12 Public Interest Review Committee Terms of Reference 29
GP-8.13 Finance Committee Terms of Reference 31
Charitable Giving Policy 34
GP-8.14 Human Resources Committee Terms of Reference 35
GP-8.15 Governance Committee Terms of Reference 37
GP-8.16 By-law Review Committee Terms of Reference 39
GP-8.17 Appeal Committee Terms of Reference 41
GP-9 Expense Reimbursement Policy 42
GP-10 Code of Conduct 46
GP-11 Conflict of Interest 50
GP-12 Cost of Governance 51
GP-13 Council Member Orientation 52
GP-14 Primary Council Linkages 53
GP-15 Council Linkages with other Organizations 54

GP-16 Council Planning Cycle and Agenda Control 55
EL-1 Global Executive Constraint 58
EL-2 Treatment of Staff 59
EL-3 Financial Condition 60
EL-4 Asset Protection & Risk Management 61
EL-5 Interactions with Members 65
EL-6 Application of The Engineering and Geoscientific Professions Act 66
EL-7 Compensation and Benefits 67
EL-8 Communication and Support to Council 68
EL-9 Emergency Executive Succession 69
CE-1 Global Council-CEO Relationship 70
CE-2 Unity of Control 71
CE-3 Accountability of the CEO 72
CE-4 Delegation to CEO 73
CE-5 Monitoring Executive Performance 74
Electronic Voting System Audit Policy 87
Policy Review Protocol 88
Delegation of Authority Policy 89
Communications Protocol Policy 92
Execution of Instruments Policy 95
Council Attributes and Competencies Policy 97

DEFINITIONS

OWNERS[1]

Those Persons from whom the Council derives its legal and/or moral authority and to whom the council owes its ultimate allegiance; specifically, Engineers Geoscientists Manitoba owners are the people of Manitoba. Other stakeholders – such as staff, clients, vendors, and funders are only owners if they independently qualify as such. The Council has a duty to connect directly with owners in order to be accountable to them and to inform its policy development. The organizations' duty to other stakeholders is governed by applicable council policy.

OWNERSHIP LINKAGE[1]

A deliberately created program of council dialogue and deliberation with owners to inform council policy development – with particular emphasis on Strategic Imperatives and Outcomes.

REASONABLE INTERPRETATION[2]

The latitude given to the President and CEO, to act in accordance with Council Policy. Council gives this latitude subject to being satisfied that its delegate's interpretation of each policy is reasonable. The delegate must explain his or her interpretation of each policy in the form of an "operational definition" that provides:

- One or more measures or compliance standards which, taken together, the delegate believes can demonstrate the policies fulfilment
- The rational for choosing those measures
- Credible data demonstrating that the measures have been met.

A reasonable interpretation is one that Council agrees would be likely to be considered reasonable by a prudent person in a similar situation.

[1] Definitions from the International Policy Governance Association Glossary.
[2] Definition from Policy Governance Workbook from Richard Stringham.

GP-1 Global Governance Commitment

The Council will, on behalf of the public of Manitoba, work to achieve Engineers Geoscientists Manitoba's Vision and Mission while acting as responsible stewards of the resources of the Association.

VISION: Greater recognition of engineers and geoscientists as trusted professionals in society.

MISSION: Setting, upholding, and promoting high professional standards in engineering and geoscience.

GP-2 Governing Style

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

More specifically, the Council will:

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

2. Direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Council's values and perspectives. The Council's major policy focus will be on the intended long-term impacts outside the operating organization, not on the administrative or programmatic means of attaining those effects. Although the Council can change its policies at any time, it will observe them scrupulously while in force.

3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuity of governance capability. Continual Council development will include orientation of new members in the Council's governance process and periodic Council discussion of process improvement.

4. Allow no officer, individual or committee of the Council to hinder or be an excuse for not fulfilling its commitments.

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

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GP-3 Council Role and Job Description

Specific job outputs of the Council, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the Council has direct responsibility to create:

1. The link between the ownership and the operational organization.

2. Written governing policies which, at the broadest levels, address all organizational decisions and situations:
   - 2.1. Strategic Imperatives and Outcomes: Organizational results, impacts, benefits, outcomes (what good, for which people, at what relative worth or relative cost).
   - 2.2. Governance Process: Specification of how the Council conceives carries out and monitors its own tasks.
   - 2.3. Executive Limitations: Constraints on executive authority which establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.
   - 2.4. Council-CEO Relationship: How power is delegated, and its proper use monitored; the CEO role, authority, and accountability.
3. Assurance of CEO performance in achieving the results defined in the Strategic Imperatives and Outcomes and not exceeding the constraints in Executive Limitations policies, through monitoring and evaluation of the CEO as outlined in the Council-CEO Relationship policies.

4. Statements of principles and positions related to public policy that represent the interests of the public and which are relevant to the two professions.

5. Assurance that the rules of practice and procedure related to member conduct, through the Investigation Committee and Discipline Committee as defined in the Act, are in the public interest.

6. Assurance that criteria related to appeals, through the Appeal Committee, as defined in the Act, are in the public interest.

7. Assurance that criteria for registration and licensure, through the Registration Committee as defined in the Act, are in the public interest.

8. Assurance that continuing competency requirements are in the public interest.

9. Assurance that professional standards of practice are in the public interest.

10. Other products required by the By-laws and Act including but not limited to:
    - a. Regular By-law review
    - b. Annual General Meeting
    - c. Appointments to Council committees

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GP-4 President's Role and Job Description

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

1. The work of the President is to ensure that the Council's behaviour is consistent with the Act, the Association's By-laws, its own policies, and rules legitimately imposed upon it from outside the organization.
   1.1. Meeting discussion content will only be those issues which, according to Council policy, clearly belong to the Council to decide or to monitor.
   1.2. Information which is neither for monitoring performance nor for Council decisions will be avoided or minimized and always noted as such.
   1.3. Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.
   1.4. Council meetings will be conducted according to Robert's Rules of Order.

2. The authority of the President consists in making decisions that fall within the topics covered by Council policies on Governance Process and Council-CEO Relationship, except (a) employment or termination of a CEO and (b) instances where the Council specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
   2.1. The President is empowered to chair Council meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
   2.2. The authority to supervise or direct the CEO resides with Council as a whole and not the President.
   2.3. The President may represent the Council to outside parties in announcing Council-stated positions and in stating Chairperson's decisions and interpretations within the area delegated to the President (consistent with policies in *Governance Process* and *Council-CEO Relationship* areas).

3. The President shall be entitled to receive reimbursement for clothing required to perform the duties of representing Council. Reimbursement up to a maximum of $1500 will be made, contingent upon receipts being submitted for costs incurred while serving as Vice-President or President. Receipts must be submitted prior to the end of the term of President.

4. The President shall:
   4.1 Collaborate with the CEO in the fulfilment of the Presidential responsibilities.
   4.2 Assist in the development of the President-Elect for the President's role.
   4.3 Inform the President-Elect of key governance activities, processes, and events.

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

GP-5 Vice- President's Role and Job Description

The Vice President is an officer of the Council whose purpose is to assist the President in ensuring the integrity of the Council's governance.

Accordingly:

1. The work of the Vice President is to act in the absence of the President as defined in Governance Process policy GP-4 President's Role and Job Description.
   - 1.1 The Vice President will be familiar with all duties normally exercised by the President.
   - 1.2 The Vice President will be familiar with current and pending President and Council issues and processes.
   - 1.3 The Vice President will preside at meetings of the Council in the absence of the President.

GP-6 Councillor Roles and Job Description

In keeping with its commitment to governance excellence, the Council shall strive to solicit Council candidates who have characteristics that support the Strategic Imperatives and Outcomes and core values of the organization and that will enable Council to govern, not to manage, the organization.

1. Core characteristics of all Council candidates will include:

1.1 Commitment to linking with the legal and moral ownership. This includes the understandings that (a) members of the Council, individually and collectively, are stewards for the organization, (b) they represent an ownership comprised of diverse people, (c) they are willing to actively seek to access and understand that diversity and (d) recognize and accept their fiduciary responsibility to the organization.

1.2 Ability to think in terms of systems and context – to see the big picture.

1.3 Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through the broader formulation of those values.

1.4 Moral courage and the willingness to value reasonable risk and innovation that furthers the organization.

1.5 Willingness to delegate the operational detail to others.

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

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

1.8 Willingness and commitment to honour Council policies and decisions.

1.9 Commitment to withhold judgments in the absence of previously stated criteria.

1.10 Enthusiasm and commitment to serve the Council.

1.11 Influence within their organization and/or on the professions.

1.12 Potential for serving on the Executive.

2. Councillors are expected to:

2.1 Attend approximately seven half day council meetings per year.

2.2 Attend the Annual General Business Meeting and any Special Meetings of Members.

2.3 Attend an orientation session.

2.4 Participate in an annual Council retreat and governance training workshop, usually in November.

2.5 Attend and participate in any additional governance training scheduled by the Council (usually one-half day per year).

2.6 Review all meeting material prior to a meeting and bring forth questions as soon as they arise.

2.7 Acquire familiarity of the organization's policies, structure, and function.

2.8 Volunteer for and participate in Council task groups and act as Council liaisons with various committees and groups.

2.9 Participate in appeal panels as appointed by the President.

2.10 Recuse themselves of any Association committee roles, participation on a chapter executive or other similar positions to focus on the sole job of governing as a member of Council.

GP-7 Council Committee Principles

Council committees, when used, will be assigned to reinforce the wholeness of the Council's job and so as never to interfere with delegation from Council to CEO.

1. Council committees are to help the Council do its job, never to help or advise the staff. Committees ordinarily will assist the Council by preparing policy alternatives and implications for Council deliberation. In keeping with the Council's broader focus, Council committees will normally not have direct dealings with current staff operations.

2. Council committees may not speak or act for the Council except when formally given such authority for specific and/or time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.

3. Council committees cannot exercise authority over staff. Because the CEO works for the full Council, he or she will not be required to obtain approval of a Council Committee before an executive action, except where the committee has been delegated specific authority to act on behalf of the Council.

4. If a Council committee is used to monitor organizational performance in a given area, the same committee must not have helped the Council create policy in that area. This separation of responsibility for policy development and responsibility for monitoring policy compliance is to prevent a committee from identifying with a part of the organization rather than the whole. The Council retains responsibility and authority to monitor organizational performance.

5. Council committees will be used sparingly and ordinarily in an ad hoc capacity.

6. This policy applies to any group which is formed by Council action, whether or not it is called a committee, and whether or not it includes Council members. It does not apply to committees formed under the authority of the CEO.

7. All committee members shall abide by the same Code of Conduct as governs the Council.

8. Except as defined in written Terms of Reference policies, no Committee has authority to commit the funds or resources of the Association.

GP-8 Council Committee Structure

A committee is a Council committee only if its existence and charge come from the Council, regardless of whether Council members sit on the committee. The only Council committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. All Council committees shall be provided with Terms of Reference from Council on their creation, including the product expected from the committee, and the authority of the committee.

2. Committee expenses will be reimbursed in accordance with Council policies.

GP-8.1 Nominating Committee Terms of Reference

1. Purposes

1.1 Ensure that each election of councillors has a qualified candidate for every vacancy.

2. Products:

2.1 A slate of qualified nominees for Council positions for Council's consideration by no later than June each year. This slate will be produced in a manner consistent with the Act and By-laws, taking into consideration the broadest possible diversity of the membership using the Council composition matrix, and comprising a number no less than the number of vacancies.

3. Authority

3.1 The Committee derives authority from a motion of Council on the approval date of this policy.

3.2 The Committee has no authority to change or contravene Council policies.

3.3 The Committee has no authority to spend or commit other organization funds, unless such funds are specifically allocated by the Council.

3.4 The Committee authority to expend or commit Association funds shall be strictly limited to the direct solicitation of candidates for Nomination to Council.

3.5 The Committee has authority to use staff resource time normal for administrative support around meetings.

3.6 The Committee does not have authority to instruct the CEO or any other staff member, other than to request information required in the conduct of its duties.

4. Composition

4.1 The Committee's composition shall enable it to function effectively and efficiently.

4.2 On an annual basis, the Council shall appoint Committee members as follows:

4.2.1 The current President

4.2.2 The immediate Past-President, who will normally also serve as Chair.

4.2.3 An elected Councillor in the first year of their term.

4.2.4 The Chair or designate of the Investigation Committee.

4.2.5 An Engineering Intern or Geoscience Intern (formerly referred to as a member-in-training).

4.2.6 One or more professional members appointed by Council.

4.2.7 The committee must have at least one P.Eng. and one P.Geo. member.

4.3 The term of office is one year renewable once except that the chair is not renewable.

4.4 Council will receive a list compiled from a call for volunteers and will appoint committee members.

4.5 In the event that a member of the Nominating Committee is temporarily unable to serve, an alternate may be appointed by Council to act in the member's absence.

4.6 The Council shall appoint the Chair and Vice Chair of the Committee from the Committee membership.

4.7 In the event that the Chair is unable to attend a meeting, the Vice-Chair shall act as Chair.

4.8 The Chair is entitled to a vote and shall cast the deciding vote in the event of a tie.

4.9 Nominating Committee members are ineligible for consideration for the slate of qualified nominees to be put forward by the committee during the mandate of the committee.

4.10 The President-elect, if any, is not eligible for membership on the committee.

GP-8.2 Past Presidents Committee Terms of Reference

1. **Product:**

   1.1 Advice, based on the wisdom and historical knowledge of the Past Presidents, for Council consideration.

2. **Authority**

   2.1 The Committee has no authority to expend or commit Association funds.

   2.2 Committee members are not entitled to reimbursement for expense incurred in the attendance at meetings of the committee.

3. **Composition**

   3.1 Past-Presidents who are members in good standing.

   3.2 The President, who will normally serve as Chair.

4. **Term of Office**

   4.1 A Past-President's term on the Committee ends if he or she ceases to be a member in good standing.

GP-8.3 Executive Committee Terms of Reference

1. Products:

1.1 Urgent governance or legislated regulatory decisions on behalf of Council in situations where it is not feasible to call a meeting of the Council.

1.2 Specific governance tasks delegated by the Council.

2. Authority

2.1 The Committee has authority to act on behalf of Council only as specified under part 1 above and as per By-Law 6.2. Further, the Committee must report to Council at or no later than the June meeting any financial decisions taken on its behalf for inclusion in the minutes of the subsequent Council meeting.

3. Composition

3.1 The composition of the Committee is in accordance with the Association's By-laws.
3.2 Council may engage appointed members of Council to support the Committee as non-voting ad hoc advisors.

4. Term of Office

4.1 The term of office is in accordance with the Association's By-laws.

GP-8.4 Discipline Committee Terms of Reference

1. Products:

1.1 Decisions and orders in accordance with the Act and By-laws with respect to Charges forwarded by the Investigation Committee.

2. Authority

2.1 The Committee has authority provided by the Act and By-laws.

3. Composition

3.1 The composition of the Committee is in accordance with the Association's By-laws.

4. Term of Office

4.1 The term of office of committee members is four years and is renewable.

4.2 The term of office for chair shall be two years and may be renewed for consecutive appointments.

5. Honoraria

5.1 Lay members serving on the Discipline Committee may claim an honorarium of $250 per day (more than 3.5 hours) or $125 per part day (of less than 3.5 hours). This honorarium will be paid for in person committee meetings and discipline panel hearings.

5.2 Members serving on the Discipline Committee may claim an honorarium of $250 per day (more than 3.5 hours) or $125 per part day (of less than 3.5 hours). This honorarium will be paid for discipline panel hearings.

5.3 Vehicle usage allowances shall be paid at the Manitoba Government per kilometer rate for the distance travelled by the normal route, round trip, to attend hearings.

6. Witness Fee

6.1 In accordance with the Act, Section 43(3), witness fees can be paid. The amount of the witness fees shall be recommended by legal counsel, based on the circumstances.

