

MINUTES

PRESENT:

18 Members attended virtually.

ITEMS

0. Opening of Online Session

The Vice Chair, A. Sinclair opened the online session with instructions concerning the usage of the question box and voting via ElectionBuddy.

1. Call to Order

The Chair, S. Tessier, called the AGM to order at 7:07 p.m. and welcomed members to the Foundation's first virtual AGM.

2. Approval of Previous AGM Meeting Minutes – 2019-06-25

The minutes of the Annual General Meeting of June 25, 2019 were submitted for approval.

UPON MOTION duly made, seconded, and carried, **IT WAS RESOLVED** that the draft minutes of the last meeting of members held on June 25, 2019 be approved.

MOVED: M. Ecsedi; **SECONDED:** R. Subramanian; **MOTION CARRIED.**

3. President's Report

The Chair started her report by thanking everybody for participating in the virtual meeting. She then proceeded to talk about the accomplishments of the Foundation.

She reminded attendees that the Foundation has a dual purpose both to nurture new engineers and care for professional engineers in need. Most of the Foundation's time and effort is focused in giving scholarships.

She acknowledged the efforts put by Foundation directors, members, and staff. As well, she recognized the contributions of the many engineers that have donated their time, talent, and money for the Foundation to be able to acknowledge the accomplishments of our engineering students, while inviting them into the path to their P.Eng. licence and to becoming future engineers.

In 61 years of existence, the Foundation has been able to provide over \$3.3 million to more than 3,500 engineering students in the province. Currently this is done through two entrance scholarships per university – one for a male student and one for a female one—as well as through undergraduate scholarships, which vary between two and eight per university depending on the enrollment. The Foundation also recognizes the engineering student at each university who has had the best overall average in achieving their degree through a gold medal.

The Chair highlighted some important aspects of the Foundation's operation during 2019:

- The Foundation has had to pivot conducting all work and meetings from home like many other organizations due to COVID-19.
- A geographical barrier was broken with her being the first president from Northern Ontario; shift that has been possible by the early adoption of Zoom video conferencing.
- Appointed of a new Administrator Coordinator who has been busy with, among other things, understanding operating processes, improving website, and moving towards digital operations.
- The final installments of a bequest totaling \$1.65 million from an anonymous donor.
- The Fundraising Committee has been active soliciting donations through email campaigns conducted in November 2019 in the context of Giving Tuesday, and most recently in May.
- The Foundation was highlighted at the 2019 Ontario Professional Engineers Awards gala in November.
- We faced a drop in members failing to meet the minimum criteria for maintaining their membership. All members were contacted by email to determine if they were still interested in participating – out of 42 members, 22 signed confirmed their membership.
- Finally, we are extending the duration of the university agreements that had expired in December 2019 and are conducting a review for the agreements in 2021.

The Chair announced that starting in 2021, the engineering programme of Conestoga College will become a beneficiary of the Foundation's awards. Conestoga's will then become the first college programme to join the other accredited engineering programmes supported by the Foundation.

The Chair highlighted goals set forth for 2020:

- Signing a gift agreement with Conestoga College.
- Signing multi-year agreements with schools currently supported.
- Including gender parity in all scholarship awards.
- Encouraging supported institutions to take diversity of students into consideration when awarding our scholarships.
- Continuing to transform our operations by exploiting the opportunities provided by digital technologies.
- Continuing work on a succession plan for operations and Board of Directors.
- Engaging gold medalists with a goal of electing the first gold medal awardee as Board Director at the 2021 AGM.

4. Student Testimonials

The Vice Chair explained that he had been tasked with speaking to recent and past recipients to get their views on the Foundation awards. After speaking to some of these recipients, their experience was quite inspiring. He realized that students, because of receiving the awards, felt a lift; not only in monetary terms, but also because they felt their hard work was paying off.

Testimonial 1: Julia Bincik, 2019 recipient; University of Toronto, material sciences engineering
Julia wanted to thank everyone who makes the scholarships possible, including those accomplished engineers who want to support the future ones. Julia has been a member of Engineers Without Borders and the University of Toronto concrete design team. She is a volunteer counselor with DaVinci engineering enrichment programme; and is currently doing an internship at easing working on research and development to improve their zinc air electrochemical cell.

Testimonial 2: Sophia Tao; McMaster, software engineering
Sophia is a child of immigrants who had experienced the struggles of going through schools while dealing with family challenges and financial shortcomings. She expressed her sincere thanks of having been recognized for her community contributions and leadership which, in turn, has encouraged her to continue investing in the engineering community. Sophia is now a back-end software developer at Google's Toronto office.

