

Society Board Meeting Report

At the meeting of the Board of Directors on May 6, 2008 the following decisions and reports were made:

Approval of agenda/declaration of conflicts

No conflicts were declared.

Election of Officers

The Board moved in camera for the election of officers. The CEO, Angela Shama acted as scrutineer for the election process.

The following individuals will serve as officers on the Board for the 2008-2009 term:

Michael Monette, P.Eng., Chair
Steven Rose, P.Eng., Vice Chair
John Schindler, P.Eng., Treasurer
Annette Bergeron, P.Eng., Secretary

Daniel Young, P.Eng. remains as Past Chair, ex-officio non-voting member.

Resolution to Destroy Ballots

As a matter of procedure, Broadridge Investor Communication Solutions, Canada, the agency that oversaw the ballot process for the Society's 2008 election, requires direction from the Board in order to be able to destroy the ballots from that election...

The Board approved instructing Broadridge Investor Communication Solutions, Canada to destroy the ballots for the Society's 2008 election.

Audit and Investments Committee

The Society's bylaws state that there, "shall be an Audit and Investments Committee, consisting of the Treasurer of the Society, who shall be the chair of this Committee, and two (2) other directors appointed by the Board. This Committee shall review the results of the external audit of the Society's finances and monitor the Society's internal financial control procedures, reserves and investments. The further duties of the Audit and Investments Committee shall be established from time to time by the Board.

The Terms of Reference for this committee were established by the Board and include establishing investment policies for Society funds and providing direction to the Society's investment counsel.

Valerie Davidson and Alourdes Sully were appointed and are now members of the Audit and Investments Committee and John Schindler, as the Society's Treasurer, shall be the Chair of this committee.

Human Resources Committee

The Society's bylaws state that there "shall be a Human Resources Committee, consisting of the Chairperson, who shall be the chair of this Committee, and two (2) other directors appointed by the Board. This Committee shall monitor the compensation structure, including benefits, for employees of the Society and the compensation of the Chief Executive Officer. The further duties of the Human Resources Committee shall be established from time to time by the Board."

William Goodings and John Schindler were appointed and are now members of the Human Resources Committee and Michael Monette, as the Society's Chair, shall be the Chair of this Committee.

Executive Committee

Bylaw No. 2 item 6.9.1 (a) describes the Executive Committee as follows:

In accordance with the provisions of the Corporations Act, there shall be an Executive Committee comprised of five (5) voting directors, being the officers of the Society who are also voting directors on the Board and such other voting directors of the Society as determined by the Board. If the Past Chair is an ex officio non-voting director of the Board, he or she shall also be an ex officio non-voting member of the Executive Committee. In addition, the Chief Executive Officer shall be an ex officio non-voting member of the Executive Committee. The Chair of the Society shall be the chair of the Executive Committee. The Board may delegate to the Executive Committee any of the powers of the Board, subject to the restrictions, if any, contained in the Bylaws or imposed from time to time by the Board.

It was noted that the officers of the Society are Michael Monette, Steven Rose, John Schindler and Annette Bergeron and they will therefore sit on the Executive Committee. Danny Young and Angela Shama will also sit on the Executive Committee as ex-officio non-voting members. Nadine Miller was appointed as the fifth voting member of the Executive Committee.

Nominations Committee

The Society's bylaws state that there shall be a Nominations Committee, consisting of a director who is not up for re-election, who shall be the chair of this Committee, and four (4) Professional members appointed by the chair of this Committee, subject to approval by the Board. No member of this Committee may be nominated for election as a director. This Committee shall be responsible for preparing a slate of candidates for election to the Board in any given term according to the principle that those candidates selected must effectively represent the broad

interests and regions of the Society. It shall be the express mandate of the Nominations Committee to ensure that a full slate of candidates are nominated to fill the exact number of available positions on the Board. The further duties of the Nominations Committee shall be established from time to time by the Board.

Steven Rose was appointed and is now the Chair of the Nominations Committee.

Finance Committee

At the Executive Committee meeting of May 15, 2003, it was recommended that the Board consider creating a Finance Committee as a sub-committee of the Audit and Investments Committee.

The Finance Committee shall consist of the Treasurer (Chairperson of the Audit and Investments Committee), and two (2) other directors appointed by the Board. The purpose of the Finance Committee is primarily to monitor the financial status of the Society on a regular basis. The Finance Committee is accountable to and reports directly to the Society's Board.

William Goodings and James Maltby volunteered and are now members of the Finance Committee and John Schindler, as the Society's Treasurer, shall be the Chair of this Committee.

Joint Relations Committee

The Joint Relations committee was created in April 2004 to build relationships between the leaders of the Ontario Society of Professional Engineers (OSPE) and Professional Engineers Ontario (PEO), to facilitate the exchange of information between the two organizations, to identify issues and facilitate cooperation between the two organizations in areas of mutual interest/concern and to provide a forum for the discussion and informal resolution of potential areas of conflict between the two organizations.

The Committee will consist of the President and Chair plus two other Directors of OSPE, the Chief Executive Officer of OSPE, the President and two other Councillors of PEO and the Chief Executive Officer of PEO.

It was noted that traditionally the Chair, Past Chair and Vice Chair would sit on this committee. It was therefore agreed that Michael Monette, Danny Young and Steven Rose remain members of the Joint Relations Committee.

Directors' Questions

V. Davidson and A. Shama noted that due to recent staff changes the March statements have taken longer to prepare but are now complete and will be presented at the next Finance Committee meeting.

It was agreed that a list of all committees and their members should be circulated to members of the Board prior to the next meeting for review.

W. Goodings suggested forming a by-law review committee to review the Society's by-laws in depth.

A. Shama reported that the Strategic Planning Group is looking at the existing OSPE and PEO issues. She mentioned that a draft report has been written and will be presented to the Board at the next meeting. Any comments and/or questions should be directed to the Chair, M. Monette or to A. Shama.

M. Monette noted that the Human Resources Committee has met and all duties have been duly performed prior to tonight's Board meeting.