ENGINEERS GEOSCIENTISTS MANITOBA

# TABLE OF CONTENTS

## COUNCIL POLICIES

# ENGINEERS GEOSCIENTISTS MANITOBA

(Incorporated as the Association of Professional Engineers and Geoscientists of the Province of Manitoba)


**ENDS**

**Global End: The interests of the Public of Manitoba are protected, as they relate to the practice of engineering and geoscience and that the results should be worth the resources expended.**

**E-1** Individuals who are practicing engineering and geoscience are registered and licensed.
**E-2** Practitioners practice with competence and conduct themselves professionally.
**E-3** Unqualified persons do not practice.
**E-4** Stakeholders understand and value the contribution of the professions.
**E-5** Practitioners reflect the diversity of the public.
**E-6** Consumers have access to a reasonable supply of practitioners' services.

**GOVERNANCE PROCESS**

**GP-1** Global Governance Commitment
**GP-2** Governing Style
**GP-3** Council Role and Job Description
**GP-4** President's Role and Job Description
**GP-5** Vice-President's Role and Job Description
**GP-6** Councillor Roles and Job Description
**GP-7** Council Committee Principles
**GP-8** Council Committee Structure
- **GP-8.1** Nominating Committee
- **GP-8.2** Past Presidents Committee
- **GP-8.3** Executive Committee
- **GP-8.4** Discipline Committee
- **GP-8.5** Investigation Committee
- **GP-8.6** National Liaisons
- **GP-8.7** Ownership Linkage Committee
- **GP-8.8** Recruitment Committee
- **GP-8.9** Registration Committee
- **GP-8.10** Continuing Competency Committee
- **GP-8.11** Audit Committee
- **GP-8.12** Public Interest Review Committee
- **GP-8.13** Finance Committee

**GP-9** Council and Committee Expenses
**GP-10** Code of Conduct
**GP-11** Conflict of Interest
**GP-12** Cost of Governance
**GP-13** Council Member Orientation
**GP-14** Primary Council Linkages
**GP-15** Council Linkage with Other Organizations
**GP-16** Council Planning Cycle and Agenda Control

ENGINEERS GEOSCIENTISTS MANITOBA

## EXECUTIVE LIMITATIONS


**EL-1** General Executive Constraint
**EL-2** Treatment of Staff
**EL-3** Financial Planning & Budgeting
**EL-3.1** Financial Condition
**EL-4** Asset Protection & Risk Management
**EL-5** Interactions with Members
**EL-6** Application of The Engineering and Geoscientific Professions Act
**EL-7** Compensation and Benefits
**EL-8** Communication and Support to Council
**EL-9** Emergency Executive Succession


## COUNCIL-CEO RELATIONSHIP


**CE-1** Global Council-CEO Relationship
**CE-2** Unity of Control
**CE-3** Accountability of the CEO
**CE-4** Delegation to the CEO
**CE-5** Monitoring Executive Performance

## 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 Ends policies.

### 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Global End | **Number: E-0** | |
| **Policy Type:** | Ends | **Date Approved:** 18 May 2017<br>**Date Amended:** 7 December 2017 | |

**The interests of the Public of Manitoba are protected, as they relate to the practice of engineering and geoscience and that the results should be worth the resources expended.**

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Individuals who are practicing engineering and geoscience are registered and licensed | **Number: E-1** |
| **Policy Type:** | Ends | **Date Approved:** 11 April 2001<br>**Date Replaced:** 15 September 2004<br>**Date Replaced:** 18 May 2017 |

The End **"Individuals who are practicing engineering and geoscience are registered and licenced"** is further interpreted to include or require, but is not limited to:

1.1 Potential members experience efficient registration or licensure.

1.2 Qualified professionals experience a seamless registration process across Canada and internationally.

1.3 Individuals practicing emerging technologies are integrated into the profession.

1.4 Individuals practicing in academia are recognized as qualified for registration.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Practitioners practice with competence and conduct themselves professionally | **Number: E-2** |
| **Policy Type:** | Ends | **Date Approved:** 11 April 2001<br>**Date Amended:** 10 April 2002<br>**Date Amended:** 15 September 2004<br>**Date Replaced:** 18 May 2017 |

The End **"Practitioners practice with competence and conduct themselves professionally"** is further interpreted to include or require, but is not limited to:

2.1 Practitioners demonstrate a high current level of knowledge and experience with the application of that knowledge.

2.2 Practitioners and students develop as professionals throughout their careers.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Unqualified persons do not practice | **Number: E-3** |
| **Policy Type:** | Ends | **Date Approved:** 11 April 2001<br>**Date Amended:** 10 April 2002<br>**Date Replaced:** 15 September 2004<br>**Date Amended:** 10 January 2005<br>**Date Replaced:** 18 May 2017 |

The End **"Unqualified persons do not practice"** does not require any further interpretation.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Stakeholders understand and value the contribution of the professions | **Number: E-4** |
| **Policy Type:** | Ends | **Date Approved:** 11 April 2001<br>**Date Amended:** 10 April 2002<br>**Date Replaced:** 15 September 2004<br>**Date Replaced:** 18 May 2017<br>**Date Amended:** 7 December 2017 |

The End **"Stakeholders understand and value the contribution of the professions"** is further interpreted to include or require, but is not limited to:

4.1 Practitioners value and engage in a self-regulating profession.

4.2 The public understands and values the contribution of the professions and this is a priority.

4.2.1 The public understands the competency and ethics of practitioners.

4.2.2 The public perceives the professions as having a leading role in protecting public interest.

4.3 Government and regulators understand and support self-regulation.

4.3.1 The provincial government will provide clearly defined regulatory authority.

4.4 Government understands the issues impacting the public interest as they relate to the professions and this is a priority.

