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

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## **DEFINITIONS**

### **OWNERS<sup>1</sup>**

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<sup>1</sup>**

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

### **REASONABLE INTERPRETATION<sup>2</sup>**

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 rationale 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.

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<sup>1</sup> Definitions from the International Policy Governance Association Glossary.

<sup>2</sup> Definition from Policy Governance Workbook from Richard Stringham.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

<b>Policy Name:</b>	<b>Mega-End</b>	<b>Number:</b>	<b>E-1</b>
<b>Policy Type:</b>	<b>Ends</b>	<b>Date Approved:</b>	<b>11 April 2001</b>
		<b>Date Replaced:</b>	<b>15 Sept 2004</b>

**Engineers Geoscientists Manitoba exists so that the public interest is protected and promoted through the professional excellence of engineers and geoscientists who have the privilege to self-regulate.**

*More specifically and in order of priority, this is further defined as the following 2<sup>nd</sup> level Ends:*

- E-2 Members Practice with Competence and Ethical Conduct.**
- E-3 Members Work Within and Value A Self-Regulating Profession.**
- E-4 Government and Regulators Understand and Support the Role of Engineers Geoscientists Manitoba.**
- E-5 Under-Represented Groups that Reflect the Whole Diversity of the Public are Valued as Members**
- E-6 Educational Institutions Engage in a Mutually Supportive Relationship with Engineers Geoscientists Manitoba.**
- E-7 The Public Understands and Values the Contribution of the Professions.**

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

**Policy Name: Competent Practice and Ethical  
Conduct**

**Number: E-2**

**Policy Type: Ends**

**Date Approved: 11 April 2001**

**Date Amended: 10 April 2002**

**Date Amended: 15 Sept 2004**

The End “**competent practice and ethical conduct**” is further interpreted to include or require, but is not limited to:

1. Students and MITs are educated and trained to a high standard..
2. Members have opportunities for networking, professional development and the exchange of knowledge.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

**Policy Name:** **Members Work Within and Value a Self-Regulating Profession.**      **Number: E-3**

**Policy Type:**      Ends

**Date Approved: 11 April 2001**

**Date Amended: 10 April 2002**

**Date Replaced: 15 Sept 2004**

**Date Amended: 20 January 2005**

The End “**Members work within and value a self-regulating profession**” is further interpreted to include or require, but is not limited to:

1. All practicing engineers and geoscientists are registered or licensed.
  - 1.1 Potential members experience efficient registration or licensure
  - 1.2 Qualified professionals experience a seamless registration process across Canada and internationally.
2. Members are assured of effective mechanisms for promoting and enforcing compliance with the Act.
3. Members investigate complaints and apply discipline in instances of non-compliance with the Act.
4. Practitioners of emerging technologies are appropriately integrated into the professions.
5. Members are engaged through effective communication.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

<b>Policy Name:</b>	<b>Government and Regulators Understand and Support the Role of Engineers Geoscientists Manitoba.</b>	<b>Number: E-4</b>
<b>Policy Type:</b>	<b>Ends</b>	<b>Date Approved: 11 April 2001 Date Amended: 10 April 2002 Date Replaced: 15 Sept 2004</b>

The End **“Government and regulators understand and support the role of “Engineers Geoscientists Manitoba”** is further interpreted to include or require, but is not limited to:

1. The provincial government will provide clearly defined regulatory authority.
2. Governments dialogue with the professions in developing public policy and codes and standards.
3. Related professions and occupations agree to an integrated regulatory framework.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

<b>Policy Name:</b>	<b>Under-represented Groups that Reflect the Whole Diversity of the Public are Valued as Members</b>	<b>Number: E-5</b>
<b>Policy Type:</b>	<b>Ends</b>	<b>Date Approved: 11 April 2001 Date Amended: 10 April 2002 Date Replaced: 15 Sept 2004</b>

The End “**Under-represented groups that reflect the whole diversity of the public are valued as members**” is further interpreted to include or require, but is not limited to:

1. Persons from diverse groups holding qualifications that are not accredited or otherwise recognized as equivalent to the national recommendations for academic qualification are supported with appropriate policies to facilitate registration or licensure.
2. Persons from diverse groups have opportunities to network & address issues.
3. Persons from diverse groups are encouraged to consider a career in the professions.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