Testimonial 3: Ryan Butler, 2017; Ryerson, civil engineering
Ryan, looking back three years ago, remembers that the Foundation's emphasis on extracurricular leadership skills and abilities recognized his initiatives outside school. Winning the award gave him confidence and perspective moving forward. Ryan is now an intern at Arup Canada in their bridge structures group; and will be finishing his fourth-year studies next year.

The Vice Chair finished by expressing that all these stories reminded him that scholarships matter to students, not just for the money, but because they come from engineers, and because they recognize leadership skills and community contribution.

5. Guest Speaker

The President of PEO, M. Sterling introduced herself as the current Past-President of the Foundation. She started by congratulating the Board of Directors; acknowledging what has been accomplished despite the challenges overlaid by the pandemic.

She expressed her pride in being associated with the Foundation and the work it does fostering support for engineering students that are building our world of tomorrow. She considered a phenomenal accomplishment the fact that the Foundation now had its first president from Northern Ontario; made possible by the adoption of virtual technologies. These technologies have made possible for the Foundation to navigate through these challenging times, which have hit charities very hard. Regardless of those challenges, the responsibility to students and to universities and to the future of the engineering profession has prevailed, and the Foundation has kept it focus.

She also wanted to acknowledge and thank key partners of the Foundation that have been a part of its growth through 61 years now. There are three main partners, Professional Engineers Ontario (PEO), the Ontario Society of Professional Engineers (OSPE) and accredited schools.

She reminisced that the Foundation was created by five past presidents of PEO back in 1959. And that partnership has been very strong since then. OSPE helps the Foundation reach engineers through marketing materials to deliver the message about the need for charitable giving.

The partnership with engineering schools is equally important. Each year the Foundation gives out 102 scholarships, and soon to be 16 gold medals. Orchestrating that giving involves substantial administrative tasks, which are shared with the higher institute partners because they understand the criteria for assigning the Foundation's awards.

To stress the importance of delivering scholarships, she told the story of a student who was able to conduct research in a lab because the Foundation's scholarship allowed her to cover her tuition. This electrical engineering student explored how to help people with limited vision navigate their environment when they are walking with the assistance of a cane. This student developed a prototype for a sensor to be placed at the base of the cane, so that when it came within a certain distance of an object or a barrier of some sort, it would warn the person holding the cane by means of a subtle vibration. That student could not have done this if they had to find a part time work or potentially deal with the stress of how they are going to pay their tuition for the year or all their other financial obligations to complete their engineering degree. Giving scholarships and awards, it is really doing so much more than just covering some costs – it is relieving any stress and anxiety.

Since the Foundation's purpose is to help improve the chances of success for students, she reflected on a study conducted by the Engineering Student Societies Council of Ontario (ESSCO) which found that 87% of engineering students are concerned about their ability of paying their student debt. In a conversation with Alexa Bautista, current President of the Council, she explored the implications of the pandemic on engineering students. Ms. Bautista shared three main challenges students are facing, technology, mental health, and lack of job opportunities.

Although technology is allowing the delivery of online courses, there is a cost attached in expenses related to necessary equipment. That includes things like Wi-Fi and cameras, laptops, software, etc. Even when they had technology available; some students have found that they had to upgrade their equipment to complete their course syllabi. And some, like a representative student living in a farm, have been hampered by lack of access to good quality Internet.

About 45% of students recently polled, stated that they feel that there will be an increased need or there is currently an increased need for mental health support. However, the challenge is accessing those support mechanisms since students are not on campus. Many students will have to seek help from outside the school to better accommodate their needs.

The other challenge that students are facing, more so now with the pandemic, is a lack of job opportunities. Jobs that may have been promised through contracts or offers before the pandemic have now been rescinded or delayed. And some people who already had jobs have been laid off. Usually around this time students build up their funds for their tuition and expenses for the next semesters. However, summer jobs have decreased which puts students at a financial disadvantage for the school year.

She reminded people that tuition and housing for an engineering student is about \$25,000 a year on average. And there is no anticipation of that ever or that going down.

So, she encouraged to keep spreading the word about the work of the Foundation since, traditionally for 61 years, it has been individual engineers giving back the backbone of the Foundation's outreach.

She noted that she is excited to hear about what more the Foundation can do to support students who are marginalized in engineering – and that includes women, indigenous people, black or those who identify as black, people with disabilities, as well as LGBTQ and intersectional individuals.