GP-8.5 Investigation Committee Terms of Reference

1. Products:

1.1 Timely handling of complaints from the public about the conduct of a member [Act Clause 31(1)]

1.2 Practice Notes as required to address issues affecting the practice of the profession [By-law 15.3.5]

1.3 Timely options for Council consideration on matters that arise at Investigation Committee that may affect the regulation of the profession.

1.4 Annual reports to:

a) Council

i. On the disposition of all complaints considered; and

ii. Of the names of members whose appointments are due to expire as well as their eligibility for re-appointment or removal; and

b) The CEO of its activities for use in other reports

1.5 Members of the committee may express opinions to Council in confidence regarding the re-appointment or removal of the Chair.

1.6 Reports to Council when new Practice Guidelines are approved for publication and when existing Practice Guidelines are modified.

2. Authority

2.1 The Investigation Committee is a committee of Council, is established by Clause 30 of the Act and By-laws 15.1 through 15.4 and has authority as based in those documents.

3. Composition

3.1 Council shall appoint members to the Investigation Committee in accordance with the Act (Clause 30).

3.2 Committee members shall be selected to ensure balanced representation and broad expertise utilizing input from the committee as to the skill sets required.

3.3 The committee shall be composed of:

a) A Chair appointed by Council.

b) A Vice-Chair appointed by the committee from the committee, who shall assume the duties of the Chair in the Chair's absence or when requested to do so by the Chair.

c) Lay persons appointed in accordance with the Act (Clause 30(b)), who shall provide input on the practices and procedures of the committee.

d) At least one geoscientists member.

e) At least one engineering member.

3.4 The committee may by motion request the assistance of professional or lay experts to assist in the work of the committee. Experts assisting in such a way shall answer the committee and shall not vote on committee decisions.

4. Term of Office

4.1 The term of office shall be 2 years and may be renewed for 4 consecutive appointments.

4.2 Individuals may assist the committee beyond their term limits if they are assigned to active files but shall no longer be considered members of the committee and shall not vote on committee decisions.

4.3 The term of office for Chair shall be two years and may be renewed for consecutive appointments.

5. Meetings

5.1 The Investigation Committee shall meet at least four times in each fiscal year of the Association. The times and locations of the meetings are at the call of the Chair.

5.2 The Chair shall establish the agenda for each meeting and cause it to be distributed to the Investigation Committee at least three days prior to the meeting along with the minutes of the previous meeting and any other information required by the Investigation Committee. The agenda, minutes and other information used by the Investigation Committee as well as its deliberations are confidential and shall not be disclosed to other parties except as provided for in the Act and By-laws.

6. Staff Support

6.1 The CEO shall provide the committee:

a) A recording secretary for meetings.

b) One or more designated staff members who report to the chair of the committee.

6.2 Designated staff members shall:

a) Gather information regarding complaints upon notification of receipt by the Registrar.

b) Bring complaints and associated information to the committee at their next meeting.

c) Further review or investigate complaints as directed by the committee.

d) Draft decision letters reflective of the decision of the committee, if requested to do so.

6.3 Staff members shall not be considered members of the committee and therefore shall not vote on committee decisions.

GP-8.6 National Liaisons Terms of Reference

1. Objectives:

1.1 Liaisons representing the Association on national boards or committees, such as the Board of Directors of Engineers Canada and Geoscientists Canada, will request and receive advice and information reflective of Council decisions as required.

1.2 Liaisons will inform Council regarding initiatives of nationally based organizations' initiatives whose objectives and activities are germane to the governance and regulation of the practices of professional engineering and professional geoscience.

1.3 As required, liaisons will provide policy options for Council's consideration on nationally based initiatives.

2. Liaison Appointments

2.1 Council will appoint the Manitoba Director on the Board of Directors of Engineers Canada.

i. The length of term will be three years.

ii. The appointee may be reappointed at the end of the first term for a maximum of one additional term.

iii. The length of term may be extended to complete the appointee's service on the Executive of Engineers Canada.

2.2 Council will appoint the Manitoba Director on the Board of Directors of Geoscientists Canada.

i. The length of term will be three years.

ii. The appointee may be reappointed at the end of the first term for a maximum of one additional term.

iii. The length of term may be extended to complete the appointee's service on the Executive of Geoscientists Canada.

2.3 Additional liaisons will be appointed as required.

3. Authority

3.1 The Manitoba Directors on the Board of Directors of Engineers Canada and Geoscientists Canada are authorized to vote with fiduciary responsibility for the national organization.

GP-8.7 Ownership Linkage Committee Terms of Reference

1. Products:

1.1 For council consideration, to plan and prioritize for the council year, ownership linkage opportunities by June 30th annually.

1.2 List of contacts and methodologies for each target group.

1.3 Delivery of the Ownership Linkage content for that particular agenda segment of each Council meeting.

2. Authority

2.1 The Committee has no authority to expend or commit Association funds.

3. Composition

3.1 Vice-President, President, New Council member, one each of public/lay Council member and geoscientists member plus invitees and volunteers (to a maximum of 9 members).

3.2 The committee shall be chaired by the Vice-President.

4. Term of Office

4.1 The term of office, including the Chair, is one year, with provision for rotation, and is renewable once.

ENGINEERS GEOSCIENTISTS MANITOBA

GP-8.8 Recruitment Committee Terms of Reference

1. Product

1.1 The appointment of a CEO who, under the direction of Council and in accordance with the Act and By-laws, is well qualified and capable of leading the administrative, member and program operations toward the achievement of the Strategic Imperatives and Outcomes.

2. Authority

2.1 Upon prior consideration and approval by the Council, commitment of funds for the purpose of facilitating the recruitment process and retaining the services of a firm to assist the committee in the recruitment process.

2.2 Options for candidate selection for Council consideration.

2.3 Upon prior consideration and approval by the Council, an offer of employment to the individual selected for the position of CEO, including committing Association funds for salary, benefits, and other perquisites.

3. Composition

3.1 A minimum of five members, one of whom is a current Geoscientists Councillor.

3.2 The current President, the immediate Past-President and a Past-President from any prior year.

3.3 An appointed Councillor.

3.4 The committee shall be chaired by the immediate Past-President.

4. Term of Office

4.1 The committee shall be disbanded upon completion of its task and the term of office for the committee members will also expire at that time.

GP-8.9 Registration Committee Terms of Reference

1. Products:

1.1 An annual summary report of its activities, including the number of applications considered and the number approved, for inclusion in the Association annual report to the membership.

1.2 Written notices of decision to applicants to refuse a certificate of registration, temporary license, or a specified scope of practice license; to specify a scope of practice and impose restrictions; or to refuse to enroll an applicant as an engineering intern or geoscience intern.

2. Authority

2.1 The Registration Committee is a committee of Council under the Act and shall follow the criteria, policies, and procedures set forth in the Act, the Manual of Admissions, and Council's Governance Policies. The committee shall:

2.1.1 In a timely manner, consider and decide upon applications for certificates of registration for members temporary licenses, specified scope of practice licenses and enrollment as engineering interns or geoscience interns, or licensure based on information provided by the Registrar/CEO or his/her delegate or any committee formed by the Registrar/CEO to aid in the registration process.

2.1.2 Consider applicant requests for reconsideration against decisions taken by the Registrar/CEO's staff, or any committee formed by the Registrar/CEO to aid in the registration process. The Registrar/CEO or his/her delegate will be present at all reconsiderations. Results of the reconsideration will be communicated directly to the Registrar/CEO.

3. Composition

3.1 The Committee is composed of:

a) A Chair appointed by Council.

b) Vice-Chair appointed by the Committee from the Committee, who shall assume the duties of the Chair in the Chair's absence or when requested to do so by the Chair.

c) Two lay persons appointed by Council.

d) At least one geoscientist member, appointed by Council.

e) At least one engineering member, appointed by Council.

f) The Registrar or his or her designate as a non-voting member.

3.2 The committee should have the appropriate number of members that allows for and ensures the committee's required business is addressed in a timely matter.

3.3 Other staff members may attend by mutual consent of the Chair of the Committee and the Registrar/CEO.

3.4 All Committee members have voting rights. The Chair is entitled to a vote and shall cast the deciding vote in the event of a tie.

3.5 A majority of the Committee is required for quorum.

4. Term of Office

4.1 The term for committee members is 2 years, renewable twice. A member may serve to a maximum of 6 years. A member's term may be extended beyond the maximum term length at the discretion of Council to ensure adequate expertise on the committee.

4.2 The term of office for the Chair shall be two years, renewable twice, to a maximum of six years.

ENGINEERS GEOSCIENTISTS MANITOBA

GP-8.10 Continuing Competency Committee Terms of Reference

1. Products

1.1. The Continuing Professional Development (CPD) Program. The CPD Program shall be maintained and implemented by the Continuing Competency Committee (CCC) as follows:

1.1.1. Compliance of members to the CPD Program shall be reviewed, with the assistance of the Director of Professional Standards

1.1.2. Responses to requests from the membership for interpretation of the CPD Program shall be provided in a timely manner.

1.1.3. Applications for Abatement, Applications for Resumption of Practice, and Applications for Resumption of Practice of a Retired Member shall be handled in a timely manner by:

1.1.3.1. Reviewing the applications, and

1.1.3.2. Commenting or accepting the applications.

1.1.4. Interpretation Notes on the CPD reporting items shall be published, as needed.

1.1.5. Proposed changes to the CPD Program shall be provided to Council for approval. Note: Changes to the CPD require By-Law 11.2 to be updated. As such, proposed changes should be submitted to Council prior to its June meeting.

1.2. A report to Council that provides:

1.2.1. Overview of member compliance with the CPD Program

1.2.2. List of CCC members including their term limits. The Chair may make recommendations to Council in confidence regarding the re-appointment or termination of members.

1.2.3. Recommendations that may affect the regulation of the profession.

2. Authority

2.1 The CCC is established in By-law 6.4 and has authority as based in that by-law.

2.2 Council specifically gives the CCC the authority to execute clauses 12.2(1) and 12.2(2) of the Act on its behalf.

2.3 The CCC is accountable to the CEO for expenditures and use of other Association resources.

3. Composition

3.1 Council makes appointments to the CCC, including the Chair.

3.2 The CCC shall consist of no less than 9 professional members, at least one of whom should be a professional geoscientist and at least one of whom shall be a member of council.

3.3 The CEO shall normally either attend or provide one or more Association staff persons to attend the meetings of the CCC as a recording secretary and facilitator to the work of the CCC. Staff has a voice at meetings but do not vote.

3.4 The CCC may elect one or more Vice-Chairs from among the appointees to the Committee who shall assume the duties of the Chair in the Chair's absence or when requested to do so by the Chair.

4. Term of Office

4.1 The duration of an appointment to the committee is normally two years and is renewable for consecutive appointments.

4.2 The term of office for chair shall be two years, renewable twice, to a maximum of six years.

5. Meetings

5.1 The CCC shall meet at least four times in each fiscal year of the Association. The times and locations of the meetings are at the call of the Chair.

5.2 The Chair shall establish the agenda for each meeting and cause it to be distributed to the CCC at least three days prior to the meeting along with the minutes of the previous meeting and any other information required by the CCC.

5.3 The minutes are compiled by the recording secretary and reviewed by the Chair. The agenda, minutes and other information used by the CCC shall be made available to the Council.

5.4 Prior to the meetings, the Director of Professional Standards shall prepare the list of questions answered and proposed answers for review and approval by the committee.

ENGINEERS GEOSCIENTISTS MANITOBA

GP-8.11 Audit Committee Terms of Reference

1. Purpose

The Audit Committee enhances the Board's effectiveness and efficiency in fulfilling its external and direct inspection monitoring responsibilities of fiscal policy.

2. Committee Products

The committee products are to support the Council's job, never to decide for the Council unless explicitly stated below.

2.1 A transparent process of review and disclosure that enhances owner and stakeholder confidence in the organization's financial reporting.

2.1.1 Options for board decision concerning the selection of the external financial auditor and liaison with auditor on behalf of Council.

2.1.2 An annual opinion for the Council as to appropriateness of the criteria specified in Executive Limitations policies on finance (EL-3 and EL-4).

2.1.3 An opinion for the Council's decision of the appropriateness of the scope in the auditor's proposal including areas of audit risk, timetable, deadlines and materiality limits, and of the projected audit fee.

2.1.4 An opinion for the Council, based on evidence required of the external auditor, as to whether the independent audit of the organization was performed in an appropriate manner.

2.1.5 An annual report to the Council highlighting the committee's review of the audited financial statements and any other significant information arising from their discussions with the external auditor.

2.2 Current information for the Council on significant new developments in accounting principles or relevant rulings of regulatory bodies that affect the organization.

2.3 A self-monitoring report on the appropriateness of the Council's own spending, based on criteria in the Council policy on board expenses, including periodic random audit of the Council members' expense accounts, where applicable.

2.4 Reports, as required, to ensure that the oversight over the organization's assets are sufficient.

3. Committee Authority

The Committee's authority enables it to assist the board in its work, while not interfering with Council holism.

3.1 The committee has no authority to change or contravene Council policies.

3.2 The committee has no authority to spend or commit other organization funds, unless such funds are specifically allocated by the Council.

3.3. The committee has authority to use staff resource time normal for administrative support around meetings.

3.4. The Committee does not have authority to instruct the CEO or any other staff member, other than to request information required in the conduct of its duties.

3.5. The Committee has the authority to meet independently with the organization's external auditors.

4. Committee Composition and Tenure

The Committee's composition shall enable it to function effectively and efficiently.

4.1 On an annual basis, the Council shall appoint Committee members as follows:

4.1.1 Two Council members: each with a one-year renewable term.

4.1.2 Two members in good standing of the organization; preference will be given to members with demonstrated financial literacy; each will have a once renewable three-year term.

Financial literacy is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that could be reasonably expected with the organization.

4.1.3 One representative with a professional accounting designation from a regulatory organization; the representative will have a once renewable three-year term.

4.2 In the event of a vacancy prior to the conclusion of the term, the Council may fill the vacancy by appointment for the duration of the term.

4.3 In the event that a member of the Audit Committee is temporarily unable to serve, an alternate may be appointed by Council to act in the member's absence.

4.4 The Council shall appoint the Chair and Vice-chair of the Committee from the Committee membership.

4.5 In the event that the Chair is unable to attend a meeting, the Vice-Chair shall act as Chair.

4.6 The Chair is entitled to a vote and shall cast the deciding vote in the event of a tie.

4.7 The quorum of the Committee shall be three.

GP-8.12 Public Interest Review Committee Terms of Reference

1. Purpose

1.1 The Public Interest Review Committee (PIRC) is an ad hoc body established by Council to assess and respond to issues that significantly impact public safety, licensing standards, or systemic professional practice concerns. The committee conducts evidence-based reviews, engages relevant stakeholders, and provides actionable recommendations to Council, ensuring the Association remains transparent, accountable, and aligned with its public protection mandate under governing legislation.

2. Products

The Public Interest Review Committee shall provide recommendations to the Council to facilitate the timely implementation of advocacy actions by the Association.

The committee shall:

2.1 Consider and determine all issues of a public interest nature that are referred to it by Council.

2.2 Prepare and publish on the Association's website a statement outlining the Committee's process for assessing and coming to a determination on issues.

2.3 Provide an annual report on its activities for consideration by the Council.

3. Authority

3.1 The Public Interest Review Committee is established by, and has authority provided by, By-law 6.5.

3.2 The Committee has no authority to spend or commit other organization funds, unless such funds are specifically allocated by the Council.