**Policy Name:** Educational Institutions Engage in a Mutually Supportive Relationship with Engineers Geoscientists Manitoba. **Number:** E-6

**Policy Type:** Ends

**Date Approved:** 11 April 2001  
**Date Amended:** 10 April 2002  
**Date Replaced:** 15 Sept 2004  
**Date Amended:** 20 January 2005

The End “**Educational institutions engage in a mutually supportive relationship with “Engineers Geoscientists Manitoba”**” is further interpreted to include or require, but is not limited to:

1. Practitioners in emerging and traditional areas of academia are appropriately recognized as qualified for registration.
2. Post-secondary institutions promote registration to students and graduates.
3. High schools promote the professions as rewarding careers.
4. All Manitobans have access to engineering and geosciences education.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

**Policy Name:** The Public Understands and Values the Contributions of the Professions.

**Number:** E-7

**Policy Type:** Ends

**Date Approved:** 15 September 2004

The End “**The public understands and values the contributions of the professions.**” is further interpreted to include or require, but is not limited to:

1. The public understands the competency and ethics of practitioners.
2. The public perceives the professions as having a leading role in protecting public interest.
3. Consumers have access to a reasonable supply of practitioners’ services.
4. Consumers of engineering and geoscience services provide fair compensation to practitioners.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

<b>Policy Name:</b>	Global Governance Commitment	<b>Number:</b> GP-1
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> May 9, 2000
		<b>Date Amended:</b> 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Governing Style	<b>Number:</b>	<b>GP-2</b>
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b>	May 9, 2000
		<b>Date Amended:</b>	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  
COUNCIL POLICY**

<b>Policy Name:</b>	Council Role and Job Description	<b>Number:</b> GP-3
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> May 9,2000
		<b>Date Amended:</b> 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  
COUNCIL POLICY**

<b>Policy Name:</b>	President's Role and Job Description	<b>Number:</b> GP-4
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> September 12, 2000
		<b>Date Amended:</b> April 2001; May 2010; June 2011

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:
  - 3.1 Collaborate with the CEO in the fulfilment of the Presidential responsibilities.
  - 3.2 Assist in the development of the President-Elect for the President's role.
  - 3.3 Inform the President-Elect of key governance activities, processes and events.
4. The President may delegate this authority, but remains accountable for its use.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

<b>Policy Name:</b>	Vice- President's Role and Job Description	<b>Number:GP-5</b>
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> June 2011
		<b>Date Amended:</b>

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  
COUNCIL POLICY**

**Policy Name:** Governance Succession

**Number:** GP-6

**Policy Type:** Governance Process

**Date Approved:** 09 May 2001

**Date Amended:** March 2002; June 2011

In keeping with its commitment to governance excellence, the Council shall strive to solicit for positions on the Council candidates who have characteristics that support the ends and core values of the organization and that will enable them to govern, not to manage, the organization.

Additionally, Council shall strive for the broadest range of candidate characteristics and perspectives taking into consideration: discipline, industry, geography, gender and demographics.

Characteristics of Council candidates will include:

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 and (c) they are willing to actively seek to access and understand that diversity.
2. Ability to think in terms of systems and context – to see the big picture.
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.
4. Moral courage and the willingness to value reasonable risk and innovation that furthers the organization.
5. Willingness to delegate the operational detail to others.
6. Ability and willingness to deal with the vision and the long term, rather than the day to day details.
7. Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
8. Willingness and commitment to honour Council policies and decisions.
9. Commitment to withhold judgments in the absence of previously stated criteria.
10. Willingness to engage in the orientation, training and ongoing study and application of the Policy Governance® system of governance.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

<b>Policy Name:</b>	Council Committee Principles	<b>Number:</b> GP- 7
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> 11 April 2001
		<b>Date Amended:</b> 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Council Committee Structure	<b>Number:</b>	<b>GP-8</b>
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b>	11 April 2001
		<b>Date Amended:</b>	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  
COUNCIL POLICY**