4.4.1 Government seeks out the professions as stakeholders.

4.4.2 Governments dialogue with the professions in developing legislation, regulation, public policy and codes and standards.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Practitioners reflect the diversity of the public | **Number: E-5** |
| **Policy Type:** | Ends | **Date Approved:** 11 April 2001<br>**Date Amended:** 10 April 2002<br>**Date Replaced:** 15 September 2004<br>**Date Replaced:** 18 May 2017<br>**Date Amended:** 7 December 2017 |

The End **"Practitioners reflect the diversity of the public"** is further interpreted to include or require, but is not limited to:

5.1 Increasing indigenous membership.

5.2 By 2030, 30% of newly licensed engineers will be women and this is a priority.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Consumers have access to a reasonable supply of practitioners' services | **Number: E-6** |
| **Policy Type:** | Ends | **Date Approved:** 11 April 2001<br>**Date Amended:** 10 April 2002<br>**Date Replaced:** 15 September 2004<br>**Date Amended:** 20 Jan 2005<br>**Date Replaced:** 18 May 2017 |

The End **"Consumers have access to a reasonable supply of practitioners' services"** is further interpreted to include or require, but is not limited to:

6.1 Engineering and geoscience students enroll as interns.

6.2 Students in K to 12 view the professions as rewarding careers.

6.3 Post-secondary institutions and government are aware of the future needs of the professions.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Global Governance Commitment | **Number**: **GP-1** |
| **Policy Type:** | Governance Process | **Date Approved:** 9 May 2000<br>**Date Amended:** September 2010 |

The Council will, on behalf of the public of Manitoba, ensure that the Association achieves the appropriate results for the appropriate recipients/persons for the appropriate relative worth (as defined in the Council's Ends policies) and avoids unacceptable actions and situations (as prohibited in Council's Executive Limitations policies).

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Governing Style | **Number**: **GP-2** | |
| **Policy Type:** | Governance Process | **Date Approved:** 9 May 2000<br>**Date Amended:** September 2010 | |

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, not the CEO, 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Council Role and Job Description | **Number: GP-3** |
| **Policy Type:** | Governance Process | **Date Approved:** 9 May 2000<br>**Date Amended:** April 2001; May 2001; September 2010; June 2011 |

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. **Ends**: 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 Ends policies 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 decisions related to member conduct, through an Investigations Committee as defined in the Act, are in the public interest.

6. Upon investigating appeals, decisions related to whether the Discipline Committee followed appropriate process as defined in the Act.

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. Decisions on appeals from members denied registration or licensure.

11. Other products required by the Bylaws and Act including but not limited to:

    a. Regular Bylaw review
    b. Annual General Meeting
    c. Appointments to Council committees

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | President's Role and Job Description | **Number: GP-4** |
| **Policy Type:** | Governance Process | **Date Approved:** September 2000<br>**Date Amended:** April 2001; May 2010; June 2011; September 2017 |

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 President has no authority to make decisions about policies created by the Council within *Ends* and *Executive Limitations* policy areas. Therefore, the President has no authority to supervise or direct the CEO.

    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 $1000 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Vice- President's Role and Job Description | **Number: GP-5** | |
| **Policy Type:** | Governance Process | **Date Approved:** June 2011 | |

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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Councillor Roles and Job Description | **Number: GP-6** |
| **Policy Type:** | Governance Process | **Date Approved:** 09 May 2001<br>**Date Amended:** March 2002; June 2011; May 2018 |

In keeping with its commitment to governance excellence, the Council shall strive to solicit Council candidates who have characteristics that support the ends 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 six 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.

3. The Nominating Committee shall strive for the broadest range of candidate characteristics using the following Council composition matrix. Preference is for one Council member per organization *(i.e.* no more than two people from one organization).

ENGINEERS GEOSCIENTISTS MANITOBA

| | | President | Vice President | Past President | Elected Councillor # 1 | Elected Councillor # 2 | Elected Councillor # 3 (etc.) | Appointed Councillor # 1 (etc.) |
|---|---|---|---|---|---|---|---|---|
| **Council Member** | | | | | | | | |
| **End of Term Date** | | | | | | | | |
| **Final End Date** | | | | | | | | |
| **Discipline** | P.Eng. / P.Geo. | | | | | | | |
| | Civil | | | | | | | |
| | Electrical | | | | | | | |
| | Mechanical | | | | | | | |
| | Biosystems | | | | | | | |
| | Computer | | | | | | | |
| | Chemical | | | | | | | |
| | Geosciences | | | | | | | |
| | Mining / Industrial/ Manufacturing | | | | | | | |
| **Graduation** | Year | | | | | | | |
| **Board & Volunteer Experience** | EGM Committee(s) | | | | | | | |
| | EGM Council | | | | | | | |
| | Other | | | | | | | |
| **Underrepresented Groups** | Women | | | | | | | |
| | Visible Minority | | | | | | | |
| | Indigenous | | | | | | | |
| | Early-mid Stage Career | | | | | | | |
| | Person with Disability | | | | | | | |
| **Organization** | Small (<50) | | | | | | | |
| | Medium (50-250) | | | | | | | |
| | Large (>250) | | | | | | | |
| **Industry** | Academic | | | | | | | |
| | Government / Public / Crown | | | | | | | |
| | Private - Consulting | | | | | | | |
| | Private - Industry | | | | | | | |
| **Operational Skills & Expertise** | Governance | | | | | | | |
| | Legal | | | | | | | |
| | Finance | | | | | | | |
| | Strategic Planning | | | | | | | |
| **Region** | Capital (i.e. Winnipeg + surrounding) | | | | | | | |
| | East (East of Portage la Prairie, excluding the Capital) | | | | | | | |
| | West (Brandon + West + Dauphin) | | | | | | | |
| | North (North of Dauphin) | | | | | | | |

