

FFE-0304-3

**MINUTES OF THE ANNUAL GENERAL MEETING
OF ONTARIO PROFESSIONAL ENGINEERS
FOUNDATION FOR EDUCATION
HELD AT 25 SHEPPARD AVENUE WEST, SUITE 1000
TORONTO, ONTARIO
ON MONDAY, MARCH 25, 2002**

PRESENT:

J. D. Adams, P.Eng.	B. Matthews, P.Eng.
C. S. Cantlie, P.Eng.	K. C. McMartin, P.Eng.
B. Caplan	N. Monsour, P.Eng.
A. A. Cecutti, P.Eng.	G. Nawaz, FCA
M. Chan, P.Eng.	M. H. Perera, P.Eng.
T. Chessell	W. L. Proulx, CET
B. E. Clarida, P.Eng.	T. Sivalingham, C.Eng.
G. R. Comrie, P.Eng., Chair	R. S. Sparrow, CGA
P. M. DeVita, P.Eng.	A.R. Warner, P.Eng.
D. Dixon, P.Eng.	R. H. Weldon, P.Eng.
B. Ennis, P.Eng.	D. L. Wilson, P.Eng.
I. F. Eng, P.Eng.	B. Yang, P.Eng.
P. R. Frise, Ph.D., P.Eng.	J. F. Zuccon, P.Eng.
S. Jack, P.Eng.	
D. Iliescu, P.Eng.	
K. G. Lopez, P.Eng.	
A. K. Lucas, P.Eng.	

GUESTS:

C. Mucklestone
K. Sharp, CA
W. K. Bilanski, Ph.D., P.Eng.

REGRETS:

D. Crosby, P.Eng.
R. Furst, P.Eng.
R. A. Fraser, Ph.D., P.Eng.
N. E. Hill, P.Eng., LL.B
D. Marmora, P.Eng.
L. M. Prince, CA.
C. Redden
J. D. Reid, P.Eng.
N. S. W. Williams, Ph.D., P.Eng.

1.0 CALL TO ORDER

The Chair convened the meeting at 8:35 a.m. and welcomed everyone.

2.0 **APPROVAL OF AGENDA**

The Chair advised the members of the Foundation that they should be referring to the revised agenda (FFE-1R) which supercedes the version that was circulated with the agenda package.

Moved by K. G. Lopez, seconded by D. Dixon

That Council approve the revised Agenda and authorize the Chair to suspend the regular order of business as required.

MOTION CARRIED

3.0 **APPROVAL OF MINUTES**

Moved by D E. Iliescu, seconded by B. E. Clarida

That the Minutes of the 2000 Annual General Meeting held on March 26, 2001 be approved.

MOTION CARRIED

4.0 **AMENDMENT TO BY-LAW NO. 1**

The Chair referred to Appendix FFE-3, and discussed the text of the By-Law, clarifying the matter of eligibility, and the preference to have the membership term expire as of the next annual general meeting, regardless of the member's status on PEO Council or staff.

Moved by K. G. Lopez, seconded by W. L. Proulx

BE IT RESOLVED that By-Law No. 1, Section 16(c) be amended by deleting the words

“he shall thereupon cease to be a member of the Corporation”

and substituting the words

he shall cease to be a member of the corporation as of the next annual general meeting”.

The Chair invited questions or comments, which were responded to by C. S. Cantlie and B. Caplan.

B. E. Clarida questioned the use of the word “he” in the By-Law. It was explained that it would be necessary to review the By-Law in its entirety to catch all such instances and other minor areas requiring amendment. The Board was encouraged to undertake such a review in the coming year.

The Chair called the question on the By-Law amendment.

**MOTION CARRIED
(Opposed: 3)**

5.0 **ELECTION OF DIRECTORS**

Mr. Comrie referred to the Roster of members of the Foundation, listed on Appendix FFE-4. The Chair clarified the procedure for the election of directors.

The Chair introduced the current seven directors:

G. R. Comrie
C. S. Cantlie
K. G. Lopez
N. Monsour
S. Jack
L. M. Prince (absent)
B. Caplan

He advised that all seven members have indicated a willingness to continue for another term and are eligible for re-election.

Moved by A. A. Cecutti, seconded by B. E. Clarida

That the existing Board members be reappointed for another term.

Mr. Comrie asked if there were additional nominations. D. L. Wilson offered his name as a candidate should an opening present itself. The chair thanked Mr. Wilson.

The Chair commented that it is possible to increase the number of Board members from seven to eight.

Discussion followed concerning increasing the number of members of the Board.

Moved by P. M. DeVita, seconded by N. Monsour

That the motion be amended to increase the number of Directors by one, to a total of eight, and that D. L. Wilson's name be added to the slate.