<b>Policy Name:</b>	Nominating Committee Terms of Reference	<b>Number:</b> GP- 8.1
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> 11 April 2001
		<b>Date Amended:</b> March 2002, April 2005, Sept 2006, June 2011, Sept 2012, May 14, 2015, March 17, 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  
COUNCIL POLICY**

**Policy Name:** Past Presidents Committee  
Terms of Reference

**Number:** GP- 8.2

**Policy Type:** Governance Process

**Date Approved:** 09 May 2001

**Date Amended:** February 2003; June 2011

**1. Product:**

- 1.1 Advice to Council, based on their wisdom and historical knowledge, on selected issues, at the request of Council, 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  
COUNCIL POLICY**

**Policy Name:** Executive Committee  
Terms of Reference

**Number:** GP- 8.3

**Policy Type:** Governance Process

**Date Approved:** 09 May 2001

**Date Amended:** April 2005;  
January 2008; June 2011, March 12, 2015

**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 CEO monitoring reports on policies EL-3 (Financial Planning) and EL-3.1 (Financial Condition).

**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  
COUNCIL POLICY**

<b>Policy Name:</b>	Discipline Committee Terms of Reference	<b>Number:</b> GP- 8.4
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> 12 Sep 2001
		<b>Date Amended:</b> April 2005; June 15, 2011, June 20, 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Investigation Committee Terms of Reference	<b>Number:</b>	<b>GP- 8.5</b>
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b>	March 8, 2007
		<b>Date Amended:</b>	June 15, 2011, June 20, 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**

- 6.1 The term of office is normally two years and is renewable for consecutive appointments.
- 6.2 The duration of an appointment to the chair is normally one year and is renewable for consecutive appointments.

#### **5. Meetings**

6. 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.
7. 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<sup>1</sup> – The use of the word act in these terms of reference means The Engineering and Geoscientific Professions Act

Member<sup>2</sup> – 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<sup>3</sup> – The term Council in these terms of reference means the Council of the Association.

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**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

<b>Policy Name:</b>	National Liaison Committee Terms of Reference	<b>Number:</b>	<b>GP- 8.6</b>
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b>	<b>18 June 2003</b>
		<b>Date Amended:</b>	January 2004; March 2004; June 2011

**1. Products:**

- 1.1 Advice, reflective of Council decisions, for the persons representing the Association on the Boards of Directors and at the Meetings of Members of Engineers Canada and Geoscientists Canada.
- 1.2 When requested, provide policy options for the Council's consideration on liaison initiatives from, or directed to, nationally based organizations whose objects and activities are germane to the governance and regulation of the practices of professional engineering and professional geoscience.

**2. Authority**

- 2.1 The Committee has no authority to expend or commit Association funds.
- 2.2 The person appointed by the Council to serve as the Manitoba Director on the Board of Directors of Engineers Canada and the person appointed by the Council to serve as the Manitoba Director on the Board of Directors of Geoscientists Canada have a responsibility to put forward the position communicated by the Council on any issue that may be before the Board, and having done so, are then authorized to vote as, in his or her judgment, is best for engineering or geoscience in Canada.

**3. Composition**

- 3.1 The person appointed by the Council and serving as the Manitoba Director on the Board of Directors of Engineers Canada.
- 3.2 The person appointed by the Council and serving as the Manitoba Director on the Board of Directors of Geoscientists Canada.
- 3.3 The President, who will normally also serve as Chair.
- 3.4 The President Elect.
- 3.5 The Past-President.
- 3.6 The CEO as ex-officio.

#### **4. Term of Office**

- 4.1 The term of office of the person appointed by the Council to serve as the Manitoba Director on the Board of Directors of Engineers Canada and the person appointed by the Council to serve as the Manitoba Director on the Board of Directors of Geoscientists Canada:
- i. nominally two years, extendable once by a maximum period of one year;
  - ii. to be reviewed at approximately 18 months into the term; and
  - iii. can be extended beyond the third year to complete any current term on the Executive Committee of the national organization.
- 4.2 The term of office of all of the other committee members is concurrent with their office in the Association.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

<b>Policy Name:</b>	Ownership Linkage Committee Terms of Reference	<b>Number:</b> GP- 8.7
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> 15 September 2004
		<b>Date Amended:</b> June 15, 2011