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Council Committee Principles | **Number: GP- 7** |
| **Policy Type:** | Governance Process | **Date Approved:** 11 April 2001<br>**Date Amended:** June 2011 |

Council committees, when used, will be assigned so as 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Council Committee Structure | **Number: GP-8** |
| **Policy Type:** | Governance Process | **Date Approved:** 11 April 2001<br>**Date Amended:** June 2011 |

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.

ENGINEERS GEOSCIENTISTS MANITOBA

**ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY**

| | | |
|---|---|---|
| **Policy Name:** | Nominating Committee Terms of Reference | **Number: GP- 8.1** |
| **Policy Type:** | Governance Process | **Date Approved:** 11 April 2001<br>**Date Amended:** March 2002; April 2005; Sept 2006; June 2011; Sept 2012; May 2015; March 2016 |

## 1. Products:

1.1 A slate of qualified nominees for Council positions for council 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, the policy criteria for Governance Succession (GP -6) and comprising a number no less than the number of vacancies.

## 2. Authority

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

## 3. Composition

3.1 The committee shall be made up of nine (9) members.

3.2 The committee shall include:

3.2.1 The current President.
3.2.2 The Past-President, who will normally also serve as Chair.
3.2.3 An elected Councillor in the first year of their term appointed by Council to this committee.
3.2.4 The Chair or designate of the Investigation Committee.
3.2.5 An Engineering Intern or Geoscience Intern (formerly referred to as a member-in-training).
3.2.6 Members appointed by council.

3.3 With the exception of the Engineering Intern or Geoscience Intern, the committee shall be made up of professional members and include at least one P.Eng. and one P.Geo. member.

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

## 4. Term of Office

4.1 The term of office is one year and is renewable once.

4.2 The term of the Chair is one year and not renewable.

ENGINEERS GEOSCIENTISTS MANITOBA

**ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY**

| | |
|---|---|
| **Policy Name:** Past Presidents Committee Terms of Reference | **Number: GP- 8.2** |
| **Policy Type:** Governance Process | **Date Approved:** 09 May 2001<br>**Date Amended:** February 2003; June 2011; June 2018 |

## 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Executive Committee Terms of Reference | **Number: GP- 8.3** |
| **Policy Type:** | Governance Process | **Date Approved**: 09 May 2001<br>**Date Amended:** April 2005; January 2008; June 2011; March 2015; September 2017 |

## 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.

1.3 Direct Inspection of documents associated with Financial Planning (Operating Budget) and Financial Condition (Auditor's Report).

## 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 4.5.2. 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.

## 4. Term of Office

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

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Discipline Committee Terms of Reference | **Number: GP- 8.4** |
| **Policy Type:** | Governance Process | **Date Approved:** 12 Sep 2001<br>**Date Amended:** April 2005; June 2011; June 2016 |

## 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.

2.2 The Committee has the authority to commit and expend funds from the restricted fund established under By-law 15.11.1.

## 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.

## 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 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 meetings.

## 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 that recommended by legal counsel, based on the circumstances.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Investigation Committee Terms of Reference | **Number: GP- 8.5** |
| **Policy Type:** | Governance Process | **Date Approved:** March 8, 2007<br>**Date Amended:** June 2011; June 2016 |

## 1. Products:

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

1.2 Timely response to requests for consultation from the membership[Bylaw 15.2.9]

1.3 Practice Notes as required to address issues affecting the practice of the profession Bylaw 15.2.10]

1.4 Timely options for Council consideration, to be delegated to the CEO, on matters that arise at Investigation Committee that may affect the regulation of the profession.

1.5 Reports to (a) Council on the disposition of all complaints considered and (b) of its activities annually to the CEO for use in other reports.

1.6 The Chair provides an annual report in May to Council on the members of the Investigation Committee including the names of members whose appointments are due to expire as well as their eligibility for re-appointment or removal.

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

## 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.

2.2 The Investigation Committee is funded in accordance with By-law 15.11. The Investigation Committee's costs are normally covered by the special fund described in By-law 15.11.

## 3. Composition

3.1 The composition of the Investigation Committee is established by the Act Clause 30. Council makes appointments to the Investigation Committee and also appoints the chair in accordance with that Clause.

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

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

## 4. Term of Office

4.1 The term of office is normally two years and is renewable for consecutive appointments.

4.2 The duration of an appointment to the chair is normally one year and is renewable 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.

Act[1] – The use of the word act in these terms of reference means The Engineering and Geoscientific Professions Act
Member[2] – The term member in these terms of reference includes: Professional Member, Holder of a Certificate of Authorization, Temporary Licensee, Specified Scope of Practice Licensee or Member-in Training
Council[3] – The term Council in these terms of reference means the Council of the Association.