4. Composition

4.1 On an annual basis, the Council shall appoint two councillors to act on their behalf to appoint the members of the PIRC. These councillors shall not be members of the PIRC. The public interest review committee will be formed on an ad-hoc basis, with its membership determined as needed as established in the processes

5. Term of Office

5.1 Members will serve for a specified period starting from the date of their appointment, as applicable

5.2 Members of the ad-hoc committee may be eligible for reappointment without limitation.

ENGINEERS GEOSCIENTISTS MANITOBA

Public Interest Review Committee Processes

1. Public Submission & Initial Triage

Submission Portal

- Implement an online form on the organization's website for public submissions, requiring detailed descriptions of issues and supporting evidence.
- Submissions may also be made in writing paying attention to these requirements.

CEO/Registrar Review:

- Conduct preliminary assessment within 10 business days to determine if the issue:
  - Falls under the Association's jurisdiction (The Engineering and Geoscientific Professions Act)
  - Requires technical expertise
  - Warrants formal review or can be resolved informally (e.g., through existing complaint processes)
- Escalate the matter to the two members appointed in Part 4

2. Council Determination

Monthly Review:

- CEO presents issues to Council with recommendations:
  - Ad Hoc PIRC Activation: Formed if:
    - The issue impacts public safety/licensing standards
    - Requires multi-stakeholder analysis
    - Involves systemic professional practice concerns
- Dismissal: Issues that are outside of the Associations mandate, or that are vexatious or frivolous may be reported to the Council and then dismissed.

Ad Hoc PIRC Workflow

When activated by the two members in consultation with the CEO or their designate.

Composition (between 7-11 members):

- A chair
- Two external public representatives who are residents of Manitoba, but who are not and have never been a professional member or intern
- Between two and four professional members
- Technical advisors as needed

GP-8.13 Finance Committee Terms of Reference

1. Name

Finance Committee

2. Purpose

The purpose of the Finance Committee is to provide financial oversight for the Association on budgeting, financial planning, financial reporting, and the creation and monitoring of internal controls and financial policies.

3. Scope

3.1 Authority

The Finance Committee is a committee of Council. It reports to Council and takes its direction from Council.

3.2 Membership

The Finance Committee is comprised of a minimum of five (5):

- Two (2) Councillors appointed by Council (ideally one of the councillors appointed with be the Vice-President)
- One (1) Member-at-large appointed by Council
- Director of Finance & IT
- CEO & Registrar

The Chair of the Committee is a councillor appointed by Council. The Vice-Chair is selected by the Committee from within. The Vice-Chair assumes the duties of the Chair in the Chair's absence, or when requested by the Chair. The Member-at-large is appointed for a two-year term renewable for up to three consecutive terms; all others are ongoing as per their term(s) on council or staff appointment. The Member-at-large will be identified by volunteer call and must have strong financial training, experience and preferably an accounting designation (e.g. CPA).

3.3 Meetings

The Finance Committee meets at least four times per year. However, the scheduling and frequency of meetings should serve the committee's purpose. The proposed agenda of meeting is established by the Chair and distributed to the committee members. A quorum consists of a simple majority of voting members.

Minutes of meetings are confidential to the Committee, copies of the minutes and attachments are maintained at the Association offices and available to the Executive Committee, Audit Committee and to Council.

3.4 Expenses

The Finance Committee expenses are paid from a line allocated to the Committee in the operating budget. The Committee is responsible to the CEO for adherence to its proposed operating costs for the year.

3.5 Operation

The Finance Committee will fully engage in an annual budgeting process. In addition to reviewing the budget prepared by the CEO, the Committee will also propose financial goals and policies to Council. The Committee will also work with staff to determine the financial implications of the strategic plan and will plot them into a multi-year budget forecast that will financially support the implementation of the Strategic Imperatives and Outcomes.

3.6 Reporting

The Finance Committee will review reports prepared by the CEO and provide guidance. Reports to include quarterly financial statements, annual financial summaries to the external auditors, information requested or given by the Audit Committee or any report requested by Council. The Committee provides an annual summary of its activities in the Association's annual report document.

3.7 Council Committee Budget

The Finance Committee will in consultation with the committees of Council develop an annual budget to cover all aspects of operation of the committees.

4. Committee Products

4.1 Expected products of the Finance Committee:

- Financial oversight of the Association.
- Reporting as per 3.6 above.
- Annual operating budget recommendation to Council with Dues and Fees table.
- Monitoring adherence to the budget.
- Setting of long-range financial goals along with funding strategies to achieve them.
- Develop multi-year operating budgets that integrate strategic plan projects.
- Recommendations to Council on financial policies:
  - Financial Planning & Budgeting
  - Financial Condition
  - Asset Protection & Risk Management
- Annual review of the Restricted Fund list.

4.2 Financial planning and budgeting for any fiscal period or the remaining part of any fiscal period shall not:

(a) deviate materially from Council-stated Strategic Imperatives and Outcomes;

(b) jeopardize the financial viability of the Association; or

(c) fail to be derived from a multi-year plan consistent with (a).

4.3 The Finance Committee will not allow planning or budgeting which:

4.3.1 Fail to include credible projection of revenues and expenses, separation of capital, operational, and designated fund items, cash flow, and disclosure of planning assumptions.

4.3.1.1 Fail to include provision for replacement and repair of capital assets, based on a long-term administrative plan.

4.3.1.2 Fail to include provision for the funding of obligations under the Act.

4.3.2 Risks incurring those situations or conditions described as unacceptable in the Council policy “Financial Condition and Activities.”

4.3.3 Fail to estimate revenues conservatively and expenses realistically.

4.3.4 Fail to provide funds as determined annually by the Council for the Council’s direct use during the year, such as costs of fiscal audit, Council development, Council and Council committee meetings, and Council legal fees.

4.3.5 Endanger the fiscal soundness of future years or ignore the building of organizational capability sufficient to achieve Strategic Imperatives and Outcomes in future years.

4.3.6 Fails to follow the Charitable Giving Policy approved by Council on November 16, 2023.

ENGINEERS GEOSCIENTISTS MANITOBA

Charitable Giving Policy

Engineers Geoscientists Manitoba may budget for and expend Association monies to non-engineering and/or non-geoscience charities. Funding allocated to charitable organizations:

1. must be made only in instances where the donation supports the strategic objectives of the Association;
2. must not exceed 2% of “Annual Dues” revenue as classified in the Dues and Fees List approved by Council annually, within a given fiscal year;
3. must not be given to an organization whose primary focus is religious or political in nature;
4. must only be given to organization that has an office in Manitoba; and
5. must be published annually.

GP-8.14 Human Resources Committee Terms of Reference

1. Purposes

1.1 Define and manage the CEO employment relationship. This includes, but is not limited to, establishing the process of setting the goals/objectives, annual performance evaluation, job description, and succession planning.

1.2 Review, report, and make recommendations to the CEO regarding HR policies.

1.3 Review, report, and make recommendations to Council regarding the CEO compensation process (base, bonus, benchmark).

1.4 Receive and review reports from the CEO annually regarding the selection, performance management, and succession planning of senior executives.

1.5 Identify HR related risks and provide recommendations to Council.

1.6 Ensure compliance with legal and regulatory policies related to the organization's human resources.

2. Products

2.1 Subject to Council approval, development of a Human Resources policy document related to whistle-blower and harassment complaints.

2.2 Development of a process for annual goal/objective setting and performance review and compensation evaluation of the CEO. The process developed must be approved by Council.

2.3 Development of a process for succession planning of the CEO. The process developed must be approved by Council.

3. Authority

3.1 The Committee derives authority from a motion of Council on the approval date of this policy.

3.2 The Committee has no authority to change or contravene Council policies.

3.3 The Committee has no authority to spend or commit other organization funds, unless such funds are specifically allocated by the Council. This may include, but is not limited to, the hiring of a human resources consultant.

3.4 The Committee has authority to use staff resource time normal for administrative support around meetings.

3.5 With the exception of urgent human resource related matters, the Committee does not have authority to instruct the CEO or any other staff member, other than to request information required in the conduct of its duties.

4. Committee Composition and Tenure

4.1 The Committee's composition shall enable it to function effectively and efficiently.

4.2 On an annual basis, the Council shall appoint Committee members as follows:

4.2.1 Two Council members: each with a one-year renewable term with at least one being an appointed Councillor.

4.2.2 One member in good standing of the organization; preference will be given to members with demonstrated Human Resources experience; each with a three-year term renewable once.

4.2.3 One committee member with a Certified Human Resources Professional designation; having a three-year term renewable once and being compensated in the same way as other non-member committee members.

4.2.4 In addition to the above appointed members, the Association Human Resources manager will also sit on the Committee.

4.2.5 All Committee members will have voting rights.

4.3 In the event of a vacancy prior to the conclusion of the term, the Council may fill the vacancy by appointment for the duration of the term.

4.4 In the event that a member of the HR Committee is temporarily unable to serve, an alternate may be appointed by Council to act in the member's absence.

4.5 The Council shall appoint the Chair and Vice-Chair of the Committee from the Committee membership.

4.6 In the event that the Chair is unable to attend a meeting, the Vice-Chair shall act as Chair.

4.7 The Chair is entitled to a vote and shall cast the deciding vote in the event of a tie.

4.8 The quorum of the Committee shall be three.

ENGINEERS GEOSCIENTISTS MANITOBA

GP-8.15 Governance Committee Terms of Reference

1. Purposes

1.1 Provide oversight and support on the review of Council Policies and Committee Terms of Reference (TOR) and any revisions on an ongoing basis to ensure framework consistency.

1.2 Provide recommendations on Council size & competencies/capabilities needed (elected and appointed Councillors), including diversity; prescreening of candidates; pre-election orientation, etc.

1.3 Provide oversight on the implementation of recommendations from the Government Solutions Report, titled Governance Best Practices Review, dated September 16, 2022.

2. Products

2.1 Recommendations for updates and/or revisions to the Council Policies and Committees of Council.

2.2 A comprehensive record of the past versions of the Council Policies and the dates and reasons for amendments

2.3 A Council skills matrix that articulates the qualifications and strategic leadership competencies and ensures appropriate diversity, skill sets, and experience needed for a highly functioning Council.

2.4 An effective orientation and professional development program to help Councillors build the knowledge and skills needed to perform effectively and lead strategically.

2.5 A process for annual assessment of Council.

3. Authority

3.1 The Committee derives authority from a motion of Council on the approval date of this policy.

3.2 The Committee has no authority to change or contravene Council policies.

3.3 The Committee has no authority to spend or commit other organization funds, unless such funds are specifically allocated by the Council. This may include, but is not limited to, the hiring of a governance consultant.

3.4 The Committee has authority to use staff resource time normal for administrative support around meetings.

3.5 The Committee does not have the authority to instruct the CEO or any other staff member, other than to request information required in the conduct of its duties.

4. Committee Composition and Tenure

4.1 The Committee's composition shall enable it to function effectively and efficiently.

4.2 On an annual basis, the Council shall appoint Committee members as follows:

4.2.1 A minimum of three Council members: each with a one-year renewable term, with at least one being an appointed Councillor.

4.2.2 A minimum of one member in good standing of the organization; preference will be given to members with demonstrated Governance experience; each will have a once renewable three-year term.

4.2.3 In addition to the above appointed members, Council may appoint a lay member, they will have a once renewable three-year term.

4.2.4 In addition to the above appointed members, the Association CEO or designate will also sit on the Committee.

4.2.5 All Committee members will have voting rights.

4.3 In the event of a vacancy prior to the conclusion of the term, the Council may fill the vacancy by appointment for the duration of the term.

4.4 In the event that a member of the Governance Committee is temporarily unable to serve, an alternate may be appointed by Council to act in the member's absence.

4.5 The Council shall appoint the Chair and Vice-Chair of the Committee from the Committee membership.

4.6 In the event that the Chair is unable to attend a meeting, the Vice-Chair shall act as Chair.

4.7 The Chair is entitled to a vote and shall cast the deciding vote in the event of a tie.

4.8 The quorum of the Committee shall be half the members, but no less than three.

GP-8.16 By-law Review Committee Terms of Reference

1. Purposes

a. Develop and maintain the By-laws of the organization in accordance with By-law Part XVI.

2. Products

2.1 Proposals for the amendment, repeal or enactment of By-laws.

2.2 An ongoing record of any changes to the By-laws with narrative describing the reasons for the change.

3. Authority

3.1 The Committee derives authority from By-law 16.4 and from a motion of Council on the approval date of this policy.

3.2 The Committee has no authority to change or contravene Council policies.

3.3 The Committee has the authority to recommend By-law changes to Council.

3.4 The Committee has no authority to spend or commit other organization funds, unless such funds are specifically allocated by the Council.

3.5 The Committee may spend organization funds to engage the services of legal counsel in accordance with the approved budget.

3.6 The Committee has authority to use staff resource time normal for administrative support around meetings.

3.7 The Committee does not have authority to instruct the CEO or any other staff member, other than to request information required in the conduct of its duties.

4. Committee Composition and Tenure

4.1 The Committee's composition shall enable it to function effectively and efficiently.

4.2 On an annual basis, the Council shall appoint Committee members as follows:

4.2.1 Three Council members: each with a one-year renewable term with at least one being an appointed Councillor.

4.2.2 At least one member in good standing of the organization; preference will be given to members with demonstrated Governance experience; each will have a once renewable three-year term.

4.2.3 A representative of the Association appointed by the CEO.

4.2.4 All Committee members will have voting rights.

4.3 In the event of a vacancy prior to the conclusion of the term, the Council may fill the vacancy by appointment for the duration of the term.

4.4 In the event that a member of the By-law Committee is temporarily unable to serve, an alternate may be appointed by Council to act in the member's absence.

4.5 The Council shall appoint the Chair and Vice-Chair of the Committee from the Committee membership.

4.6 In the event that the Chair is unable to attend a meeting, the Vice-Chair shall act as Chair.

4.7 The Chair is entitled to a vote and shall cast the deciding vote in the event of a tie.

4.8 The quorum of the Committee shall be three.

GP-8.17 Appeal Committee Terms of Reference

1. Products

1.1 Decisions and orders in accordance with the Act and by-laws with respect to Appeals by applicants and complainants.

2. Authority

2.1 The Committee has authority in accordance with the Act (Part 10.1) and by-laws.

3. Composition

3.1 Council shall appoint members to the Appeal Committee in accordance with the Act (55.1(1) & (2)) and By-law 20.1.

3.2 Committee members shall be selected to ensure balanced representation and broad expertise utilizing input from the committee as to skill sets required.

3.3 The committee shall be composed of:

i. A Chair appointed by Council.
ii. A Vice-Chair appointed by Council, who shall assume the duties of the Chair in the Chair's absence or when requested to do so by the Chair.
iii. At least one layperson appointed by Council.
iv. At least one geoscientist member.
v. At least one engineering member.

4. Term of Office

4.1 The term of office of committee members is four years and is renewable.

4.2 The term of office for the Chair and Vice-Chair shall be two years and may be renewed for consecutive appointments.

5. Honoraria

5.1 Laypersons serving on the Appeal Committee may claim an honorarium of $250 per day (more than 3.5 hours) or $125 per part day (of less than 3.5 hours). This honorarium will be paid for attendance at committee meetings and appeal panel hearings.

5.2 Members serving on the Appeal Committee may claim an honorarium of $250 per day (more than 3.5 hours) or $125 per part day (of less than 3.5 hours). This honorarium will be paid for appeal panel hearings.

5.3 Vehicle usage allowances shall be paid at the Manitoba Government per kilometer rate for the distance travelled by the normal route, round trip, to attend hearings.

GP-9 Expense Reimbursement Policy

1. Purpose

1.1 The Council of Engineers Geoscientists Manitoba ("the Association") recognizes that Councillors of the Association will incur expenses for travel as necessary to carry out their duties as Councillor or committee members. The purpose of this Policy is to ensure that:

a) adequate cost controls are in place,

b) travel and other expenditures are appropriate, and

c) to provide a uniform and consistent approach for the timely reimbursement of authorized expenses incurred by Councillors.