**1. Products:**

- 1.1 For council consideration, to plan and prioritize for the council year, ownership linkage opportunities by November 30<sup>th</sup> annually.
- 1.2 List of contacts and methodologies for each target group.
- 1.3 Delivery of the Ownership Linkage content for that particular agenda segment of each Council meeting

**2. Authority**

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

**3. Composition**

- 3.1 President, Past 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 Committee members will self-select the Chair

**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  
COUNCIL POLICY**

**Policy Name:** Recruitment Committee  
Terms of Reference

**Number:** GP- 8.8

**Date Approved:** 20 January 2004

**Policy Type:** Governance Process

**Date Amended:** June 15, 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  
COUNCIL POLICY**

**Policy Name:** Registration Committee  
Terms of Reference

**Number:** GP- 8.9

**Policy Type:** Governance Process

**Date Approved:** 11 October 2006

**Date Amended:** June 15, 2011

## **1. Products:**

- 1.1 Reports to Council listing those accepted for membership, licensed or enrolled as a member-in-training.
- 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 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Continuing Competency Committee Terms of Reference	<b>Number:</b> GP- 8.10
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> June 15, 2011

## **1. Products**

- 1.1. Timely response to requests for interpretation from the membership regarding Continuing Professional Development (CPD) Program.
- 1.2. A package of proposed changes to the CPD Program (as required) to be issued to the council prior to its June meeting.
- 1.3. Timely handling of Applications for Abatement, Applications for Resumption of Practice, and Applications for Resumption of Practice of a Retired Member by
  - 1.3.1. Reviewing the applications, and
  - 1.3.2. Commenting or accepting the applications.
- 1.4. Timely recommendations to the CEO on matters that may affect the regulation of the profession.
- 1.5. Timely preparation and publishing of Interpretation Notes on Continuing Professional Development reporting items.
- 1.6. With the assistance of the Director of Professional Standards, review the compliance of members to the CPD Program and make available to Council a report on the compliance of members.
- 1.7. The Chair provides a report to Council on the members of the Continuing Competency Committee (CCC) including the names of members whose appointments are due to expire as well as their eligibility for re-appointment. The Chair may make recommendations to Council in confidence regarding the re-appointment or termination of appointees.

## **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. 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  
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 to those that could be reasonably expected with the organization.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

<b>Policy Name:</b>	Council and Committee Expenses	<b>Number:</b> GP- 9
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b> 12 Sep 2001
		<b>Date Amended:</b> April 2002; June 2011

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 Manitoba government per kilometre rate for the distance travelled by the normal route.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

<b>Policy Name:</b>	Code of Conduct	<b>Number:</b>	<b>GP- 10</b>
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b>	13 June 2000
		<b>Date Amended:</b>	April 2001; May 2005; June 2011

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.
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 shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Council meeting. The complaining party must be identified. If the complaining party is a council member, she/he and the respondent council member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Council. Council members who are found to have violated the Code of Conduct may be subject to censure including removal from the council.

**CODE OF CONDUCT/ CONFLICT OF INTEREST  
&  
PERFORMANCE DECLARATION  
2014-15**

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  
COUNCIL POLICY**

<b>Policy Name:</b>	Conflict of Interest	<b>Number:</b>	GP-11
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b>	12 September 2000
		<b>Date Amended:</b>	January 2004; June 15, 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  
COUNCIL POLICY**

**Policy Name:** Cost of Governance

**Number:** GP-12

**Policy Type:** Governance Process

**Date Approved:** September 12, 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Council Member Orientation	<b>Number:</b>	<b>GP-13</b>
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b>	June 15, 2011
		<b>Date Amended:</b>	January 22, 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  
COUNCIL POLICY**

**Policy Name:** Primary Council Linkages

**Number:** GP-14

**Policy Type:** Governance Process

**Date Approved:** September 21, 2000

**Date Amended:** April 2001; June 2011,  
June 11, 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Council Linkages with Other Organizations	<b>Number:</b>	<b>GP-15</b>
<b>Policy Type:</b>	Governance Process	<b>Date Approved:</b>	September 21, 2000
		<b>Date Amended:</b>	April 2001; June 2011

The Council shall identify other entities 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. Appointee(s) 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.