C:\DUMP SPACE\COUNCIL PACKAG FOR MAR 8, 2007\ICTermsOfReferenceToCouncil.doc

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | National Liaisons Terms of Reference | **Number: GP- 8.6** |
| **Policy Type:** | Governance Process | **Date Approved:** 18 June 2003<br>**Date Amended:** January 2004; March 2004; June 2011; March 2018 |

## 1. Objectives:

1.1 Liaisons representing the Association on national boards or committees, such as but not limited to the Board of Directors or Meeting of Members of Engineers Canada and Geoscientists Canada, will request and receive advice and information reflective of Council decisions as required.

1.2 Liaisons will inform Staff and 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 and Executive Committee will provide policy options for Council's consideration on nationally based organizations' initiatives.

## 2. Liaison Appointments

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

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

2.3 The terms of office of persons appointed by Council to serve as the Manitoba Director on the Board of Directors of Engineers Canada and Geoscientists Canada will be:

i. Nominally two years, extendable once by a maximum period of one year; and

ii. Can be extended beyond the third year to complete service on the Executive of the national organization.

2.4 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Ownership Linkage Committee Terms of Reference | **Number: GP- 8.7** |
| **Policy Type:** | Governance Process | **Date Approved:** 15 Sept 2004<br>**Date Amended:** June 2011; June 2017; May 2018 |

## 1. Products:

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

1.2 List of contacts and methodologies for each target group (as per GP-15). Reviewed on an annual basis.

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

1.4 Annual consideration of the merits of membership in other organizations. This consideration shall include, but not be limited to:

1.4.1 The degree to which participation in the organization will further the mission and ends of the Association.

1.4.2 The benefits to the Association of membership compared to the cost of membership.

1.4.3 The ability of the Association to influence the direction of the organization in a manner commensurate with the Association's contribution.

## 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

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Recruitment Committee Terms of Reference | **Number: GP- 8.8** |
| **Policy Type:** | Governance Process | **Date Approved:** 20 January 2004<br>**Date Amended:** June 2011 |

## 1. Product

1.1 The appointment of a CEO who, under the direction of Council and in accordance with the Act and Bylaws, is well qualified and capable of leading the administrative, member and program operations toward the achievement of the Association's Ends.

## 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Registration Committee Terms of Reference | **Number: GP- 8.9** |
| **Policy Type:** | Governance Process | **Date Approved:** 11 October 2006<br>**Date Amended:** June 2011 |

## 1. Products:

1.1 Reports to Council listing those accepted for membership, licensed or enrolled as an Engineering Intern or Geoscience Intern.

1.2 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.

## 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 registration or licensure based on information provided by the CEO or his/her delegate or any committee formed by the CEO to aid in the registration process.

2.2.2 Conduct hearings on appeals against decisions taken by the CEO, any of his/her staff, or any committee formed by the CEO to aid in the registration process. The CEO or his/her delegate will be present at all appeals. Results of the appeal will be communicated directly to the CEO.

## 3. Composition

3.1 Council will appoint at least one lay member.

3.2 The CEO or his/her designate is an ex-officio member of the Committee. Other staff members may attend by mutual consent of the Chair of the Committee and the CEO.

## 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.

4.2 The term of the Chair is two years and is not renewable.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Continuing Competency Committee Terms of Reference | **Number: GP- 8.10** |
| **Policy Type:** | Governance Process | **Date Approved:** June 15, 2011<br>**Date Amended:** January 2017; January 2018 |

## 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 11.3 to be updated. As such, proposed changes should be submitted to Council prior to its June meeting.

1.2. An annual 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 by Section 4.5.3 of the By-laws 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 geoscientists 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 duration of an appointment to the chair is normally one year and is renewable for consecutive appointments.

## 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

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Audit Committee Terms of Reference | **Number: GP-8.11** | |
| **Policy Type:** | Governance Process | **Date Approved:** April 8, 2016 | |

## Purpose

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

## Committee Products

2. 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 the CEO compliance with criteria specified in Executive Limitations policies on finance (EL-3; EL3.1 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.

   2.5. Options for Board decision including capital assets outside the CEO's expenditure limits as identified in Executive Limitations.

**Committee Authority**

3. 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.

**Committee Composition and Tenure**

4. 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 who are not on the Executive Committee; 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
     - 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.
   - 4.8. 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Public Interest Review Committee Terms of Reference | **Number: GP-8.12** |
| **Policy Type:** | Governance Process | **Date Approved:** June 22, 2017 |

[Note: 1. With the exceptions of the words within these brackets and the brackets themselves, the wording of this Terms of Reference matches the Terms of Reference for the Public Interest Review Committee as Adopted by Council on June 12, 2013
2. Changes to this policy require an update of By-Law 4.5.4.3 in order to come into effect
3. By-Law 4.5.4.2 and 4.5.4.4 contain additional stipulations with regards to this policy, which should be referenced when monitoring this policy]

To effect the provisions of By-law 4.5.4 the Committee shall:

1. Consider and determine all issues of a public interest nature that are referred to it or the Association by any of
   a) The Council of the Association,
   b) Members of the public,
   c) Members of the Association,
   d) The Registrar,
   e) Holders of a Certificate of Authorization, or
   f) Any other entity.