1.2 It is the policy of the Association to reimburse only reasonable and necessary expenses actually incurred by Councillors. When incurring business expenses, the Association expects Councillors to:

a) exercise discretion and good business judgment with respect to those expenses;

b) be cost conscious and spend the Association's money as carefully and judiciously as the individual would spend their own funds; and

c) report expenses, supported by required documentation, in a timely manner, in the amount that was actually spent.

2. Request, Review and Approval of Councillor Reimbursement

The following process shall be followed for reimbursement:

2.1 A Councillor seeking reimbursement for business expenses shall complete and submit an Expense Reimbursement Form available from accounting@EngGeoMB.ca, including required receipts, within 30 days of the expense, final invoice or completion of travel.

2.2 All Councillor expense reimbursements shall be reviewed for approval by any of the following "Approving Director", with no Councillor permitted to review or approve their own request:

a. the Chair of the Audit Committee,
b. the President,
c. the Vice-President, or
d. the Secretary.

When any Approving Directors approve the expenses, reimbursements shall be processed and paid through the Association's Accounts Payable system.

2.3 Reimbursement requests shall identify the following information:

a) If reimbursement for travel: the date, origin, destination and purpose of the trip, including a description of each Association-related activity during the trip.

b) The starting and ending points of travel for any personal automobile mileage reimbursement.

c) The name and affiliation of all people for whom expenses are claimed (i.e., people on whom money is spent in order to conduct the Association's business)

d) Receipts are required. If a receipt is lost, the Councillor shall certify the expenditure and provide a detailed explanation of the expense.

3. Travel Requirements

3.1 Air Travel

a) Air travel reservations should be made as far in advance as possible in order to take advantage of reduced fares.

b) Economy or Coach class travel is reimbursable.

c) Other expenses such as upgrades, priority Boarding, preferred seating, or excess baggage are the responsibility of the Councillor and are not eligible for reimbursement.

d) Tips for reasonable and necessary expenses shall be reimbursed.

3.2 Lodging

a) In most cases, room rates for Council and other special meetings would be pre-arranged by the Association. When lodging is not pre-arranged, Councillors shall seek reasonable accommodations at reasonable rates.

b) Lodging expenses shall be reimbursed for the basic room charge, internet connection fees and applicable taxes.

c) Incidental expenses charged to the room such as room service, movies and other additional services, shall not be reimbursed.

d) Tips for reasonable and necessary expenses shall be reimbursed.

3.3 Out-Of-Town Meals and Business Meals

a) Councillors traveling on behalf of the Association are reimbursed for the reasonable and actual cost of meals (including tips). Itemized receipts must be provided for meal expense reimbursement. In the absence of receipts, Councillors will be subject to the current CRA Per Diem rate covering meals and incidental costs incurred during travel days.

b) Councillors may, on occasion, pay for business meals that benefit the Association. Examples include, but are not limited to, hosting candidates or nominees for potential incoming Councillors or networking to establish or improve the relationship with another organization. In such cases the expense reimbursement must contain a complete description of the business purpose for the activity, including the specific business matter discussed.

c) Generally, only one alcoholic drink per person per meal will be reimbursed. However, purchases in excess of this amount may be reimbursed at the discretion of the president.

3.4 Ground Transportation

a) Councillors are expected to use economical ground transportation appropriate under the circumstances such as public transportation, hotel shuttle vans, airport shuttles to the hotel, taxis and ride-hailing apps such as Uber or Lyft. Actual fares, including tips, are reimbursable.

b) Parking and toll expenses are reimbursable.

c) Use of personal vehicles for business purposes shall be reimbursed at the published standard rate per kilometre according to current CRA guidelines.

d) All Councillors residing outside of the Census Metropolitan Area (as defined by Statistics Canada) shall be eligible for reimbursement of expenses from their residence to the limits of the Area (or as approved by the President), for all Council and committee meetings attended, as well as for any meeting attended at the direction of the Council.

4. Other Requirements

Other expenses that are reimbursable may include meal expenses for meetings as well as any allowance specifically outlined in another Council policy. These should not exceed the budget set for those expenses.

4.1 Clothing Allowance

The President is provided with a clothing allowance, in accordance with GP-4, Section 3.

4.2 Tablet Allowance

In accordance with the decision of the Executive Committee at their meeting of May 21, 2013, Engineers Geoscientists Manitoba will supply a tablet to all councillors for use at Council meetings.

5. Honoraria

Whereas appointed Councillors are not members of the professions and are donating their time to the governance of the professions appointed Councillors shall be paid an honorarium.

5.1 Honoraria for appointed Councillors shall normally be $100.00 for each Council and committee meeting attended during the fiscal year, and will be paid at the end of each fiscal year.

6. Incoming Councillors Travel Expenses

For purposes of assisting with transition-related activities, travel and expense reimbursements shall be available to Councillor designees and nominees for meetings attended prior to the commencement of their terms of office. The President shall be responsible for determining those meetings for which transition-related expense reimbursement will apply. Reimbursement will be made in accordance with the provisions and procedures included in this policy.

7. Non-Reimbursable Expenditures

The Association maintains a strict policy that expenses in any category that could be perceived as lavish or excessive will not be reimbursed, as such expenses are inappropriate for reimbursement by a non-profit organization. Expenses that are presumed not to be reasonable or necessary and not reimbursable include, but are not limited to:

a) Travel insurance
b) First class tickets or upgrades
c) Parking or traffic fines
d) Tips or service gratuities in excess of 20%
e) Spa or exercise charges
f) Business entertainment which is not approved by the President of the Association
g) Valet service
h) Toiletry articles
i) Travel expenses for partners

8. Review of Policy

This policy will be reviewed periodically and recommendations for amendments will be approved by Council. Any exceptions to this policy must be approved by the President.

GP-10 Code of Conduct

The Council commits itself and its members to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Council members.

Council expects its members to treat one another and staff members with respect, co-operation, and a willingness to deal openly on all matters.

1. Council members must have loyalty to the ownership, un-conflicted by loyalties to staff, other organizations, and any personal interest as a recipient. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other councils or staffs.

2. Council members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Council members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

3. Council members must avoid conflict of interest with respect to their fiduciary responsibility.
   - 3.1 There will be no self-dealing or any conduct of private business or personal services between any council member and the organization, except as procedurally controlled to assure openness, competitive opportunity and equal access to otherwise “inside” information. Council members will annually disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be seen as being a conflict.
   - 3.2 When the Council is to decide upon an issue, about which a council member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
   - 3.3 Council members will not exert influence to obtain employment in the organization for themselves, family members, or close associates. Should a council member apply for full-time or permanent part-time employment, he or she must first take a leave of absence from the Council until the decision is made.
   - 3.4 In case of a dispute regarding the existence of a real or perceived conflict of interest, the Council shall vote as to whether a conflict is present, and the vote of the Council shall be final. The individual with the potential conflict of interest shall not vote.
4. Council members may not attempt to exercise individual authority over the organization, except as explicitly set forth in Council policies.
   - 4.1 Council members' interaction with the CEO or with staff must recognize that any individual council member or group of council members does not have authority other than that explicitly stated in Council policy.
   - 4.2 Council members' interaction with public, press or other entities must recognize the same limitation and the similar inability of any council member to speak for the Council except to repeat explicitly stated Council decisions.
   - 4.3 Except for participation in council deliberation about whether reasonable interpretation of Council policy has been achieved by the CEO, council members will not express individual judgments of the CEO or staff performance.

4.4 Council members shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the Council.

5. Council members will be familiar with the Act, by-laws and policies of the organization, as well as the rules of procedure and proper conduct of a meeting, so that any decision of the Council may be made in an efficient, knowledgeable and expeditious manner.

6. Council members shall attend meetings on a regular and punctual basis and in accordance with section 8(4) of the Act and will be properly prepared for and will participate diligently in Council and Council committee deliberation.

7. Council members will respect Council confidentiality, particularly issues of a sensitive nature. Council members shall not disclose vote counts and Council deliberations outside Council membership unless authorized by the Council. Council members must maintain the confidentiality of deliberations, exchanges and discussions, even after the end of his or her term. Council members shall maintain this duty of confidentiality unless authorized to reveal confidential information by a court of justice or a person in authority as a professional order.

8. Council members will sign the attached Performance Declaration and Privacy Agreement annually. Council members will verbally acknowledge any conflict of interest at every Council meeting.

9. Council members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.

10. Council members shall embrace publicly all rightful decisions of the Council and promote unity by not representing any differences of opinion outside the Council which would cause or give appearance of dissension within the Council, erosion of a majority decisions or undercut the ability of the CEO to carry out the authority of that office.

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

12. A Council Member who is alleged to have violated the Code of Conduct (the “Respondent”) shall be informed in writing of the alleged breach(es) by the CEO and shall be allowed to present his or her response regarding the alleged breach(es) at the next Council meeting (or a subsequent Council meeting if the CEO determines that there is not sufficient time for the Respondent or Council to properly deal with the complaint at the next Council meeting).

    Prior to the complaint being considered by Council, either the complaining party (the “Complainant”) or the Respondent may request the CEO to appoint an independent mediator to mediate the complaint. If the CEO, the Complainant and the Respondent agree that mediation is appropriate and if they are able to agree to the appointment of an independent mediator and a process and timeframe for the mediation, the complaint will not be considered by Council unless the mediation is unsuccessful.

The Complainant, the Respondent and the CEO will participate in the mediation.

If the complaint is resolved through mediation, the CEO will write a letter to the Complainant and the Respondent setting out the results of the mediation and the complaint will be at an end. If the complaint is not resolved through mediation, it shall be determined at the next meeting of Council (or a subsequent Council meeting if the CEO determines that there is not sufficient time for the Respondent or Council to properly deal with the complaint at the next Council meeting). The Complainant and the Respondent shall not participate in any deliberations or vote, or other action taken by Council regarding the complaint. A Respondent who is found to have violated the Code of Conduct may be subject to censure including removal from the Council.

ENGINEERS GEOSCIENTISTS MANITOBA

CODE OF CONDUCT/ CONFLICT OF INTEREST
&
PERFORMANCE DECLARATION

Council members are responsible for adhering to the policies in the Council policy manual and all subsequent policy revisions of **Engineers Geoscientists Manitoba**.

Council members are responsible for preventing real or perceived conflicts of interest to protect the integrity of **Engineers Geoscientists Manitoba.**

Contravention may result in a request for a member of Council to resign from the Council and/ or other sanctions.

Council members shall:

1. perform duties with integrity and in a way that will maintain public, constituent and Council member confidence in **Engineers Geoscientists Manitoba**

2. ensure no real or perceived advantage is taken by virtue of their position or from information obtained due to their position as a Council member, and

3. Immediately disclose to the President of the Council or to the council members at the Council meeting any existing or potential conflict of interest on any issue. This disclosure will be recorded in the minutes.

I declare that I have read, understood and agree to adhere to this Code of Conduct / Conflict of Interest Policy and all other policies in Engineers Geoscientists Manitoba Council policy manual.

Agreed by: _____

Signature: _____

Witness (President or Council Officer): _____

Date: _____

GP-11 Conflict of Interest

Council members must avoid conflict of interest with respect to their fiduciary responsibility.

1. Any Council Member having an occasional conflict of interest shall declare the details of that conflict before discussion of the question. Such conflicts of interest include, but are not limited to:
   a) any question affecting a partnership or firm of which he/she is a member.
   b) any question affecting an organization of which he/she is a Board Member.
   c) any question in which the Council Member or a member of his/her immediate family (defined as spouse, spousal equivalent, or dependent child) has a direct or indirect financial interest.
   d) any other matter in which the Council Member's ability to act in the best interest of the organization may be or appear to be compromised.
   e) any question affecting a private corporation of which the Council Member or his/her immediate family (spouse, spousal equivalent or dependent child), is a shareholder or a public corporation in which he/she or immediate family holds more than five percent of the number of voting securities issued (excluding mutual funds);

   A Councillor with a conflict in categories (c) and (e) is required to and absent him/herself from the portion of the meeting during which discussion or voting takes place. A Councillor with a conflict in any other categories may, unless requested by the Council to absent him/herself by the Council, may remain in the meeting but may neither speak to nor vote on the matter.

2. No Council Member, or his or her spouse, spousal equivalent, or dependent child, shall enter into any business arrangement with the Association in which they have an interest directly or indirectly except:
   a) on a written and competitive sealed quotation basis; and
   b) having declared any interest therein, and the applicable Council Member having refrained from voting thereon.

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

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

GP-12 Cost of Governance

The Council recognizes that governance has a cost in terms of time, effort, and potential expenditure. The Council is committed to investing in its governance capacity.

1. The Council recognizes that continual updating of skills and awareness of new governance issues are vital to a member's contribution to the Council. Therefore, it is expected that:
   1.1. New council members shall receive a complete orientation to ensure familiarity with the Association's structure and issues, and the Council's process of governance.
   1.2. Candidates for Council membership shall be provided with information that clearly outlines the role of the Council, the necessary qualifications, and the expectations of council members.
   1.3. Council members shall have ongoing opportunity for continued training and education to enhance their governance capabilities.

2. External monitoring assistance may be arranged so that the Council can assure the achievement of its Strategic Imperatives and Outcomes and compliance with its Executive Limitations policies.

3. The Council shall establish and be accountable for an annual budget for its own governance functions, which shall include, in addition to the costs of Council and Council committee meetings, funds for:
   3.1. Trustee attendance at conferences and conventions.
   3.2. Improvement of its governance function.
   3.3. Costs of fiscal audit and any other outside monitoring assistance required.
   3.4. Costs of methods such as focus groups and surveys to ensure the Council's ability to listen to owner viewpoints and values.

GP-13 Council Member Orientation

The Council will train and make a deliberate effort to orient new members to council and increase existing council member skills and understandings.

1. All council members will have an opportunity to participate in the new council member orientation within three months of joining the Council.
   1.1 Orientation will:
   - Provide an overview of the Association
   - Define the role and responsibility of Council
   - Highlight key issues facing Council and past achievements of Council
   - Provide relevant skill training

   1.2 Council members will be given access to and be made aware of how to access current council policies, the appropriate documents such as the Act, by-laws, a reference list of relevant acronyms, the most recent Annual Report, the most recent set of Council minutes, the most recent quarterly financial report and a copy of the current Directors' and Officers' Liability Insurance.

   1.3 Council members will be given access to and be made aware of how to access contact information for council members and the CEO, the annual governance plan with council meeting dates, and relevant literature to ensure familiarity with current programs and services.

   1.4 The CEO will be responsible for the filing and organization of council documents and providing Council members a review of how to locate those documents.

2. Prior to attending their first Council meeting, all new council members will review the annual Declaration Agreement attached to the Code of Conduct policy and the Privacy Agreement and be prepared to sign them at their first Council meeting.

GP-14 Primary Council Linkages

The “ownership” of Engineers Geoscientists Manitoba is defined as all moral owners, the public of Manitoba. Council shall be accountable for the organization to the ownership as a whole. Therefore, it shall act on behalf of the entire moral ownership, rather than on behalf of specific individuals, interest groups or geographic areas.

1. Ownership viewpoints and values will be gathered in a way that reflects the diversity of the ownership. Council will recognize that diversity assures a broad base of wisdom and shall seek to make decisions considering that broad base.

2. The council shall seek and consider the potential impacts of macro local, provincial, national, and global trends and issues in their deliberations.

3. The council will use this ownership input and external trends and issues information primarily for the purpose of strengthening its Strategic Imperatives and Outcomes.

GP-15 Council Linkages with other Organizations

The Council shall identify other entities through the Ownership Linkage Committee (see GP-8.7 1.2) with which it requires good working relationships in order to share and enhance its role as "owner representative" in determining the most appropriate Strategic Imperatives and Outcomes. It will establish mechanisms for maintaining open communication with these organizations.