**4. Voluntary Membership in Other Organizations**

4.1. The Council shall annually consider the merits of membership in other organizations. This consideration shall include, but not be limited to:

- 4.1.1. The degree to which participation in the organization will further the mission and ends of the Association.
- 4.1.2. The benefits to the Association of membership compared to the cost of membership.
- 4.1.3. The ability of the Association to influence the direction of the organization in a manner commensurate with the Association’s contribution.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

**Policy Name:** Council Planning Cycle and Agenda **Number: GP-16**  
Control

**Policy Type:** Governance Process

**Date Approved:** 11 April 2001

**Date Amended:** March 2002; June 2011

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 Consent Agenda items as expeditiously as possible. When an item is brought to the Council via the consent Agenda, provided that compliance with all of the criteria in Executive Limitations has been demonstrated, the Council will not discuss the item prior to approval. An exception will be made only if a majority of the Council votes to remove the item from the Consent Agenda for discussion.

Council meeting monitoring/reporting schedule:

<b>DECEMBER</b>	<b>JANUARY</b>	<b>MARCH</b>	<b>MAY</b>	<b>JUNE</b>	<b>SEPTEMBER</b>
GP-13	GP-6	GP-8.2	GP-3	GP-8.6	GP-4
GP-14	GP-7	GP-8.3	GP-8.9	GP-8.7	GP-5
GP-15	GP-8	GP-8.4	GP-9	GP-8.10	GP-10
	GP-8.1	GP-8.5	GP-12	GP-16	GP-11

Council governance process monitoring/reporting schedule:

<b>No.</b>	<b>Policy Title</b>	<b>Frequency</b>	<b>Meeting</b>
GP-1	Global Governance Commitment		
GP-2	Governing Style	Each Meeting	All
GP-3	Council Role and Job Description	Annually	May
GP-4	President's Role and Job Description	Annually	September
GP-5	Vice-President's Role and Job Description	Annually	September
GP-6	Governance Succession	Annually	January
GP-7	Council Committee Principles	Annually	January
GP-8	Council Committee Structure	Annually	January
GP-8.1	Nominating Committee	Annually	January
GP-8.2	Past Presidents Committee	Annually	March
GP-8.3	Executive Committee	Annually	March
GP-8.4	Discipline Committee	Annually	March
GP-8.5	Investigation Committee	Annually	March
GP-8.6	National Liaison Committee	Annually	June
GP-8.7	Ownership Linkage Committee	Annually	June
GP-8.8	Recruitment Committee		
GP-8.9	Registration Committee	Annually	May
GP-8.10	Continuing Competency Committee	Annually	June
GP-8.11	Audit Committee		
GP-9	Council and Committee Expenses	Annually	May
GP-10	Code of Conduct	Annually	September
GP-11	Conflict of Interest	Annually	September
GP-12	Cost of Governance	Annually	May
GP-13	Council Member Orientation	Annually	December
GP-14	Primary Council Linkages	Annually	December
GP-15	Council Linkage With Other Organizations	Annually	December
GP-16	Council Planning Cycle and Agenda Control	Annually	June

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

**Policy Name:** Global Executive Constraint

**Number:** EL-1

**Policy Type:** Executive Limitations

**Date Approved:** February 14, 2001

**Date Revised:** May 13, 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  
COUNCIL POLICY**

**Policy Name:** Treatment of Staff

**Number:** EL-2

**Policy Type:** Executive Limitations

**Date Approved:** February 14, 2001

**Date Revised:** May 13, 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  
COUNCIL POLICY**

**Policy Name:** Financial Planning & Budgeting

**Number:** EL-3

**Policy Type:** Executive Limitations

**Date Approved:** February 14, 2001

**Date Revised:** May 13, 2010

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.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

**Policy Name:** Financial Condition

**Number:** EL-3.1

**Policy Type:** Executive Limitations

**Date Approved:** February 14, 2001

**Date Revised:** May 13, 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  
COUNCIL POLICY**

**Policy Name:** Asset Protection & Risk Management    **Number:** EL-4

**Policy Type:** Executive Limitations

**Date Approved:** February 14, 2001

**Date Amended:** March 14, 2001

**Date Amended:** 06 March 2002

**Date Revised:** May 13, 2010

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 Investment Policy approved by Council in January 2008 (attached).
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.