2. Consider and determine on any other issue which it identifies and has reason to expect is relevant to consideration of section 3(c) of the Act;

3. Have a standing and early agenda item at each meeting requiring Committee members to declare any conflict of interest regarding any matter before the Committee, in accordance with a conflict of interest policy adopted from time to time by the Council and shall proceed in accordance with the provisions of that policy;

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

5. If the committee determines that a matter referred to it properly relates to sections 3(a) or 3(b) of the Act, or both, refer the matter to the Registrar and so inform any referring party or parties accordingly;

6. In considering an issue be free to consult in confidence with any members of the Association, and also relevant experts and professionals to assist in reviewing an issue under PIRC consideration who it believes have appropriate expertise;

7. If the committee determines that an issue warrants advocacy action by the Association, prepare a statement:

   a) Describing the issue;

   b) Describing the potential risk to the public interest;

   c) Explaining its determination;

   d) Describing the degree of urgency by addressing the likelihood of risk and the magnitude of loss and material adverse consequences; and

   e) Providing a plan of appropriate action, including communication to the membership and the public at large, and a proposed schedule for implementation by the Association;

8. Forward the statement and plan to the president for timely, balanced and visible consideration and, if so decided, implementation by the Council;

9. Make itself available for such consultation as the president or Council, or either, may request;

10. Conduct an annual review of its terms of reference and procedural guidelines;

11. Provide an annual report on its activities, including the results of its annual review of its terms of reference, for consideration by the membership at the Annual General Meeting; and

12. Upon being notified of the Council's decision in accordance with By-law 4.5.4.4 d) provide an appropriately worded notice to the originating person or entity as to the disposition of the matter.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Finance Committee Terms of Reference | **Number: GP-8.13** |
| **Policy Type:** | Governance Process | **Date Approved:** June 14, 2018 |

## 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):

- 2 Councillors appointed by Council
- 1 Member-at-large appointed by Council
- Manager of Finance
- 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 priorities.

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.

## 4. Committee Products

Expected products of the Finance Committee:

- Financial oversight of the Association.
- Reporting as per 3.6 above.
- Annual operating budget recommendation to Council.
- 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

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Council and Committee Expenses | **Number: GP- 9** |
| **Policy Type:** | Governance Process | **Date Approved:** 12 Sep 2001<br>**Date Amended:** April 2002; June 2011; June 2017 |

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. Additionally all Councillors residing outside of the Greater Winnipeg Capital Region shall be eligible for reimbursement of expenses for all Council and committee meetings attended, as well as for any meeting attended at the direction of the Council.

1. Honoraria for appointed Councillors shall normally be $100.00 for all Council and committee meetings attended.

2. Expenses shall be reimbursed on the basis of:
   (a) receipts for economy class air or other travel, accommodation and meals; and
   (b) receipts for hospitality activities.

3. Vehicle usage allowances shall be paid at the rates outlined in the latest Canada Revenue Agency (CRA) guideline, as published on their website.

Note: Nothing prevents a Councillor from presenting reasonable expenses for any mileage, lodging and meal costs while conducting Council business.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Code of Conduct | **Number: GP- 10** |
| **Policy Type:** | Governance Process | **Date Approved:** 13 June 2000<br>**Date Amended**: April 2001; May 2005; June 2011; May 2017; September 2017 |

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, bylaws 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:** _____

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Conflict of Interest | **Number: GP-11** |
| **Policy Type:** | Governance Process | **Date Approved:** 12 September 2000<br>**Date Amended:** January 2004; June 2011 |

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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Cost of Governance | **Number:** | **GP-12** |
| **Policy Type:** | Governance Process | **Date Approved:** | 12 September 2000 |
| | | **Date Amended:** | May 2002; February 2003; June 2003 |

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 Ends 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Council Member Orientation | **Number: GP-13** |
| **Policy Type:** | Governance Process | **Date Approved:** 15 June 2011<br>**Date Amended:** January 2015 |

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 (e.g. Policy Governance® coaching)

   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, bylaws, a reference list of relevant acronyms, the most recent Annual Report, the most recent set of Council minutes, the most recent Monitoring Report on EL policy 'Financial Condition & Activities' 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Primary Council Linkages | **Number: GP-14** |
| **Policy Type:** | Governance Process | **Date Approved:** 21 September 2000<br>**Date Amended:** April 2001; June 2011; June 2015 |

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 Ends policies.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Council Linkages with Other Organizations | **Number: GP-15** |
| **Policy Type:** | Governance Process | **Date Approved:** 21 September 2000<br>**Date Amended**: April 2001; June 2011; June 2017 |

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 Ends. 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**

2.1 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. APEGM Foundation Inc.**

4.1. The APEGM Foundation Inc. (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

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Council Planning Cycle and Agenda Control | **Number: GP-16** |
| **Policy Type:** | Governance Process | **Date Approved:** 11 April 2001<br>**Date Amended:** March 2002; June 2011; June 2017; December 2017 |

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 Ends policies 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 Ends 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 ends determination (for example, presentations relating to the external environment, demographic information, exploration of future perspectives which may have implications, presentations by advocacy groups, and staff).

    1.4. 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 Ends policies, and for review of the policies themselves. Monitoring reports will be provided and read in advance of the Council meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for 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 bylaws and other job products required by the Council's Job Description, the Act and the bylaws.

    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: Ends, 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 in regard to whether or not the CEO's decision complies with relevant Council policies.