AMENDMENT CARRIED

The Chair called the question on the amended motion.

AMENDED MOTION CARRIED

6.0 **FINANCIAL STATEMENTS FOR YEAR ENDING
DECEMBER 31, 2001**

Mr. Comrie referred to Appendix FFE-5, the Financial Statements as at December 31, 2001.

Moved by N. Monsour, seconded by K. G. Lopez

That the Financial Statements for the year ended December 31, 2001, be approved as circulated.

**MOTION CARRIED
UNANIMOUSLY**

7.0 **APPOINTMENT OF AUDITORS**

The Chair noted that the auditors, Deloitte & Touche, are the same auditors that are engaged by the Professional Engineers of Ontario.

Moved by J. D. Adams, seconded by B. E. Clarida

That Deloitte and Touche be appointed Auditors for the Foundation for the year 2002.

**MOTION CARRIED
UNANIMOUSLY**

8.0 **APPOINTMENT OF BANK**

The Chair called for a motion to retain the Toronto-Dominion Bank as the Foundation's banker.

Moved by P. R. Frise, seconded by B. Caplan

That the Toronto-Dominion Bank continue as the Foundation's banker.

**MOTION CARRIED
UNANIMOUSLY**

9.0 **ANNUAL REPORT OF THE BOARD OF DIRECTORS**

G. R. Comrie reported that the Board has been quite active this year, in looking at various aspects of the Foundation's performance, including ways in which to get an increase in donations. Mr. Comrie commented that the Report also includes information on the Scholarship program, as well as the Annual Report of the Benevolent Fund, prepared by S. Jack.

Moved by K. G. Lopez, seconded by B. Caplan

That the Annual Report of the Board of Directors be received.

**MOTION CARRIED
UNANIMOUSLY**

N. Monsour referred to his recent attendance at several award presentations at Carleton University, McMaster University, and the University of Ottawa. Next week, he will be attending one at Western University.

Referring to the Financial Statements, D. Dixon questioned the matter of charge-backs for PEO staff time contributed to the Foundation. C. S. Cantlie responded that it is important to recognize the cost of staff services contributed, but that these costs are not being accounted for yet. It has been generally agreed that this in-kind contribution will likely be withdrawn at some point in the future.

B. E. Clarida asked what measures are in place to track the success of the Board's area of focus in the coming year.

He anticipated that performance measures would be established in the future. The Chair referred to the Communications Plan adopted by the Board.

- ◆ new logo at the top of the Agenda page
- ◆ articles in Engineering Dimensions
- ◆ ads are being planned to increase awareness amongst both the membership and the stakeholders outside the Foundation.
- ◆ plans to revise and reprint the Scholarship Program brochure

The Chair mentioned that the area of governance would be discussed later in this meeting.

B. Caplan commented on her communications with the various universities.

Mr. Clarida suggested that a mail-out to the PEO Chapter Education Coordinators would help get exposure to students.

10.0 **EXPANSION OF MEMBERSHIP IN THE FOUNDATION FOR EDUCATION**

C. S. Cantlie suggested that this issue, while on the agenda to trigger discussion might be better dealt with in a Special Meeting of Members for discussion and consensus on the proposal.

Mr. Comrie responded by noting that the membership as now defined in the By-Law is very restrictive. The goal was to create a membership that is more representative of the Foundation's stakeholders. The Chair referred to the survey in which 84% of the respondents (19) supported expanding the membership.

Moved by P. M. DeVita, seconded by K. G. Lopez

That the Members of the Foundation for Education approve, in principle, expanding eligibility for membership to include organizations and individuals with a demonstrable interest in the training and education of professional engineers or promotion of basic science and technology education.

Mr. Monsour expressed his view that he was not in favour of expanding the Foundation's membership beyond OSPE.

Mr. DeVita proposed an amendment to the motion.

Moved by P. M. DeVita, seconded by the A. K. Lucas

That the Members of the Foundation for Education approve, in principle, expanding eligibility for membership to The Ontario Society of Professional Engineers.

The Chair asked if there was any discussion on the amendment.

B. Caplan commented that the Scholarship Program needs a higher profile. As well, the Foundation is looking at authorization to explore other possibilities. OSPE participation is valid, and efforts should be made to learn what OSPE is willing to contribute.

A. K. Lucas expressed concern that, if other organizations are approached, they' will want something back for their involvement.

The Chair called for a vote on the amendment

AMENDMENT DEFEATED

The Chair called the question on the original motion.

MOTION CARRIED

12.0 **ADJOURNMENT**

Moved by P. R. Frise, seconded by B. Caplan

That the meeting be adjourned.

**MOTION CARRIED
UNANIMOUSLY**

B. Caplan, Secretary