## **INVESTMENT POLICY**

4.1.1 For investment purposes, the Association's assets shall be considered in four categories:

- Liquid assets
- Fixed assets
- Short-term investments
- Long-term investments and

4.1.2 Liquid assets shall consist of general operating funds which shall be managed so that they are available to receive revenues and to meet current liabilities on a daily basis.

4.1.3 Fixed assets shall include office furnishings and equipment.

4.1.4 General operating funds shall be deposited in a current account at a branch of the Royal Bank of Canada. The general operating funds in the current account shall be maintained at a level sufficient to accommodate any excess of expenditures over revenues that can be anticipated in the next monthly period.

4.1.5 Short-term investments shall consist of funds managed so that they are available to meet current liabilities which are cyclic within the annual budget period (eg. July – December period when cash received from dues is low).

4.1.6 Short-term investments shall consist of guaranteed investment certificates purchased from trust companies, Canada Savings Bonds or other securities at a branch of the Royal Bank of Canada. The terms of these deposits shall not exceed 2 years. The strategy for these investments shall be primarily to ensure that general operating funds are maintained at all times and secondarily to maximize return on short-term investments.

4.1.7 Long-term investments shall consist of funds managed so that they are available to meet future needs and to absorb changing patterns in annual budgets.

4.1.8 Long-term investments shall consist of guaranteed investment certificates (GICs) purchased from trust companies, Canada Savings Bonds guaranteed by federal or provincial governments or municipalities and other securities considered “low risk” or “conservative” in their investment approach (eg. certain mutual funds). The terms of these investments shall range from two (2) years to ten (10) years. The strategy for these investments shall be to maximize returns from low-risk investment opportunities. A trust company from which a guaranteed investment certificate is purchased shall be a member of the Canadian Deposit Insurance Corporation.

H:\investment policy January 17, 2008.doc

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

**Policy Name:** Interactions With Members

**Number:** EL-5

**Policy Type:** Executive Limitations

**Date Approved:** 11 April 2001

**Date Revised:** May 13, 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Application of The Engineering and Geoscientific Professions Act	<b>Number:</b> EL-6
<b>Policy Type:</b>	Executive Limitations	<b>Date Approved:</b> 11 April 2001 <b>Date Revised:</b> May 13, 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  
COUNCIL POLICY**

**Policy Name:** Compensation and Benefits

**Number:** EL-7

**Policy Type:** Executive Limitations

**Date Approved:** 11 April 2001

**Date Revised:** May 13, 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Communication and Support to Council	<b>Number:</b> EL-8
<b>Policy Type:</b>	Executive Limitations	<b>Date Approved:</b> February 14, 2001 <b>Date Amended:</b> June 14, 2001 <b>Date Revised:</b> June 16, 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Emergency Executive Succession	<b>Number:</b>	EL-9
<b>Policy Type:</b>	Executive Limitations	<b>Date Approved:</b>	February 14, 2001
		<b>Date Amended:</b>	June 14, 2001
		<b>Date Revised:</b>	June 16, 2010

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.

Executive Limitations monitoring/reporting schedule:

No.	Policy Title	Frequency	Meeting
EL-1	Global Executive Constraint	Annually	January
EL-2	Treatment of Staff	Annually	May
EL-3	Financial Planning & Budgeting	Annually	June
EL-3.1	Financial Condition	Quarterly	Sept/Dec/Mar/June
EL-4	Asset Protection & Risk Management	Annually	January
EL-5	Interactions with Members	Annually	May
EL-6	Application of the EGP Act	Annually	March
EL-7	Compensation and Benefits	Annually	January
EL-8	Communication and Support to Council	6 per year	Every meeting
EL-9	Emergency Executive Succession	Annually	September

Council meeting monitoring/reporting schedule:

DECEMBER	JANUARY	MARCH	MAY	JUNE	SEPTEMBER
EL-3.1	EL-4	EL-3.1	EL-2	EL-3	EL-3.1
EL-8	EL-7	EL-6	EL-5	EL-3.1	EL-8
	EL-8	EL-8	EL-8	EL-8	EL-9

Notes:

1. There is no monitoring report for EL-8 "Communication and Support to Council" as each individual monitoring report forms the communication and supporting information for council at every meeting.
2. There is no monitoring report for EL-1 "Global Executive Constraint".
3. Monitoring report for EL-3.1 will be presented four times per year to report on the financial condition of the accounts after each fiscal quarter.