## Monitoring Schedule:

### CE Monitoring

| ID | Descriptor | Report Type | Resp. | Schedule | Comments |
|---|---|---|---|---|---|
| CE-1 | Global Council-CEO Relationship | Guardian | President | Dec | Start of Council year as reminder |
| CE-2 | Unity of Control | Guardian | Councillor | Sep | Align with CEO Performance Review |
| CE-3 | Accountability of the CEO | Guardian | Exec Committee | Sep | Align with CEO Performance Review |
| CE-4 | Delegation to CEO | Guardian | VP | Sep | Policy review ahead of transition |
| CE-5 | Monitoring Executive Performance | Guardian | Past President | Dec | Start of Council year as reminder |

### GP Monitoring

| ID | Descriptor | Report Type | Resp. | Schedule | Comments |
|---|---|---|---|---|---|
| GP-1 | Global Governance Commitment | Guardian | VP | Mar | Mid-way review |
| GP-2 | Governing Style | Guardian | President | Mar | Mid-way review |
| GP-3 | Council Role and Job Description | Guardian | Councillor | May | |
| GP-4 | President's Role and Job Description | Guardian | VP | Sep | End of Council year |
| GP-5 | Vice- President's Role and Job Description | Guardian | President | Sep | End of Council year |
| GP-6 | Councillor Roles and Job Description | Guardian | Councillor | Mar | Mid-way review |
| GP-7 | Council Committee Principles | Guardian | Councillor | Mar | Mid-way review |

| | | | | | |
|---|---|---|---|---|---|
| GP-8 | Council Committee Structure | Guardian | Councillor | Mar | Mid-way review |
| GP-8.1 | Nominating Committee | Committee | Past President | Jun | Past President is normally Chair, align with nominee list |
| GP-8.2 | Past Presidents Committee | Committee | President | May | President is normally Chair, align with after normal meeting |
| GP-8.3 | Executive Committee | Committee | Exec Committee | Sep | End of Council year |
| GP-8.4 | Discipline Committee | Committee | Councillor & Chair | May | Align with E-3 |
| GP-8.5 | Investigation Committee | Committee | Councillor & Chair | May | Align with E-3 |
| GP-8.6 | National Liaisons | Committee | Councillor & Chair | Sep | End of Council year |
| GP-8.7 | Ownership Linkage Committee | Committee | Councillor & Chair | Mar | Align with Council Linkages (allow time for committee to meet) |
| GP-8.8 | Recruitment Committee | Committee | Past President | Sep | Likely never constituted, but align with CEO performance review |
| GP-8.9 | Registration Committee | Committee | Councillor & Chair | Jun | Align with E-1 |
| GP-8.10 | Continuing Competency Committee | Committee | Councillor & Chair | Mar | Align with E-2 |
| GP-8.11 | Audit Committee | Committee | Councillor & Chair | Jun | Align with presentation of the budget |
| GP-8.12 | Public Interest Review Committee | Committee | Councillor & Chair | Jan | |
| GP-8.13 | Finance Committee | TBA | TBA | TBA | TBA |
| GP-9 | Council and Committee Expenses | External | Audit Comm | May | Align with Council Budget (meeting ahead of CEO budget) |
| GP-10 | Code of Conduct | Guardian | Councillor | Sep | End of Council year |
| GP-11 | Conflict of Interest | Guardian | Councillor | Sep | End of Council year |
| GP-12 | Cost of Governance | Guardian | Councillor | May | Align with Council Budget (meeting ahead of CEO budget) |
| GP-13 | Council Member Orientation | Guardian | New Councillors | Dec | Review directly after orientation |
| GP-14 | Primary Council Linkages | Guardian | Past President | Dec | Start of Council year as reminder |
| GP-15 | Council Linkages with Other Organizations | Guardian | Councillor | Mar | Align with Ownership Linkage |
| GP-16 | Council Planning Cycle and Agenda Control | Guardian | President | Dec | Start of Council year |

ENGINEERS GEOSCIENTISTS MANITOBA

## Ends Monitoring

| ID | Descriptor | Report Type | Resp. | Schedule | Comments |
|---|---|---|---|---|---|
| E-0 | The interests of the Public of Manitoba are protected, as they relate to the practice of engineering and geoscience | CEO | CEO | Dec | Comprehensively interpreted by E-1 - E-6 |
| E-1 | Individuals who are practicing engineering and geoscience are registered and licensed | CEO | CEO | Jun | Align with Reg. Comm. Review |
| E-2 | Practitioners practice with competence and conduct themselves professionally | CEO | CEO | Mar | Align with CCC Review |
| E-3 | Unqualified persons do not practice | CEO | CEO | May | Align with Discipline and Investigation Reviews |
| E-4 | Stakeholders understand and value the contribution of the professions | CEO | CEO | Jan | |
| E-5 | Practitioners reflect the diversity of the public | CEO | CEO | Mar | |
| E-6 | Consumers have access to a reasonable supply of practitioners' services | CEO | CEO | Sep | |

## EL Monitoring

| ID | Descriptor | Report Type | Resp. | Schedule | Comments |
|---|---|---|---|---|---|
| EL-1 | Global Executive Constraint | CEO | CEO | Jan | |
| EL-2 | Treatment of Staff | Direct | HR Lead | May | CEO to provide interpretation, then HR lead to complete |
| EL-3 | Financial Planning & Budgeting | CEO | CEO | Jun | Align with presentation of the budget |
| EL-3.1 | Financial Condition | CEO/Direct | CEO/Audit | | CEO - Dec, Mar, Jun / Audit Committee - Sep |
| EL-4 | Asset Protection & Risk Management | CEO | CEO | Jan | |
| EL-5 | Interactions With Members | CEO | CEO | May | |
| EL-6 | Application of The Engineering and Geoscientific Professions Act | CEO | CEO | Mar | |
| EL-7 | Compensation and Benefits | CEO | CEO | Sep | Align with CEO Performance Review |
| EL-8 | Communication and Support to Council | CEO | CEO | Sep | Align with CEO Performance Review |
| EL-9 | Emergency Executive Succession | CEO | CEO | Dec | |

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Global Executive Constraint | **Number: EL-1** |
| **Policy Type:** | Executive Limitations | **Date Approved:** 14 February 2001<br>**Date Revised:** May 2010 |

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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Treatment of Staff | **Number:** | **EL-2** |
| **Policy Type:** | Executive Limitations | **Date Approved:** | 14 February 2001 |
| | | **Date Revised:** | May 2010 |

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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Financial Planning & Budgeting | **Number: EL-3** |
| **Policy Type:** | Executive Limitations | **Date Approved:** 14 February 2001<br>**Date Revised:** May 2010<br>**Date Amended:** March 2018 |

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

(a) deviate materially from Council-stated Ends priorities;

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

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

The CEO will not allow planning or budgeting which:

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.