1. Government

   1.1 The Council shall ensure that the Association's interests are represented to governments and government agencies.

2. Legislated Linkages with other Organizations

   2.2 The Council shall ensure that linkages as provided for in Part 15 of *The Engineering and Geoscientific Professions Act* (the Engineering, Geosciences & Architecture Inter-Association Relations Joint Board and the Engineering, Geosciences & Applied Sciences Inter-Association Relations Joint Board) are effectively sustained and maintained.

3. Appointments to External Policy or Advisory Committees

   3.1. Upon request for Association appointments to external committees, the Council will assess whether such representation is appropriate within the Council's stated policies and current priorities. Issues of confidentiality, information sharing, reporting and administrative support shall be considered in the assessment. If the assessment is positive, the Council shall appoint appropriate representative(s).

   3.2. Appointees shall be kept informed of current Council policies that might affect deliberations of the Committee. Any representations made on behalf of the Council shall adhere to Council policies. Any issues requiring the statement of a new policy position on the part of the Council shall be brought to the Council for decision. Appointees shall provide a report to Council annually on their work as Appointee.

4. Engineering and Geoscience Education Foundation

   4.1. The Engineering and Geoscience Education Foundation (the Foundation) is a separate legal and financial entity from the Association. Council shall not attempt to influence or direct the Foundation.

   4.2. Council may appoint a Councillor to the position of Foundation Liaison. The Foundation Liaison shall not:

      4.2.1. Be a Director of the Foundation

      4.2.2. Vote at meetings of the Foundation

      4.2.3. Use their role for any purpose other than the relaying of information between Council and the Foundation.

ENGINEERS GEOSCIENTISTS MANITOBA

GP-16 Council Planning Cycle and Agenda Control

To accomplish its job products with a governance style consistent with its policies, the Council will follow an annual agenda which (a) completes a re-exploration of Strategic Imperatives and Outcomes annually and (b) continually improves Council performance through education and enriched input and deliberation.

1. The Council shall maintain control of its own agenda by developing each year no later than the first quarter of the Council's term of office, an annual schedule which includes, but is not limited to:
    1.1. Considered review of the Strategic Imperatives and Outcomes in a timely fashion which allows the CEO to build a budget
    1.2. Consultations with selected groups in the ownership, or other methods of gaining ownership input, prior to the above review.
    1.3. Education related to Strategic Imperatives and Outcomes determination (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff).
    1.4. Monitoring of the Council's own compliance with its Governance Process and Council-CEO Relationship policies, and for review of the policies themselves.
    1.5. Monitoring compliance by the CEO with Executive Limitations and Strategic Imperatives and Outcomes, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the Council meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the Council to make a determination regarding compliance, or if policy criteria are to be debated.
    1.6. Education about the process of governance.
    1.7. Review of the by-laws and other job products required by the Council's Job Description, the Act and the by-laws.
    1.8. Council team building events.

2. Based on the outline of the annual schedule, the Council delegates to the President the authority to fill in the details of the meeting content. The detailed agenda shall be prepared jointly by the Council President and the CEO. Potential agenda items shall be carefully screened to ensure that they relate to the Council's job description, rather than simply reviewing staff activities. Screening shall be based on:
    2.1. Clarification as to whether the issue clearly belongs to the Council or the CEO.
    2.2. Identification of what policy category an issue relates to: Strategic Imperatives and Outcomes, Executive Limitations, Governance Process, Council-CEO Relationship.
    2.3. Review of what the Council has already said in this category, and how the current issue is related.

3. Throughout the year, the Council will attend to Required Approvals Agenda Items as expeditiously as possible. When a Required Approvals Agenda Item is brought to the Council, deliberation, if any, will only be regarding whether or not the CEO's decision complies with relevant Council policies.

ENGINEERS GEOSCIENTISTS MANITOBA

GP Monitoring

ID	Descriptor	Schedule
GP-8.1	Nominating Committee	June
GP-8.2	Past Presidents Committee	May
GP-8.3	Executive Committee	September
GP-8.4	Discipline Committee	May
GP-8.5	Investigation Committee	May
GP-8.6	National Liaisons	December
GP-8.7	Ownership Linkage Committee	March
GP-8.9	Registration Committee	January
GP-8.10	Continuing Competency Committee	March
GP-8.11	Audit Committee	June
GP-8.12	Public Interest Review Committee	January
GP-8.13	Finance Committee	June
GP-8.14	Human Resources Committee	September
GP-8.15	Governance Committee	September
GP-8.16	By-law Review Committee	June
GP-8.17	Appeal Committee	May
GP-12	Cost of Governance	January
GP-13	Council Member Orientation	December
GP-14	Primary Council Linkages	December
GP-15	Council Linkages with Other Organizations	March

EL-1 Global Executive Constraint

The CEO will not cause or allow any practice, activity, decision, or organizational circumstance, which is either imprudent, illegal, or in violation of our high business and professional ethics and practices.

EL-2 Treatment of Staff

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

The CEO will not:

1. Operate without written human resource policies and procedures which at minimum clarify expectations and working conditions for staff and provide for effective handling of grievances and harassment.

2. Permit an environment where staff are discouraged from expressing an opinion nor discriminate against any staff member for non-disruptive expression of dissent.

3. Prevent staff from expressing concerns, grievances or harassment to the Council when (a) internal procedures have been exhausted and (b) the employee alleges either (i) that Council policy has been violated to his or her detriment or (ii) that Council policy does not adequately protect his or her human rights.

4. Fail to acquaint staff with the CEO's interpretation of their protections under this policy.

5. Allow staff to be unprepared to deal with emergency situations.

6. Operate without an effective staff education and development plan and process.

EL-3 Financial Condition

With respect to the actual, ongoing financial conditions and activities, the CEO shall not cause or allow the financial viability of the Association to be jeopardized, or a material deviation of ***actual*** expenditures from Council priorities as established in Strategic Imperatives and Outcomes.

The CEO will not:

1. Allow borrowed funds to, at any point, be in an amount greater than 10 % of the value of the unrestricted invested funds.

2. Use restricted funds for other than their designated purposes as defined in the Restricted Fund list approved by Council.

3. Fail to settle payroll and debts in a timely manner.

4. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.

5. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below in #6) is met.

6. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days or fiscal year end, whichever is greater.

7. Use any long-term reserves.

8. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues by the end of the fiscal year.

9. Make a single purchase or commitment of greater than $50,000 for any unbudgeted item. Splitting orders to avoid this limit is not acceptable.

10. Fail to diligently pursue receivables after a reasonable grace period.

EL-4 Asset Protection & Risk Management

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

The CEO will not:

1. Fail to insure against theft, fire and casualty losses to a prudent replacement value and against liability to Council Members, staff and individuals engaged in activities on behalf of the organization or the organization itself in an amount comparable to similar organizations.

2. Unnecessarily expose the Association, its Council Members, committee members or staff to claims of liability.

3. Allow uninsured personnel access to material amounts of funds.

4. Receive process or disburse funds under controls insufficient to meet the appointed auditor's standards.

5. Compromise the independence of, or impede in any way, auditors or external consultants engaged by Council, or its committees, to provide audit services, external monitoring, or any other advisory services.

6. Engage auditors, external consultants or advisors for any other purpose, who are at the same time engaged by Council, unless explicitly authorized by Council.

7. Fail to remedy internal control deficiencies noted by the Council appointed auditor in its auditor's report.

8. Cause or allow facilities and equipment to be subjected to improper wear and tear, insufficient maintenance, or risk of theft.

9. Make purchases without due consideration to quality, after-purchase service, value for dollar, environmental impact, and normally prudent protection against conflict of interest.

10. Fail to protect intellectual property, information and files from loss, significant damage, or unauthorized use.

11. Allow investment practices to contradict the following Investment Policy

    11.1 OBJECTIVES

        11.1.1 The objective of this policy is to outline a principles-based approach and allow for the application of professional judgement in applying the policy; this allows for more efficient and timely decisions and the ability to adapt to the constantly changing financial securities markets while maintaining the overall spirit of the policy.

11.1.2 Assets available for investment are restricted to unencumbered cash held by the association in excess of management's estimation of cash flow requirements.

11.1.3 The investment objective seeks a combination of income and generation of capital growth through long-term investments with a time horizon of 10+ years.

11.1.4 The purpose of investing association funds is to leverage idle cash to generate periodic income through dividends and interest, thereby supplementing ordinary income for the primary purposes of (i) reducing overall costs to members, (ii) allowing the association to engage in strategic initiatives and special projects at a higher level than would otherwise be reasonable through ordinary income alone, and (iii) to protect against inflation.

11.2 RISK & RISK TOLERANCE

11.2.1 It is recognized that inherent risk exists in converting cash into financial instruments such as debt and equity instruments which exposes the association to (i) the possible loss in value of investments over time (capital losses), (ii) earning an inadequate rate of return, or (iii) an inability to liquidate investments which could result in cash flow restrictions.

11.2.2 "Risk Tolerance" represents the amount of risk the association is willing to take. "Risk Capacity" represents the ability to endure potential financial loss. The investment industry generally classifies investors in the following categories:[3]

11.2.2.1 Limited: Willingness to invest to significantly limit volatility and loss in the short-term, irrespective of the impact to return potential. Limited ability to endure potential financial loss.

11.2.2.2 Low: Willingness to invest with greater emphasis on lowering volatility and limiting losses in the short-term, and in exchange, willing to sacrifice return potential. Low ability to endure potential financial loss.

11.2.2.3 Medium: Willingness to invest to balance limiting short-term volatility with the potential for returns. Medium ability to endure potential financial loss.

11.2.2.4 High: Willingness to invest with greater emphasis on longer-term returns, with little importance being placed on limiting short-term volatility and losses. High ability to endure potential financial loss.

11.2.3 The association has an overall risk tolerance and risk capacity of **Medium** and shall follow a balanced approach to investing.

[3] BMO Nesbitt Burns "Risk Profile" definitions from Investor Profile documentation

11.3 RISK MITIGATION

11.3.1 A risk/reward trade-off of foregoing potentially higher returns through dividends, interest and capital gains associated with riskier investments, in favour of modest return potential generally reduces risk.

11.3.2 Regular periodic review (monitoring) of the investment portfolio must be performed at the management level on a monthly basis, and at the board (council) level on (at minimum) an annual basis.

11.3.3 Diversification of investments shall be maintained at a level that minimizes unique (non-systematic) risk and thereby reduces the severity of impact in the event of (i) a deterioration in value of the security, (ii) lower than expected income yields of a particular security, or (iii) other singular events

11.3.4 High risk, high potential return (i.e. volatile and speculative) investments shall be avoided unless used for hedging purposes, or if the aggregate value of risky investments is immaterial when considered against the overall value of the investment mix, or if the risk is demonstrably offset through other methods.

11.3.5 Investing in equities with consistent returns i.e. stable dividend distribution policies with relatively low standard deviation of ex post returns can reduce risk of financial loss.

11.4 INVESTMENT VEHICLES

11.4.1 Investments in Non-Marketable Financial Assets are permitted to the extent that savings accounts or demand deposits are held with financial institutions that comply with all federal and provincial regulations and acts in force at the time; investments in Canada Savings Bonds or their provincial counterparts are also permitted.

11.4.2 Investments and trading in Marketable Securities are permitted either (i) directly or (ii) through a qualified broker, through secondary market channels that are governed through the oversight and requirements of legitimate securities regulators. The asset mix of cash, fixed income, and equities must allow for adequate liquidity to satisfy the cyclical cash flow requirements of the association as well as the long-term sustainability and growth requirements of the association as determined from time-to-time.

11.4.3 Despite the association having a risk profile of **Medium** as noted in 11.2.3, no less than the value allocated to the “Long-term reserve” restricted fund[4] will be kept in **Low-risk** investments.

11.5 MEASUREMENT AND RECORDING

11.5.1 The association will follow Generally Accepted Accounting Principles (GAAP) i.e. CPA Canada Handbook – Accounting Part III – Accounting Standards for Not-for-Profit Organizations (ASNFPO) which defers to Part II – Accounting

[4] Internally restricted fund established by Council. The investment portfolio will be re-balanced to comply with this minimum each financial quarter.

Standards for Private Enterprises (ASPE) for standards not defined in Part III, in the recognition, measurement, and recording of investments (ASPE 3856).

11.5.2 Investments in Capital Assets are reported on the balance sheet as a separate component of net assets, which represents resources spent on, and tied up in capital assets and therefore not available for future spending.

11.5.3 Investments in equity, and debt that is quoted in an active market, are recorded at fair value (normally the amount of consideration paid) and re-measured to fair value on a periodic basis (at a minimum annually) at the association's fiscal year-end.

11.5.4 Investments in debt instruments that are intended to be held-to-maturity, (outside of an investment portfolio) are recorded at cost or amortized cost.

11.5.5 Transaction costs directly attributable to the purchase or sale of financial instruments initially measured at cost or amortized cost are capitalized to the investment value.

11.5.6 Fair market value is defined by Part III (s.3856, A7) of the handbook as:

"Fair value is defined as a price agreed upon by a willing buyer and a willing seller in an arm's length transaction. Underlying the definition of fair value is a presumption that an entity is a going concern. Therefore, fair value is not the amount that an entity would receive or pay in a forced transaction, involuntary liquidation, or distress sale. Fair value reflects the credit quality of the instrument, including collateral or other credit enhancements. The existence of published price quotations in an active market is the best evidence of fair value."

11.5.7 Changes in investment fair market values are recorded through profit and loss as unrealized gains (losses) for investments that have not been sold, and as realized gains (losses) when sold.

12. Fail to design and maintain the investment strategy so as to assure the necessary cash flow.

13. Endanger the organization's public image, credibility, or its ability to accomplish Strategic Imperatives and Outcomes.

14. Change the organization's name or substantially alter its identity in the community.

15. Create or purchase any subsidiary corporation.

16. Fail to have a business continuity plan.

17. Fail to follow the Electronic Voting System Audit Policy approved by Council on September 12, 2019.

EL-5 Interactions with Members

With respect to interactions with members or those applying to be members, 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, other than release of information required by law.

The CEO will not:

1. Use methods of collecting, reviewing, transmitting, or storing member information that fail to protect against improper access to the material elicited.

2. Operate facilities without appropriate accessibility and privacy.

3. Neglect to provide for appropriate membership involvement in determining means for achieving the Council's Strategic Imperatives and Outcomes.

   3.1 Fail to use an open and transparent process for member involvement.

4. Fail to clearly describe to members what may be expected and what may not be expected from the service offered.

5. Fail to utilize a process/policy which ensures that member comments, questions and complaints are responded to fairly, consistently, respectfully, and in a timely manner.

   5.1 Fail to inform members of this policy.

   5.2 Fail to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

EL-6 Application of The Engineering and Geoscientific Professions Act

The CEO shall not fail to ensure that the provisions of The Engineering and Geoscientific Professions Act are enforced, consistent with any further Council interpretation of the Act in its By-laws or Policies. The CEO shall not fail to ensure fair and due process in applying the legislation.

The CEO will not:

1. Allow professional members, licensees, and Certificate of Authorization holders to be uninformed of their obligations under the Act and By-laws, including the Code of Ethics.

2. Fail to take appropriate action regarding members, licensees and Certificate of Authorization holders who do not comply with the Act, Code of Ethics and By-laws.

3. Fail to take appropriate action regarding persons who practice or use the titles “professional engineer” or “professional geoscientists” or the abbreviations “P. Eng.” or “P. Geo.” without appropriate authority.

4. Allow registration, licensing and issuing of Certificates of Authorization to be carried out in a manner inconsistent with the Act, By-laws, and policies of the Association.

5. Fail to ensure that appeals allowed by legislation are presented to Council in a timely manner.

6. Request changes to the Act or legislation without the approval of Council.

EL-7 Compensation and Benefits

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

The CEO will not:

1. Change his/her own compensation and benefits.

2. Promise or imply permanent or guaranteed employment.

3. Establish current compensation and benefits which:
   3.1. Deviate materially from the geographic or professional market for the skills employed.
   3.2. Create obligations over a longer term than revenues can be safely projected.
   3.3. Are discriminatory.