**ENGINEERS GEOSCIENTISTS MANITOBA  
COUNCIL POLICY**

**Policy Name:** Global Council-CEO Relationship

**Number:** CE-1

**Policy Type:** Council-CEO Relationship

**Date Approved:** February 14, 2001

**Date Amended:** June 15, 2011

January 12, 2012

March 15, 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  
COUNCIL POLICY**

**Policy Name:** Unity of Control

**Number:** CE-2

**Policy Type:** Council-CEO Relationship

**Date Approved:** February 14, 2001

**Date Amended:** June 17, 2011

January 12, 2012

March 15, 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  
COUNCIL POLICY**

**Policy Name:** Accountability of the CEO

**Number:** CE-3

**Policy Type:** Council-CEO Relationship

**Date Approved:** February 14, 2001

**Date Amended:** June 17, 2011

January 12, 2012

March 15, 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Delegation to CEO	<b>Number:</b>	<b>CE-4</b>
<b>Policy Type:</b>	Council-CEO Relationship	<b>Date Approved:</b>	February 14, 2001
		<b>Date Amended:</b>	September 22, 2005
			June 17, 2011
			January 12, 2012
			March 15, 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  
COUNCIL POLICY**

<b>Policy Name:</b>	Monitoring Executive Performance	<b>Number:</b> CE-5
<b>Policy Type:</b>	Council-CEO Relationship	<b>Date Approved:</b> February 14, 2001
		<b>Date Amended:</b> October 9, 2002 December 11, 2002 January 20, 2005 June 17, 2011 January 12, 2012 March 15, 2012 May 14, 2015

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.

Schedule for monitoring CEO performance:

<b>Ends</b>	<b>Method</b>	<b>Frequency</b>	<b>Month</b>
E-2 Members Practice with Competence and Ethical Conduct.	Internal Report	Annually	March
E-3 Members Work Within and Value a Self-Regulating Profession.	Internal Report	Annually	May
E-4 Government and Regulators Understand and Support the Role of Engineers Geoscientists Manitoba.	Internal Report	Annually	January
E-5 Under-Represented Groups that Reflect the Whole Diversity of the Public are Valued as Members.	Internal Report	Annually	March
E-6 Educational Institutions Engage in a Mutually Supportive Relationship with Engineers Geoscientists Manitoba.	Internal Report	Annually	September
E-7 The Public Understands and Values the Contribution of the Professions.	Internal Report	Annually	June

<b>Policy</b>	<b>Method</b>	<b>Frequency</b>	<b>Month</b>
EL-1 Global Executive Constraint	Internal Report	Annually	January
EL-2 Treatment of Staff	Internal	Annually	May
EL-3 Financial Planning & Budgeting	Direct Inspection	Annually	June
EL-3.1 Financial Condition & Activities	Internal Report (Financial Statement) External Audit	Quarterly	Sept, Dec, Mar, June
EL-4 Asset Protection & Risk Management	Internal Report & External Audit	Annually	January June
EL-5 Interactions with Members	Internal Report	Annually	May
EL-6 Application of the Act	Internal Report	Annually	March
EL-7 Compensation and Benefits	Internal Report	Annually	January
EL-8 Communication and Support to Council	<b>Direct Inspection</b>	Ongoing	Every meeting
EL-9 Emergency CEO Succession	Internal Report	Annually	September

<b>Policy</b>	<b>Method</b>	<b>Frequency</b>	<b>Month</b>
CE-1 Global Council-CEO Relationship	Direct inspection	Annually	Every mtg
CE-2 Unity of Control	Direct inspection	Annually	Every mtg
CE-3 Accountability of the CEO	Direct inspection	Annually	Every mtg
CE-4 Delegation to the CEO	Direct inspection	Annually	Every mtg
CE-5 Monitoring Executive Performance	Internal Report	Annually	See Ends and EL reporting schedules above.