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

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

2. Risks incurring those situations or conditions described as unacceptable in the Council policy "Financial Condition and Activities."

3. Fail to estimate revenues conservatively and expenses realistically.

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.

5. Endanger the fiscal soundness of future years or ignore the building of organizational capability sufficient to achieve ends in future years.

6. Fails to follow the Charitable Giving Policy approved by Council on March 15, 2018 (attached).

ENGINEERS GEOSCIENTISTS MANITOBA

# Charitable Giving Policy

Engineers Geoscientists Manitoba wishes to show a generous spirit by giving to the community on behalf of the professions through a small portion of the membership dues. The purpose of this Charitable Giving Policy is to establish a line item in the budget for charitable giving.

1. Up to 2% of annual revenue.

2. Given to non-engineering and/or non-geoscience charities.

3. Two levels of charities supported:
   - Major Charities:
     A recognized, main stream charity with a strong moral and ethical reputation in the Winnipeg community (or similar reputation in rural Manitoba). For example: CancerCare Manitoba, Heart & Stroke, Diabetes, Human Rights Museum, Winnipeg Harvest, Habitat for Humanity and similar.
   - Small Charities:
     Examples of small charities: school parent councils, minor sports teams (eg. hockey, ringette, softball, etc), clubs such as 4-H, Cubs, Brownies, Scouts, not personal or individual fundraisers.

4. Preferably, non-religious, non-ethnic. Not a “special interest group.”

5. Charity must have an office in Manitoba.

6. Donations may include non-cash items such as public service announcements in the Keystone Professional or information posted to the web-site or sent on e-news.

7. Donations may be given in memory of an exemplary PENG or PGEO member (eg. Les Wardrop, Judith Weiszmann).

8. Review the list of charities annually for the purpose of keeping up-to-date with any trends or changes occurring in the community.

9. Publish annually the “Engineers Geoscientists Manitoba In the Community” report.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Financial Condition | **Number:** | **EL-3.1** |
| **Policy Type:** | Executive Limitations | **Date Approved:** | 14 February 2001 |
| | | **Date Revised:** | May 2010 |

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 *Ends* policies.

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.

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. Acquire, encumber or dispose of real estate.

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

ENGINEERS GEOSCIENTISTS MANITOBA

**ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY**

| | | | |
|---|---|---|---|
| **Policy Name:** | Asset Protection & Risk Management | **Number:** | **EL-4** |
| **Policy Type:** | Executive Limitations | **Date Approved:** | 14 February 2001 |
| | | **Date Amended:** | March 2001 |
| | | **Date Amended:** | March 2002 |
| | | **Date Revised:** | May 2010 |
| | | **Date Amended:** | September 2017 |

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 the Council's audit or other external monitoring or advice. Engaging parties already chosen by the Council as consultants or advisers is unacceptable.

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

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

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

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

10. Invest or hold funds in unsecured instruments, including uninsured checking accounts, other than in a Chartered Bank in an amount not greater than three times the insured limit, and bonds of less than AA rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.

10.1. Make investments in the following securities: mortgages, equities, real estate holdings, foreign investments, and derivative securities (i.e. futures and options, etc.).

10.2. Allow investment practices to contradict the following Investment Policy

10.2.1. OBJECTIVES

10.2.1.1. This policy is not intended to be a rules-based policy, but rather a principles-based policy which better allows for the application flexibility and 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.

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

10.2.1.3. Idle cash is to be invested in order to generate periodic income through dividends and interest, in order to supplement ordinary income for the primary purposes of (i) reducing overall costs to members, (ii) allowing the association to engage in member-related activities at a higher level than would otherwise be possible through ordinary income alone, and (iii) to protect against inflation.

10.2.1.4. The aggregated fair market value of cash and investments should not normally fall below one year of annual cost obligations of the association, and should not normally exceed two years of annual cost obligations of the association except in extraordinary circumstances, or to accommodate for specified one-time costs.

10.2.2. RISK & RISK TOLERANCE

10.2.2.1. It is recognized that inherent risk exists in converting cash into financial instruments such as debt and equity instruments (becoming an investor) 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.

10.2.2.2. Risk levels of securities can be measured through the standard deviation or variances of the ex post returns of a particular security.

10.2.2.3. Exposure to risk may be attributable to several factors including but not exclusive to:

10.2.2.3.1. non-systematic risk such as (i) the business risk associated with the investee, (ii) ability or willingness of the investee to meet their financial obligations, (iii) fluctuations in firm value, (iv) differences between expected (ex post or advertised) and actual returns and

10.2.2.3.2. systematic risk such as (i) natural disaster, (ii) movements in the market or economy.

10.2.2.4. The association is risk averse, has a risk appetite of LOW and shall follow a conservative approach to investing.