4. Establish a pension plan.

EL-8 Communication and Support to Council

The CEO shall not allow Council to be uninformed and unsupported in its work.

The CEO will not:

1. Allow the Council to be without decision information required periodically by the Council or let the Council be unaware of relevant trends.
2. Let the Council be unaware of any incidental information it requires including anticipated media coverage, threatened, or pending lawsuit, material internal changes and issues that might have a significant impact on the organization.
3. Neglect to submit monitoring data required by the Council in its policy "Monitoring CEO Performance" in a timely**,** accurate and understandable fashion, directly addressing provisions of Council policies being monitored, and including CEO reasonable interpretations as well as relevant data.
4. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
5. Fail to advise the Council if, in the CEO's opinion, the Council is not in compliance with its own policies on Governance Process and Council-CEO Relationship, particularly in the case of Council behaviour which is detrimental to the work relationship between the Council and the CEO.
6. Deal with the Council in a way that favours or privileges certain Council members over others except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Act or Council.
7. Fail to provide to the Council a Required Approvals agenda containing items delegated to the CEO yet required by law, Act, By-law, regulation or, contract to be Council-approved, along with applicable monitoring information.
8. Allow the Council to be without a workable mechanism for official Council, officer, or committee communications.
9. Allow the Council to be unaware of any actual or anticipated non-compliance with any Strategic Imperatives and Outcomes or Executive Limitations policy, regardless of the Council's monitoring schedule.

EL-9 Emergency Executive Succession

In order to protect the Council from sudden loss of CEO services, the CEO will have no fewer than two other executives sufficiently familiar with Council and CEO issues and processes, and establish an automatic take-over plan for complete CEO, Registrar, and Secretary duties delegated to one or more individuals specifically for a period of up to six (6) months to provide Council opportunity to find suitable replacements for such duties.

CE-1 Global Council-CEO Relationship

The Council's sole official connection to the operational organization, its achievements and conduct will be through an employee, titled CEO & Registrar.

ENGINEERS GEOSCIENTISTS MANITOBA

CE-2 Unity of Control

Only officially passed motions of the Council are binding on the CEO.

Accordingly:

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

2. In the case of Council members or committees requesting information or assistance without Council 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 to operations.

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

CE-3 Accountability of the CEO

The CEO is the Council's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Council is concerned, is considered the authority and accountability of the CEO.

Accordingly:

1. The Council will not give instructions to persons who report directly or indirectly to the CEO.

2. The Council will not evaluate, either formally or informally, any staff other than the CEO.

3. The Council shall view CEO performance as identical to organizational performance, so that organizational accomplishment of Council stated Strategic Imperatives and Outcomes and compliance with Executive Limitations will be viewed as successful CEO performance. Therefore, the CEO's job shall be accomplishment of the Strategic Imperatives and Outcomes while maintaining compliance with the Executive Limitations.

CE-4 Delegation to CEO

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

Accordingly:

1. The Council will develop these policies systematically from the broadest, most general level to more defined levels.
   - 1.1 The Strategic Imperatives and Outcomes will instruct the CEO to achieve certain results, for certain recipients for a certain relative worth or priority.
   - 1.2 The Executive Limitations policies will limit the latitude the CEO may exercise in choosing the operational means to accomplish the Strategic Outcomes.

2. As long as the CEO uses *any reasonable interpretation* of the Council's Strategic Imperatives and Outcomes and Executive Limitations policies, the CEO is authorized to establish all further policies or procedures, 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 Council.

3. The Council may change its Strategic Imperatives and Outcomes and Executive Limitations policies, thereby shifting the boundary between Council and CEO domains. By doing so, the Council changes the latitude of choice given to the CEO. But as long as any particular policy designation is in place, the Council will respect and support the CEO's choices if they are consistent with that delegation and compliant with any reasonable interpretation of the Strategic Imperatives and Outcomes and Executive Limitations policies. This does not prevent the Council from obtaining information from the CEO about the delegated areas, except for information restricted by statute.

CE-5 Monitoring Executive Performance

Systematic and rigorous monitoring of CEO job performance will be solely against the expected CEO job outputs: (a) organizational accomplishment of Council policies on Strategic Imperatives and Outcomes; and (b) organizational operation within the boundaries established in Council policies on Executive Limitations.

Accordingly:

1. The purpose of monitoring is simply to determine the degree to which Council policies are being fulfilled. Only information which does this will be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Council time so that meetings can be used to create the future rather than to review the past.
2. Council will acquire monitoring data by any of these three methods:
   (a) By internal report, in which the CEO discloses compliance information to the Council,
   (b) By external report, in which an external, impartial third party selected by the Council assesses compliance with Council policies, and
   (c) By direct Council inspection, in which a designated member or members of the Council assess compliance with the appropriate policy criteria. Such an inspection is only undertaken at the instruction of the Council and with the CEO's knowledge.

   Council will accept monitoring data that are sufficiently clear, unbiased, and representative.
3. In every case, the standard for compliance shall be *any reasonable CEO interpretation* of the Council policy being monitored. Monitoring data must be sufficiently clear, unbiased, and representative.
4. All policies which instruct the CEO will be monitored at a frequency and by a method chosen by the Council. While Council can monitor any policy at any time by any method but will ordinarily depend on a routine schedule.
5. A formal evaluation of the CEO by the Council will occur annually, based on the achievement of the Council's Strategic Imperatives and Outcomes and compliance with its *Executive Limitations* policies. This formal evaluation will be conducted as a summative evaluation of previous regular Strategic Imperatives and Outcomes and EL monitoring data for the year.

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Establishing, Monitoring, and Evaluating the CEO Performance – Process

Definitions:

- Strategic Imperatives/Outcomes: Broad, general statements about what Council hopes to achieve.
- Initiatives: Specific, measurable steps that the CEO takes to achieve an outcome.
- Action Items: Tactical items to achieve individual objectives.

EngGeoMB Council is responsible for providing the goals through the Strategic Plan, mission, and vision. The Executive Committee, in collaboration with Council, is responsible for managing the deliverables of the CEO based on the Strategic imperatives/outcomes, mission, vision, 360 Review, and Base Business requirements. The Executive Committee is responsible for approving the initiatives and conducting the evaluation of the CEO.

Deliverables:

- Governance Scorecard
- Monitoring Reports
- Initiatives
- Development Plan

Step 1 – Preparation of Initiatives and Action Items

- For the purposes of continuity, initiatives will be based on the feedback received from the previous year's review by the Executive Committee. The initiatives may be refined based on any further input from the incoming Executive Committee. This will be established at the beginning of the Council year.
- The draft initiatives by the CEO will be outlined and presented to the Executive Committee for review and approval.
- While in draft form, the initiatives will remain unapproved. Both sides (the Executive Committee and the CEO) will continue to meet and discuss the initiatives until they are comfortable with the content. The Governance Scorecard should also be reviewed and any required changes made.
- Once approved, the initiatives and Governance Scorecard will be presented to Council as information.
- Once approved, the CEO will develop Action Items to support the initiatives.

Step 2 – Mid-Year Check-in

- The Initiatives, Action Items, and Governance Scorecard progress will be reviewed mid-year and/or as required via a regular Executive Committee meeting.
- The CEO will be responsible for providing written and/or verbal updates at the meetings.
- If an initiative is no longer applicable (due to external factors), it may be replaced by a new or more relevant initiative. In this instance, the Executive Committee and the CEO will need to agree on the change/revision, once agreed upon the revised initiatives will be presented to Council as information.

Step 3 – Performance Review

- The President will initiate the start of the Performance Review including distribution of the Annual Council Survey and direction on the 360° Degree Feeback (if applicable). This process for review is outlined in the **CEO Annual Performance Review Form (Appendix A).**
- The purpose of the CEO evaluation is to provide timely, clear, and focused input to the CEO about performance in the key performance areas identified as most critical by Council in achieving the Strategic Imperatives.
- All individual feedback is to be provided to the President for compilation. The Executive Committee and the CEO will meet to review all documentation.
- The CEO should be evaluated against the approved initiatives with input from the following forms:
    - Initiatives developed from the strategic imperatives and outcomes outlined in Engineers Geoscientists Manitoba Strategic Plan (Annual Performance Review Form, Section I)
    - Results from the Governance Scorecard (Annual Performance Review Form, Section II)
    - Monitoring Reports (Annual Performance Review Form, Section III)
    - 360° Degree Feeback from Engineers Geoscientists Manitoba employees (Directors and Admin staff) and committee chairs, completed every two - three years (Annual Performance Review Form, Section IV).

- Implementation of Development Plans for self and management (Annual Performance Review Form, Section V)
- Annual Council Survey summary results (Annual Performance Review Form, Section VI)
- Comparison to the Job Description (Annual Performance Review Form, Section VII)

Summary of Key Dates and Accountabilities for Performance Review Process

Action	Deadline	Led By	Involves
Preparation of Objectives and Action Items	November	CEO	Executive Committee
Mid-Year Check-in	April	President	Executive Committee
360 Degree Feedback	September	President	Directors, Staff, Committee Chairs
Annual Council Survey	September	President	Councillors
Development Plan	September	CEO	Executive Committee
Performance Review	October	President	Executive Committee

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APPENDIX A - CEO Annual Performance Review Form

Reviewer Name:	
Position of Reviewer:	Date:

This form is to be used for establishing the initiatives at the beginning of the year, directing the Mid-Year Review, and guiding the Performance Review. All feedback is to be provided to the President for compilation.

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1. Strategic Initiatives

Start of the year: The CEO completes the first column, to be approved by the Executive Committee. The initiatives should be only for the upcoming year (November – September), based on feedback received from the previous year's review and taking into consideration the Strategic Plan, Vision, and Mission. More Initiatives can be added to the chart below, if needed.

Mid-Year Review: Answer yes or no as to whether there is any adjustment required to the established initiatives. If yes, indicate the adjusted Initiative. No ratings required. The CEO indicates in their self-assessment progress towards achieving the established Initiatives. The Executive Committee provides comments on the CEO progress relative to achieving the Initiatives

Performance Review: The CEO completes their self-assessment first indicating a rating and provides details on performance related to each Initiative. The Executive Committee indicates their rating for each Initiative and provides any further comments.

Rating Scale:

0. Does Not Meet Expectations - The performance falls below the established expectations and does not adequately fulfill the responsibilities of the role. There are significant deficiencies or failures in meeting deliverables.

1. Meets Expectations - The performance consistently meets the established deliverables and effectively fulfills the responsibilities of the role as outlined. They achieve the required standards and initiatives set for their position. They consistently deliver results and demonstrate strong leadership qualities.

2. Exceeds Expectations - The performance goes above and beyond the established deliverables. In addition to consistently delivering outstanding results and demonstrating exceptional leadership qualities, they exceed the performance standards and initiatives set for their position.

	SECTION 1: INITIATIVES	SECTION 2: PROGRESS TRACKER	SECTION: 3 PERFORMANCE REVIEW
Initiatives	**Start of the Year**	**Progress Updates Notes**	**Completion**
Initiative 1		Is any adjustment to the Initiative required? Choose an item. Adjusted Goal (if required):	Was the Initiative accomplished? Choose an item. Is this Initiative to be carried forward to next year? Choose an item.

	SECTION 1: INITIATIVES	SECTION 2: PROGRESS TRACKER	SECTION: 3 PERFORMANCE REVIEW
Initiatives	**Start of the Year**	**Progress Updates Notes**	**Completion**
		Mid-year – Self-Assessment Notes:	Year End Rating – Self Assessment: Choose an item. Year End – Self-Assessment Notes:
		Mid-year – Executive Committee Notes:	Year End Rating - Executive Committee: Choose an item. Year End – Executive Committee Notes:
Initiative 2		Is any adjustment to the Initiative required? Choose an item. Adjusted Goal (if required):	Was the Initiative accomplished? Choose an item. Is this Initiative to be carried forward to next year? Choose an item.
		Mid-year – Self-Assessment Notes:	Year End Rating – Self Assessment: Choose an item. Year End – Self-Assessment Notes:
		Mid-year – Executive Committee Notes:	Year End Rating - Executive Committee: Choose an item. Year End – Executive Committee Notes:
Initiative 3		Is any adjustment to the Initiative required? Choose an item. Adjusted Goal (if required):	Was the Initiative accomplished? Choose an item. Is this Initiative to be carried forward to next year? Choose an item.
		Mid-year – Self-Assessment Notes:	Year End Rating – Self Assessment: Choose an item. Year End – Self-Assessment Notes:
		Mid-year – Executive Committee	Year End Rating - Executive Committee:

	SECTION 1: INITIATIVES	SECTION 2: PROGRESS TRACKER	SECTION: 3 PERFORMANCE REVIEW
Initiatives	**Start of the Year**	**Progress Updates Notes**	**Completion**
		Notes:	Choose an item. Year End – Executive Committee Notes:
Summary of year end performance:			
Opportunities for next year:			
Summary of items to be carried forward to next year:			

2. Governance Scorecard

To be completed as part of the Performance Review only. Information to be pulled from the Governance Scorecard. Do not include indicators where the target development is still in progress. CEO completes the Self-Assessment area, the Executive Committee members complete the Executive Committee Assessment area.

0. **Orange** – Performance significantly below target
1. **Yellow** – Performance slightly below target
2. **Green** – Performance on target

Indicator:	Year End Status and Rating
Financial: Quick ratio = (Cash and equivalents + Marketable securities + Accounts receivable) / Current liabilities	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes: Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Financial: Income Statement report presented to Finance Committee & Council outlining Budget vs Actuals	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes: Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Interest Holder (Government): Ratio: # of topics on which government dialogues with Engineers Geoscientists Manitoba: # of topics on	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:

which we would expect dialogue	
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Interest Holder (Government): Ratio: # of times the Association meets with the government: planned # of times the Association was hoping to meet with government	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Interest Holder (Practitioners): % of members who participated in Engineers Geoscientists Manitoba's election	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Interest Holder (Practitioners): Change in registered practitioners per capita in Manitoba	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Interest Holder (Practitioners): % of Manitoba grads enrolled as interns and % P.Eng./P.Geo.	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Interest Holder (General Public): Public survey: % of citizens surveyed who say that the work of engineers and geoscientists bring many benefits to daily life	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes

Interest Holder (Regulators): Number of times Engineers Geoscientists Manitoba representatives present to or meet with other regulators.	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes: Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Internal Processes: % of mobility applications that receive a decision within 30 days (legislated timeline)	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes: Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Internal Processes: % of first-time intern applications that receive a decision within 60 days	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes: Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Internal Processes: % of all practitioners who are determined to be guilty of unskilled practice or professional misconduct after the completion of an investigation	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes: Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Internal Processes: % of members compliant with the ProDev Program	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes: Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes

Internal Processes: % of enforcement cases resolved or injunction sought within 6 months	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Internal Processes: Average number of days to complete an investigation (excluding files that are dismissed on first instance)	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Sustainability: Year-on-year change in % of registrants who have completed equity, diversity, and inclusion and/or truth and reconciliation training in the past 3 years	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Sustainability: Year-on-year change in % of women and/or Indigenous registrants reporting a sense of belonging in the workplace	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Sustainability: % of practitioners who have incorporated new practices related to climate change training	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Learning and Growth: % of staff who know what is expected in their role and how it helps to achieve the Association's strategic goals	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:

	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Learning and Growth: % of volunteers who know what is expected in their role and how it helps to achieve the Association's strategic goals	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Learning and Growth: % of staff who have undertaken professional development to improve or maintain competency in their role	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Learning and Growth: % of volunteers who have undertaken professional development to improve or maintain competency in their role	Year End Rating – Self Assessment Choose an item. Year End – Self Assessment Notes:
	Year End Rating – Executive Committee Assessment Choose an item. Year End – Executive Committee Notes
Total Score (add up the ratings) = **Average Score (Total Score / Number of Indicators) =** **Percentage of Rating (Average score / Highest Rating) =**	

3. Monitoring Reports

To be completed as part of the Performance Review only. This area is to be completed by both the CEO and the Executive Committee regarding monitoring reports that were submitted and discussed as part of Council meetings over the previous year.

