

# TERMS OF REFERENCE

## Operational Committees

### 1. PURPOSE

The committees' objectives are to support the chief executive officer in achieving the purposes of Engineers Canada *to uphold the honour, integrity, and interests of the engineering profession by supporting consistent high standards in the regulation of engineering, encouraging the growth of the profession in Canada, and inspiring public confidence*, by completing their assigned charges. Committee members are expected to maintain awareness of issues pertaining to their work in order to assist the chief executive officer in horizon-watching.

### 2. AUTHORITY

2.1. The committees have authority to:

- a) organize themselves to complete their charges,
- b) create working groups to complete tasks within the committee year, within allocated resources, and
- c) deal directly with regulators and other stakeholders<sup>1</sup>.

2.2. The committees have no authority to:

- a) speak on behalf of the chief executive officer or Engineers Canada,
- b) change policies or official position statements, or
- c) spend or commit funds, other than funds which are specifically allocated.

### 3. COMMITTEE COMPOSITION

3.1. Composition and selection of members

The chief executive officer will appoint a chair and vice chair and assign a manager to support the committee.

In consultation with the chair, manager and responsible vice president, the chief executive officer will determine the number of members and the expertise required to complete the assigned charges.

Individuals with expertise and interest may be invited to serve as members on committees. Consideration will be given to balanced representation and linkages, as

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<sup>1</sup> Ensuring that there is a clear distinction between exploratory discussions and official positions.



much as possible.

Membership will respect the objectives established in *Board policy 8.2 Diversity and inclusion*.

3.2. Filling vacancies

Vacancies may be filled in mid-term to ensure expertise and capacity.

3.3. Term of service

Committee appointments are for one-year terms to a maximum of five (5) years.

Chair and vice-chair appointments are for one-year terms to a maximum of three (3) years. The maximum term of five (5) years for committee membership may be extended so the chair can complete their three-year maximum.

Members may be reappointed at the discretion of the chief executive officer, balancing the need for continuity with the need to refresh the committee. Appointments are effective July 1.

3.4. Observers and experts

Observers and experts may be invited on an *ad hoc* basis to assist the committees.

#### 4. Records

All committees and task forces will:

- a. Develop and maintain an annual work plan with specific deliverables and deadlines;
- b. Maintain written minutes of their meetings and proceedings;
- c. Report annually to the chief executive officer on the achievement of their assigned responsibilities and any outcomes or actions assigned to it.

Committee records shall be maintained by the assigned manager.

#### 5. Expenses

Committee members are authorized to incur expenses related to committee meetings in accordance with [FI-1 Travel and Expense Reimbursement Policy](#).



## **6. Conflict-of-interest disclosure**

Members must declare conflicts of interest prior to discussions or at any time a conflict of interest or potential conflict of interest arises.

A conflict of interest refers to situations in which personal, occupational or financial considerations may affect or appear to affect the objectivity or fairness of decision related to the committee activities. A conflict of interest may be real, potential or perceived in nature. Individuals must declare potential conflicts to the chair of the committee and must either absent themselves from the discussion and voting or put the decision to the committee on whether they should absent themselves.

## **7. Code of Conduct**

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

## **8. Role of committee chairs**

Chairs work closely with Engineers Canada staff and provide leadership to their committees. They are responsible for:

1. chairing meetings and setting their agenda,
2. reviewing committee minutes and briefing notes,
3. developing, monitoring, and delivering on the work plan, with support from staff,
4. directing committee deliberations that are timely, fair, orderly, thorough, and efficient, and
5. Addressing issues arising with and between committee members.