10.2.3. RISK MITIGATION

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

10.2.3.2. 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.

10.2.3.3. Diversification of investments shall be maintained at a level that minimizes unique (non-systematic) risk and hence 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

10.2.3.4. 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 offset through portfolio efficiency (Modern Portfolio Theory)

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

10.2.4. INVESTMENT VEHICLES

10.2.4.1. Investments in Capital Assets in order to maintain and expand ongoing operations of the association are permitted given that the investment is expected to generate or maintain returns in the form of membership dues or other revenues, or that the investment generates non-financial returns that increase value or benefits for stakeholders (i.e. members, the profession as a whole and the general public).

10.2.4.2. 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.

10.2.4.3. 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 mix of money market securities (short-term debt instruments) and capital market securities (long-term debt instruments and equity securities with no maturity) 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.

10.2.5. MEASUREMENT AND RECORDING

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

10.2.5.2. 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.

10.2.5.3. 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.

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

10.2.5.5. 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.

10.2.5.6. 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."*

10.2.5.7. 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.

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

12. Endanger the organization's public image, credibility, or its ability to accomplish Ends.

13. Change the organization’s name or substantially alter its identity in the community.

14. Create or purchase any subsidiary corporation.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Interactions With Members | **Number:** | **EL-5** |
| **Policy Type:** | Executive Limitations | **Date Approved:** 11 April 2001<br>**Date Revised:** May 2010 | |

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 Ends.

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

4. Fail to establish with members a clear understanding of 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Application of The Engineering and Geoscientific Professions Act | **Number: EL-6** |
| **Policy Type:** | Executive Limitations | **Date Approved:** 11 April 2001<br>**Date Revised:** May 2010 |

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 Bylaws 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 Bylaws, 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 Bylaws.

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, Bylaws, and policies of the Association.

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

6. Omit from Council’s Consent Agenda appointees for the Registration, Investigation, and Discipline Committees who meet the requirements of the Act.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Compensation and Benefits | **Number:** | **EL-7** |
| **Policy Type:** | Executive Limitations | **Date Approved:** 11 April 2001<br>**Date Revised:** May 2010 | |

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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Communication and Support to Council | **Number: EL-8** |
| **Policy Type:** | Executive Limitations | **Date Approved:** 14 February 2001<br>**Date Amended:** June 2001<br>**Date Revised:** June 2010 |

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, Bylaw, 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 Ends or Executive Limitations policy, regardless of the Council's monitoring schedule.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Emergency Executive Succession | **Number: EL-9** |
| **Policy Type:** | Executive Limitations | **Date Approved:** 14 February 2001<br>**Date Amended:** June 2001<br>**Date Revised:** June 2010<br>**Date Revised:** January 2018 |

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 to enable either to take over with reasonable proficiency as an interim successor.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Global Council-CEO Relationship | **Number: CE-1** |
| **Policy Type:** | Council-CEO Relationship | **Date Approved:** 14 February 2001<br>**Date Amended:** June 2011<br>**Date Amended:** January 2012<br>**Date Amended:** March 2012 |

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

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Unity of Control | **Number:** | **CE-2** |
| **Policy Type:** | Council-CEO Relationship | **Date Approved:** | 14 February 2001 |
| | | **Date Amended:** | June 2011 |
| | | **Date Amended:** | January 2012 |
| | | **Date Amended:** | March 2012 |

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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Accountability of the CEO | **Number:** | **CE-3** |
| **Policy Type:** | Council-CEO Relationship | **Date Approved:** | 14 February 2001 |
| | | **Date Amended:** | June 2011 |
| | | **Date Amended:** | January 2012 |
| | | **Date Amended:** | March 2012 |

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 Ends and compliance with Executive Limitations will be viewed as successful CEO performance. Therefore, the CEO's job shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | | |
|---|---|---|---|
| **Policy Name:** | Delegation to CEO | **Number:** | **CE-4** |
| **Policy Type:** | Council-CEO Relationship | **Date Approved:** | 14 February 2001 |
| | | **Date Amended:** | September 2005 |
| | | **Date Amended:** | June 2011 |
| | | **Date Amended:** | January 2012 |
| | | **Date Amended:** | March 2012 |

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

Accordingly:

1. The Council will develop these policies systematically from the broadest, most general level to more defined levels.
   - 1.1 The Ends policies 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 Ends 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 Ends 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 Ends 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.

ENGINEERS GEOSCIENTISTS MANITOBA

| ENGINEERS GEOSCIENTISTS MANITOBA COUNCIL POLICY | | |
|---|---|---|
| **Policy Name:** | Monitoring Executive Performance | **Number: CE-5** |
| **Policy Type:** | Council-CEO Relationship | **Date Approved:** 14 February 2001<br>**Date Amended:** October 2002<br>**Date Amended:** December 2002<br>**Date Amended:** January 2005<br>**Date Amended:** June 2011<br>**Date Amended:** January 2012<br>**Date Amended:** March 2012<br>**Date Amended:** May 2015<br>**Date Amended:** June 2017<br>**Date Amended:** January 2018 |

Systematic and rigorous monitoring of CEO job performance will be solely against the expected CEO job outputs: (a) organizational accomplishment of Council policies on Ends; 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 *(attached).*
5. A formal evaluation of the CEO by the Council will occur annually, based on the achievement of the Council's *Ends* Policies and compliance with its *Executive Limitations* policies. This formal evaluation will be conducted as a summative evaluation of previous regular Ends and EL monitoring data for the year.