Self-Assessment Notes:
Executive Committee Notes:

ENGINEERS GEOSCIENTISTS MANITOBA

4. 360 Degree Performance Review Summary (to be completed every 2-3 years)

To be completed as part of the Performance Review only. A third-party may be used to complete this section. The President identifies key interest holders who will provide feedback from the following categories: Leadership team members (1-2), Support staff members (2), Committee chairs (1-2). The following suggested questions are provided for distributed to those identified through survey or may be asked through interview. Questions can be altered as needed.The CEO completes a self-evaluation report, based on achievements, challenges, and areas for improvement based on the same areas outlined in the survey questions.

The President collects and compiles the feedback from all participants, summarizing the data to identify common themes and insights. The CEO's self-assessment is compared with the feedback from others to highlight discrepancies and areas of alignment. The compiled feedback is shared with the CEO and Executive Committee and discussed at the Performance Review in a structured format, highlighting strengths, weaknesses, and actionable insights. Areas identified for development should be recorded for the start of the next year.

SUGGESTED QUESTIONS:

Leadership and Vision

1. Can you provide an example of a time when the CEO successfully led a major initiative?
2. How does the CEO energize and inspire others to strive for excellence and commit to common goals and purposes, creating a sense of self-efficacy, resilience, and pride among staff or volunteers.

Communication and Collaboration

3. Describe a situation where the CEO effectively communicated a complex issue to stakeholders.
4. How does the CEO foster collaboration within the organization?

Problem-Solving and Decision-Making

5. Can you share an instance where the CEO demonstrated strong problem-solving skills?
6. How does the CEO approach decision-making under pressure?

Public Image and Member Services

7. In what ways has the CEO built and maintained relationships with key stakeholders and the community?
8. Can you provide an example where the CEO has successfully addressed member service issues?

5. Professional Development/Development Plans

To be completed as part of the Performance Review only. Indicate the professional development/development plan activities undertaken or to come by the CEO and how they tie to the achievement of the operational and strategic imperatives. CEO to complete this section with final approval and confirmation from the Executive Committee.

Professional Development Activity:	Link to Operational and Strategic Outcomes	Status

Provide a high-level summary of the Management Team's Professional Development activities and how it supports the Operational and Strategic Outcomes.

CEO/Registrar/Secretary Comments:

Executive Committee Comments:

6. Annual Council Survey Summary

To be completed as part of the Performance Review only. The President will facilitate, with the help of staff, a survey for all Councillors, annually. The President collects and compiles the feedback from all participants. The compiled feedback is shared with the CEO and Executive Committee and discussed at the Performance Review in a structured format, highlighting strengths, weaknesses, and actionable insights. Areas identified for development should be recorded for the start of the next year.

SUGGESTED QUESTIONS:

Performance and Achievement:

1. Goal Achievement: Did the CEO work towards or accomplish the goals in the Strategic Plan?
2. Excellence: In what ways did the CEO excel this past year?
3. Improvement Areas: In what areas can the CEO improve next year?

Leadership and Management

4. Leadership Effectiveness: How effective is the CEO in leading EngGeoMB towards its strategic imperatives?
5. Decision-Making: Does the CEO make decisions transparently and ethically?
6. Communication: How well does the CEO communicate EngGeoMB's vision and goals?

Organizational Progress

7. Goal Advancement: Has the CEO moved EngGeoMB forward in terms of its outcomes, resources, and public perception?

Council Relations

8. Council Relationship: How is the relationship between the Council and the CEO? Is there a balance between the Council providing leadership and the CEO managing the organization?
9. Support: Does the Council support the CEO effectively? How can this support be improved?

7. Job Description

To be completed as part of the Performance Review only.

Was the intent of the job description met by the employee? Choose an item.
Is the job description an accurate reflection of the role? Choose an item. Are there any sections that should be amended? Choose an item.
CEO Comments:
Executive Committee Comments:

CE Monitoring

ID	Descriptor	Responsibility	Schedule
CE-1	Global Council-CEO Relationship		
CE-2	Unity of Control		
CE-3	Accountability of the CEO	Executive Committee	September
CE-4	Delegation to CEO	President	September
CE-5	Monitoring Executive Performance	Executive Committee	September

Electronic Voting System Audit Policy

The electronic voting system used by the Association shall be audited according to the following requirements:

1. The system shall be audited once every three (3) years by an independent auditing firm with the assistance of the Engineers Geoscientists Manitoba Systems Analyst.
2. Request for proposals (RFP) shall be issued every six years to a minimum of three (3) firms regularly undertaking such work. It is recommended that the auditor be retained for at most two (2) review cycles, with any firm not being retained in the immediately succeeding term.
3. The audit shall take place after the first Council meeting following the Annual General Meeting; typically beginning at the start of a new calendar year. The audit report is to be submitted prior to Council's summer break, so that any recommendations can be considered prior to the next election.
4. The CEO is responsible for the administration of this policy and reporting to Council in accordance with executive limitations EL–8(5) and EL–8(7).

ENGINEERS GEOSCIENTISTS MANITOBA

Policy Review Protocol

Purpose

The purpose of this protocol is to outline Engineers Geoscientists Manitoba's approach to Policy Review to ensure the organization's policies are consistently and thoroughly reviewed.

Principles

EGM's Council aspires to:

- Be a "governing-type" Board, not a hands-on operating or intervening type Board. This includes providing organizational direction and control through the development, review and assurance of compliance with EGM's policies.

Policy Review

1. Council will ensure that Engineers Geoscientists Manitoba has governance level policies related to all areas of Engineers Geoscientists Manitoba's regulatory work, governance and operations. The work of policy review is delegated to the Governance Committee, per its terms of reference.
2. The Governance Committee will establish a review schedule for all governance level policies to ensure the timely and diligent review of all such policies.
3. Council's workplans and agendas will be developed to ensure that policy review is a regular part of Engineers Geoscientists Manitoba Council's meetings.
4. The Governance Committee will ensure that policies are reviewed by the relevant committees who will recommend to the Governance Committee any changes, additions and/or amendments. Committees will ensure that their workplans and agendas coordinate with Council's policy review schedule. The Governance Committee shall present to Council any changes for final approval.
5. Committees will annually review their Terms of Reference and recommend changes, additions and/or amendments to the Governance Committee. Any recommended changes shall be approved by Council.

Review

Annually by the Council; generally at the annual organizing meeting of the Council, following the Annual General Meeting where new officer and committee assignments are made.

ENGINEERS GEOSCIENTISTS MANITOBA

Delegation of Authority Policy

Principle

The Council embraces the principle of empowerment: that governance and management are more effective and efficient when they are separated – the Council being responsible for governance, and the CEO generally for management – and when management decision-making authority is delegated as far into the organization as is consistent with levels of competence, capacity and governing legislation.

Within the limits and policies established by The Engineering and Geoscientific Professions Act - Manitoba, Bylaws, and the Council for Engineers Geoscientists Manitoba, authorities regarding various aspects of operations have been delegated to the CEO (and by the CEO to lower management levels) as outlined in this policy.

Policy

A **delegated approval level** means that approval decisions may be made up to this level as long as this is in compliance with Statute, Bylaws, Policy and Budget.

A **delegated reporting level** means that decisions made between the reporting level and the approval level must be reported to the next most senior position (in the case of the CEO, the Council) at the next regular opportunity to do so.

The CEO may grant authorities to other Engineers Geoscientists Manitoba senior staff by way of a signed memorandum and forward it to the President.

Staff, other than the CEO, shall not further delegate their authorities provided by this policy.

Delegation of Authorities Matrix (Green Background indicates approving body)

Item	Members	Council	CEO	References: must comply with
Strategic Plan Multi-year, including vision, mission, values, goals / objectives	Members receive summary version	Council approves	CEO recommends to Council	• Council Terms of Reference • CEO Terms of Reference
Business Plan, and Operating Budget	Members receive summary version	Council approves Budget	CEO approves Business Plan, recommends Budget via The Finance Committee	• Council Terms of Reference • CEO Terms of Reference • Finance Committee – Terms of Reference
Corporate Scorecard with KPI's		Council approves	CEO recommends	• Council Terms of Reference • CEO Terms of Reference
Risk Tolerances		Council approves	CEO recommends	• Asset Protection & Risk Management Policy
External Auditors appointment	Members appoint	Council recommends Audit Committee selection	CEO and Manager of Finance provide input to Audit Committee	• EGM Bylaws (13.1(vii)) • Audit Committee Terms of Reference

Item	Members	Council	CEO	References: must comply with
Financial Statements, reports and disclosures	Members receive	Council approves	CEO and Manager of Finance recommend via the Finance Committee	• Finance Committee Terms of Reference
Annual Operating budget including Dues and Fees	Members receive	Council approves Finance Committee Recommendation	CEO and Manager of Finance recommend via the Finance Committee	• EGM Bylaws (Part X) • Council Terms of Reference • CEO Terms of Reference • Finance Committee Terms of Reference
Reduction, Waiver or Deferment of Dues		Council develops policy and terms	CEO decides based on Council policy and terms.	• EGM Bylaws (Part X)
Budgeted expenditures (approval levels). CEO has authority to manage line items within budget envelope		Council establishes policy and procedures.	Exceeding $TBD sourced by competitive bid (at least 3). Up to $TBD sole sourced	• Delegation of Authorities Policy
Expenditures: not budgeted (approval levels)		Over $50,000 sourced by competitive bid (at least 3)	Up to $50,000	• Delegation of Authorities Policy
Contracts, leases, agreements, commitments, change orders, etc.		Council approves over $50,000 annual expenditure	CEO approves up to $50,000 set out in annual budget Contracts, assignments, etc. signed by two officers	• Delegation of Authorities Policy • EGM Bylaws – Part II – 2.4
Litigation, write-offs, settlements: conducting and instructing counsel		Council where there is significant or material reputational impact	CEO reports all pending lawsuits to Council	• Delegation of Authorities Policy
Third Party Consultants and Legal: reporting			CEO reports over $TBD to Council	• All third-party consultants and legal expenditures and contracts approved by management over $TBD to be reported (for information purposes) to the Council.
Charitable Giving, Chapter Support, Educational Support		Council approves Policy & Budget (up to 2% of annual revenue)	CEO approves individual allocation to approved charities.	• Finance Committee Terms of Reference (Charitable Giving Policy)
Sponsorship Acceptance		Council approves Policy	CEO approves based on EGM policy and the recommendation	• EGM Core Values

Item	Members	Council	CEO	References: must comply with
			of the Events Coordinator	
New financing / borrowing		Council approves	CEO recommends	• EGM Bylaws (Part III) • All financings and borrowings will be consistent with corporate policies, banking & borrowing agreements and covenants
Rollover of existing debt			CEO approves	• All financings and borrowings will be consistent with corporate policies, banking & borrowing agreements and covenants CEO authority with notification to Council
Sale of real estate property		Council approves	CEO recommends	• EGP Act (Part 2, Sec 6a) • Other asset transactions: CEO deals within the normal course of business (unless specifically dealt with in other Policy or Charter)
Employment Arrangements including hiring, terminating, evaluating	Members elect Council members Lieutenant Governor in Council Appointments	Council appoints CEO	CEO deals with all other staff	• EGP Act (Part 3) • EGM Bylaws (5.7) • Council Terms of Reference • CEO Terms of Reference
Compensation		Council approves CEO compensation	CEO approves Comp for all other staff	• Council Terms of Reference • CEO Terms of Reference
Expenses (travel, etc.)		Chair Council members'	CEO approves all others	• Council Members' Expenses Policy • Audit Committee Terms of Reference

Review

To be reviewed annually by the Finance Committee.

Communications Protocol Policy

Purpose

The purpose of this protocol is to facilitate effective and open communication among Engineers Geoscientists Manitoba its Council, stakeholders, members and the public consistent with Engineers Geoscientists Manitoba's Act, Bylaws and Policies.

Principles

Engineers Geoscientists Manitoba's Council aspires to:

- Be transparent in its governance: to the extent practical, feasible and legal, the public, Engineers Geoscientists Manitoba's stakeholders and members should be able to see how Engineers Geoscientists Manitoba is governed, to be able to make informed decisions about how Engineers Geoscientists Manitoba is fulfilling its public safety mandate.
- Engineers Geoscientists Manitoba Council meetings are held in public. There is an expectation that the discussions held during the meetings maintain decorum and reflect Engineers Geoscientists Manitoba's professional approach to self-governance of the profession.
- Maintain confidentiality when required. Statute law prohibits the sharing of private information about staff, members or others, and also requires Council members to act in the best interests of the organization at all times.
- In order to balance these principles, this protocol is intended to provide a clear, consistent protocol for Council members to prevent any damage to public confidence and uninformed information being released to the public, and to provide Council with a system to ensure that the Organization speaks publicly with one voice.
- Be a "governing-type" Board, not a hands-on operating or intervening type Board. This includes providing organizational direction through the development, review and assurance of compliance with Engineers Geoscientists Manitoba's policies.

Part 1. Communications

Formal Communications

1. In terms of formal communications, the following principles apply:
    - The CEO is the primary spokesperson for, communicates on behalf of, and represents, the organization;
    - The President communicates on behalf of, and represents Council of Engineers Geoscientists Manitoba; and
    - Individual Council members shall refer all enquiries to the designated Engineers Geoscientists Manitoba spokesperson, typically the CEO; when in doubt, enquiries are referred to the President for Council matters, and to the CEO for all others. This applies to event invitations, membership, media, public, management, staff and other stakeholder requests and communications.

2. To inform the public, its members and other stakeholders, Engineers Geoscientists Manitoba will produce an Annual Report. The Annual Report will provide:
    - Council Governance (including information on Council members)
    - President's Message
    - CEO's Report
    - Key Engineers Geoscientists Manitoba Statistics
    - Accomplishments related to Engineers Geoscientists Manitoba's Strategic Plan, including any Corporate Social Responsibility initiatives
    - Reports from the chapters
    - Looking ahead
    - Independent Auditor's Report
    - Financial Statements
    - Disclosure of the Council Assessments timing, process and resulting action plans.

Informal Communications

3. As regards informal communications, individual Council members will inevitably and legitimately have informal communications with stakeholders and members of Engineers Geoscientists Manitoba. In all these instances, it is incumbent upon Council members to be explicitly clear that they are communicating in a personal capacity, not on behalf of the Organization or the Council.

Social Media

4. Council members are encouraged to support Engineers Geoscientists Manitoba's online presence by acknowledging and enhancing Engineers Geoscientists Manitoba's social media efforts. Councillors should be supportive of Engineers Geoscientists Manitoba and Engineers Geoscientists Manitoba's positions on their personal social media accounts.
5. Councillors shall report any negative social media items regarding Engineers Geoscientists Manitoba to the CEO and not engage in any online debates regarding negative items related to Engineers Geoscientists Manitoba.
6. Councillors shall recognize that Engineers Geoscientists Manitoba's Code of Conduct applies to their personal media accounts i.e., Council members of Engineers Geoscientists Manitoba are expected to act with the utmost of integrity and have a duty to act in the best interests of Engineers Geoscientists Manitoba.

Attendance at Events

7. Engineers Geoscientists Manitoba may host events including those of a representational nature which Council members are invited to attend. As with all communications with stakeholders, Council members are expected to exercise vigilance and tact, referring any sensitive matters to the designated Engineers Geoscientists Manitoba spokesperson(s).

8. There may be instances when Council members are requested to participate in various other events by virtue of their connection with Engineers Geoscientists Manitoba, for example a speaking engagement to a professional organization. In these instances:
    - The Council member shall advise the President of Council and/or CEO of the request;
    - The request will be considered and vetted by the President of the Council and/or CEO;
    - The Council member may be provided with generic speaking notes for the occasion;
    - The Council member will make it clear that they are not speaking on behalf of Engineers Geoscientists Manitoba, rather in a personal capacity; and,
    - The Council member will provide the President of the Council and/or CEO with a debrief of the event.

Media Relations

9. Council members will refer any requests for media interviews to the CEO or designated media spokesperson. In referring a media enquiry, Council members should be mindful that:
    - Media requests for information usually require a speedy response and should be handled on a priority basis;
    - By referring the call to the CEO or designated spokesperson, Council members provide a signal as to the limit of their authority; and,
    - Be careful not to talk “off the record”.

Requests from the Public

10. Occasions may arise from time to time whereby a Council member is approached, either in writing or otherwise, by an individual or organization requesting the assistance of a Council member in resolving an issue with Engineers Geoscientists Manitoba. Under these circumstances the request should be directed to the President of the Council who will route the enquiry or request for appropriate action within Engineers Geoscientists Manitoba.

Review

Annually by the Council; generally at the annual organizing meeting of the Council, following the AGM where new officer and committee assignments are made.

ENGINEERS GEOSCIENTISTS MANITOBA

Execution of Instruments Policy

1. Purpose

This policy establishes clear guidelines for the signing and authorization of contracts, financial instruments, statutory payments, and internal transfers to ensure transparency, accountability, and operational efficiency.

2. Authority Framework

2.1 Legal Instruments

In accordance with **By-law 2.4**, legal instruments (contracts, assignments, certificates, payments, etc.) may be signed:

- By **any two officers**, or
- By **one officer and one designated employee**, or
- As directed by **Council** regarding specific instruments or classes thereof.

2.2 Officers

- President
- Past President
- Vice-President
- CEO/Secretary
- CFO[5]

2.3 Council Direction[6]

Council has authorized contracts and payments to be approved and distributed in accordance with the table in section 3 of this policy. Exceptions and special considerations are outlined in section 4.

3. Financial Authorization Limits

Transaction Value	Authorization Required
≤ $500 per transaction, capped at $5,000 monthly per individual	Any one director or manager, or any one employee authorized by a director or manager
$501 – $10,000 per transaction	Any one director or manager
$10,001 – $50,000	Primary Director or Manager plus CEO or Finance Director
> $50,000	CEO + President, Vice President, or Past President

Authorization Limit Notes:

[5] As authorized by March 16, 2023 council motion, and as reflected in the Manitoba Companies Office records, the CFO is the Director of Finance and is also an employee of the Association.
[6] Approved by council at the December 11, 2025, council meeting

- Approvals by Directors or Managers must be for expenses within their cost centre
- Expense authorizations which will result in a 5% overspend for the primary approver's budget requires CEO approval

4. Exceptions

4.1 Payments as Part of a Contract

If a payment constitutes an instalment payment as agreed in a contract previously approved under section 3, and the payment exceeds $50,000, any one officer + one director may authorize.

4.2 Payroll

Regular pay runs may be authorized by **any one officer or director** (normally the Director of Operations or Director of Finance/CFO)

4.3 Statutory Remittances

Regular statutory remittances to tax authorities, including GST, payroll taxes, and any other federal or provincial taxes or levies may be authorized by **any one officer or director** (normally the Director of Finance/CFO)

4.4 Internal Transfers

Transactions constituting a transfer between asset accounts may be authorized by **any one officer, or Director of Finance or CEO**. Examples include transfers from one bank account to another, or to and from investment accounts of the association.

Transactions to reduce liability accounts such as payments to corporate credit cards that have had earlier review and approval under section 3, or scheduled lease or loan payments agreed to may be authorized by **any one officer**, or **Director of Finance or CEO**.

4.5 Special Consideration for Chapters and Committees

Chapters and Committees are not legally separate from the association, and operate under their constitutions, or terms of reference as approved by council. These documents shall, if applicable, direct the methods by which volunteer representatives may authorize contracts and payments.

5. Oversight and Transparency

The Finance Committee oversees budgeting, financial planning, reporting, and internal controls. Changes to this policy must be submitted to the Finance Committee for review prior to submitting to council for approval.

ENGINEERS GEOSCIENTISTS MANITOBA

Council Attributes and Competencies Policy

Overview

This Profile of Attributes and Competencies policy provides a clear and systematic framework to guide the composition, development, and ongoing renewal of Engineers Geoscientists Manitoba's Council. Grounded in the organization's strategic priorities and regulatory mandate, the Profile outlines the collective mix of experience, competencies, perspectives, and character attributes required for effective self-regulation and strong governance. By identifying the optimal blend of skills and attributes across four levels—industry experience, core competencies, diversity and affinities, and character—this policy supports transparent and objective decision-making in recruitment, nominations, and succession planning. It also equips potential candidates with clarity regarding Council expectations, and enables Council to assess current strengths, identify gaps, and ensure its membership is well positioned to serve the public interest and advance the profession.

The 4-Level Profile

A council profile is an inventory of potential competencies and attributes that together would make up the "optimal" state of Engineers Geoscientists Manitoba's Council.

This policy uses a four-tiered profile of attributes and competencies, based on Engineers Geoscientists Manitoba's strategic direction, stakeholder needs, and specific areas of objectives and challenges:

1. **Level 1: 'Where Have You Been?'** Industry Knowledge and Experience Competencies: This first group of competencies deals with industry knowledge and experience, where individuals have spent large amounts of their adult life, including education and profession.
2. **Level 2: 'What Do You Know?'** Core Competencies: The second group of competencies deals with functional skills, what individuals have learned and know how to do.
3. **Level 3: Affinity and Diversity Attributes:** The third group of attributes deals with affinities and diversity of individuals, what has informed their thought?
4. **Level 4: Character Attributes:** The fourth group, character attributes, are considerations for the council.

There are many benefits to investing time in creating a skills matrix and subsequent profile. Some of the most important ones are that a Profile:

1. Helps to ensure the best mix of people suited to the current organizational reality and strategy.
2. Sets a high standard for strong character, active leadership and governance oversight.
3. Introduces transparency and objectivity to the election and selection process before any individuals are considered as candidates.
4. Enables Council to systematize its needs and explicitly weigh them, choosing those few key attributes that will make the most difference.
5. Gives potential candidates a clear way to evaluate their "fit" with what EGM is looking for before putting their name forward.
6. Provides clear information, direction and choices based on the needs of EGM for those who will make the final decisions.

7. Provides a systematic roadmap for Council member orientation and ongoing training by identifying needed competencies and gaps. Many organizations build their council member development plan and training budget based on the profile.

Engineers Geoscientists Manitoba's Nominating Committee will populate this main table with the "suggested number required" for each competency and attribute. The "suggested number required" proposes how many Council members ideally should have that competency or attribute so that the Council will function optimally.

From this, the Nominating Committee can calculate the Gaps and use this for recruitment, nominations, and selection of nominees.

EGM Council Member Self-Reporting:

Council Members are invited to self-report against professional credentials, then for the rated competencies (see Appendix for definitions), each individual is asked to self-report on the extent of their own competencies – whether gained through industry knowledge/experience or functional skills – using this scale:

1. (N/A): means this knowledge/experience or skill is not applicable to you - you have no experience or have not developed industry experience or functional skills that you could apply in this field/area;
2. (Basic): means that you have some industry experience or have developed some functional skills in this area, perhaps through education or training, part-time work, a hobby or other personal interest, or some skills gained in full-time work;
3. (Competent): means that you have a good level of industry experience or good skills in this area, you may have a degree or diploma, or at least a strong understanding of this area from a management perspective;
4. (Advanced): means that you have extensive senior management industry experience and have enough skill in this area to be paid for your work at an executive management level in this field/area, either through employment or as a consultant or teacher, you have mastered this skill;
5. (Expert): means that you have over 10 years' executive level industry experience or would be considered an "expert" or "specialist" in this field/area by your peers and others who specialize in this functional skill, with respect to organizations of comparable size, scope and complexity as EGM.

The final questions are open-ended:

Geographic: please describe any relevant geographic affinities, e.g. urban/rural, northern/remote region, etc.

and:

Your response to this question is completely voluntary, and will not affect the gap analysis:

Please let us know all relevant information that you would like EGM to know about your own diversity, Indigeneity and identity (for example, but not limited to, how you identify, your lived experience, visible and invisible attributes)

ENGINEERS GEOSCIENTISTS MANITOBA

The Results

Each EGM Council member's self-reported competencies are inserted in each of the columns on the Matrix. Colour-coding then visually highlights the unique competencies of each council member:

Green = This Council member has self-reported a 4 or 5 in this area.
Yellow = This Council member has self-reported a 3 in this area.
No colour coding = This Council member has self-reported a 1 or 2 in this area

Attributes and Competencies Profile for EGM

Level 1: Where Have You Been? Industry Knowledge and Experience Competencies

Level 1: Where have you been? Industry Knowledge and Experience															A		-B	=C
															# Required	# Desired	# on Council	GAP
Appointed Councillors																		
Professional Engineer																		
Professional Geoscientist																		
Intern Councillor																		
Practicing Professional*																		
Financial/ Accounting																		
Human Resources /Compensation																		
Digital Business /Technology																		
Legal																		
Education: Governance Designation																		

Level 1: Where have you been? Industry Knowledge and Experience															A # Required		-B # on Council	=C GAP
Education: Internationally Educated																		

*Practicing Professional: A professional engineer or geoscientist who is practising their profession on a full-time or regular basis.

Level 2: What Do You Know? Core Competencies, Skills

Level 2: What Do You Know? Functional Skills Competencies															A # Needed in Total	-B # on Council	=C GAP
Financial Literacy																	
Governance, Boards																	
Emerging Technologies																	
Leadership																	
Regulatory Environment																	
Risk Management Oversight																	
Strategic Planning																	
Business Acumen, Operations																	

Level 2: What Do You Know? Functional Skills Competencies															A # Needed in Total	-B # on Council	=C GAP
Investigation, Disciplinary																	

Level 3: Affinities and Diversity

Level 3: Affinities and Diversity															A # Needed in Total	-B # on Council	=C GAP
Gender Diversity: see below																	
Visible Diversity: see below																	
Indigeneity: see below																	
Geographic Balance: see below																	

Individual Responses to Diversity, Indigeneity and Identity disclosure:

–
–
–

Individual Responses to Geographic Affinities:

–
–
–

Level 4: Who Are You? Character Attributes

Engineers Geoscientists Manitoba does not ask people to rate themselves on Character Attributes. These are used in nominations, recruitment and selection. All Council Members are expected to possess these:

Character Attributes
Ethical (Have an unquestioned level of trustworthiness and ethical integrity, and respect for council confidentiality)
Constructive Communicator (Able to communicate constructively and actively listen to others, able to give and receive information clearly, concisely and accurately, assuming positive intent, constructive and helpful rather than destructive, tearing down the efforts of others. This includes accepting accountability for engaging in frank, open and honest discussions, valuing a diversity of opinions and perspectives, with a few to making well-informed decisions and seeking to achieve in-group consensus in the best interest of EGM)
Commitment and Engagement (Commitment to EGM, its culture, values and people, including an affinity with and understanding of EGM's values; displaying courage and a commitment to the Council and the role individual Directors play in ensuring overall Council effectiveness, including attendance, preparedness and appropriate level of engagement in council and committee discussions/due diligence)
Independent Fiduciary (An independent thinker, able to think critically, analytically and independently, able to act as a fiduciary in the best interests of EGM, decides independently but knows when and how to consult others)
Emotionally Mature (Self-aware, professional, integrity: able to understand and skilfully manage emotions especially when faced with conflict and confrontation, able to develop trust-based relationships, able to present an unpopular or controversial position in the face of opposition or opposing views)
Strategic (A strategic thinker, able to move beyond the details to envision the grander future)
Wise (Able to apply their knowledge in the context of Council level decision-making and leadership)
Learner (Willingness to learn, develop, and apply what they have learned to the best interests of EGM, able to adapt easily and quickly to changing evidence and environments)
Proactive (Proactive and anticipatory rather than reactive and responsive)
Team player (Comfortable and confident working within a group, respecting others' time and voices during agenda items, emphasizing dialogue over debate, once decisions are made, supports them in public in unity with all council members)

Appendix: Definitions of Competencies and Attributes

Industry Knowledge and Experience	
Financial/ Accounting	Based on National Instrument 52.110, experience and accounting credentials (e.g., CPA), an understanding of financial statements and the accounting principles used by EGM to prepare its financial statements. This encompasses the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; experience preparing, auditing, analysing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the financial statements of EGM; an understanding of internal controls and procedures for financial reporting; an understanding of audit committee functions and responsibilities; and experience as an accounting or finance professional, with a proven aptitude with or understanding of generally accepted accounting principles.
Human Resources/ Compensation	Experience as a senior human resource professional in a corporate environment of at least the same size scope and complexity as EGM. This encompasses a strong understanding of organizational culture, strategy and structure; leadership development and talent management; relevant knowledge of regulatory requirements; and HR oversight including compensation plan design, administration and decision-making, ensuring alignment between compensation plans and corporate strategy; recruiting, assessing and succession planning; well versed in assessing the competence and character of individuals based on a set of specific requirements.
Digital Business/ Technology	Experience as a senior manager/executive working in a digital or information technology business. This encompasses the competencies of working closely with and overseeing digital technology strategy, emerging and disruptive industry technologies, cyber-security, and IT project and performance oversight. Experience with customer-facing, online, direct to consumer product offerings, not necessarily in the financial sector.
Core competencies and functional Skills	
Financial Literacy	Demonstrate an appropriate level of financial knowledge and understanding and can interpret financial reports and statements and monitor corrective action to ensure financial goals and regulatory requirements are met. Understanding of and familiarity with reading, interpreting and understanding a set of financial statements, information and principles, that present a breadth and level of complexity of accounting issues that are comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by EGM's financial statements, and can contribute to discussions about financial objectives and performance.
Governance and Boards	Demonstrate an appropriate level of knowledge and understanding of the critical elements of good governance and ethics. Understanding of and familiarity with best practices in corporate governance and board effectiveness. This would generally have been gained by board and/or CEO experience in an organization of similar size, scope and complexity as EGM, including an awareness of current governance principles, liabilities, policies, issues and trends, and the roles and responsibilities

	of a Board of Directors within the larger governance framework (legal, regulatory, government relations, industry and business context).
Emerging Technologies	Familiarity with emerging technologies, including Artificial Intelligence products and tools.
Leadership	Demonstrate an appropriate level of knowledge and understanding of the attributes of leadership to motivate, influence and support others to accomplish organizational goals and encouraging on-going education to further develop competencies.
Regulatory Environment	Demonstrate an appropriate level of knowledge and understanding of the regulatory environment, policy development and the policies required to meet legal, regulatory and governance requirements.
Risk Management Oversight	Demonstrate an appropriate level of knowledge and understanding of the risk management framework for identifying, measuring and managing significant risks and events that may impact the organization's objectives. An understanding of the Board's role in the oversight of risk management culture, principles and practices in the context of good corporate governance.
Strategic Planning	Demonstrate an appropriate level of knowledge and understanding of the strategic planning process and contribute to the development of the strategic direction, core values and the strategic goals and objectives for the organization.
Business Acumen, Operations	Understanding of and familiarity with business in and beyond the financial sector or other regulated industry. This encompasses a deep business executive acumen, understanding competitive strategic and business opportunities and risks; familiarity with significant proven decision-making and leading of others in an organization of the size, scope and complexity of EGM; able to make decisions in a timely way while exercising sound business judgement based on risk assessment and market conditions that reflect the risk appetite and corporate values of the organization.
Investigation, Disciplinary	Familiarity with investigation and disciplinary hearings, serving on Regulatory Committees at EGM, and/or related regulatory experience outside EGM.