To conclude she sent her best wishes for the year to come; expressing her utmost confidence in the board's ability to continue the Foundation's work, as well as her being proud to be part of such a charitable organization.

6. Treasurer's Report

The Treasurer, J. Hack, presented his 2019 report to the Foundation's members.

The Treasurer introduced the letter defining responsibilities of each party in the audit process. It was signed by the President and the Treasurer of the Foundation, to secure the services of Chaplin & Company, which had been appointed as such during the past AGM.

The balance sheet shows an increase in assets due mostly to the resolution of the previously mentioned bequest during the fiscal year 2019, but also due to returns on the Foundation's investment portfolio. Cash that was received was invested according to the Foundation's investment policy.

The income statement provides insight into whether your organization made money during 2019. During that period, the Foundation had positive income of a little over a million dollars as compared to a loss of \$133,000 in the prior period. The most significant factors were the investment income in the order of \$294,000, and the resolution of the bequest to the tune of \$848,000. Core to the Foundation's mandate are expenses of \$99,000 for undergraduate scholarships, and \$42,000 for entrance scholarships. Maintaining the same return from investments would help ensuring the issuing of scholarships in the future.

The statement of cash flows provides insight into the liquidity of the organization. A minimum amount of liquidity is required to coordinate payables to other organizations and to meet our needs in terms of the cash outlays for scholarships periodically throughout the year. At the end of 2019, the Foundation had assets of a little over a million dollars as well as \$76,486 in cash and in near-cash instruments. In the months following the closing of the books, the bulk of funds were invested into the Foundation's Scotia investment account, according to the terms of the FFE investment policy, as mentioned earlier.

The final report from the auditor outlined the following:

- There was no change in the audit plan that was initially agreed upon by the Board of Directors.
- There were no significant difficulties encountered during the audit that required the attention of the board of directors.
- The accounting policies that are used are in accordance with the Canadian accounting standards for not-for-profit organizations.

- The Auditors did not encounter any significant or unusual transactions of concern.
- The accounting estimates that are used for doubtful accounts and accrued liabilities are reasonable estimates.
- There were no significant control deficiencies that need to be brought to the attention of the Board of Directors.
- There were some recommendations on modifications to certain entries for consistency reasons.
- There were no significant disagreements with management during the auditing process, nor did they encounter any sort of interference from management.

The Treasurer concluded his remarks by saying that the Foundation has just had a clean audit. With that, he proceeded to lead the appointment of the auditors for next year.

7. Appointment of 2020 Auditors

The Treasurer called for a motion to re-appoint Chaplin and Company as the auditors of the Foundation for next year.

UPON MOTION duly made, seconded, and carried; **IT WAS RESOLVED** that Chaplin and Co. Chartered Accountants be appointed as auditor for the Ontario Professional Engineers Foundation for Education for the year 2020.
MOVED: J. Hack; **SECONDED:** V. Mueller; **MOTION CARRIED**

8. By-law N^o1 Amendment

The agenda moved to address modifications to the Foundation's by-law No. 1.

UPON MOTION duly made, seconded, and carried; **BE IT WAS RESOLVED** that By-law No.1 of the Ontario Professional Engineers Foundation for Education be amended as follows:

1. Item **16c**: The Registrar of PEO and the CEO of OSPE will no longer approve new members – that will be done by the Foundation Board.
2. Item **16e**: The membership will be 100 – 50 past Councillor's, present Councillor's, and staff of PEO and/or past Directors, present Directors, and staff of OSPE; 36 PEO Chapter representatives; and 14 Gold medalists.
3. Item **16f**: To maintain active membership status a member must do one or more of the following annually:
 - Attend Annual general Meeting of the Corporation.
 - Donate a minimum amount annually as set by the Board.
 - Solicit donations from at least two people annually.
 - Identify outreach opportunities to Corporations / Foundations for donations.These changes have been made to become more efficient in the management of the Corporation.
MOVED: V. Mueller; **SECONDED:** L. Yu

Before proceeding with the voting, M. Sterling had some observations.

With respect to item 16c, M. Sterling pointed out that by-law section 16c says that the Foundation identifies if candidates for membership are eligible for membership based on consulting with PEO's registrar or the Executive Director of OSPE. There might be a misunderstanding of what 16c is; so, if the membership were to vote to delete 16c, then they would be removing a venue to confirm if somebody who wants to be a member meets the necessary criteria. And the criterion at present is a status with PEO, OSPE or a PEO chapter officer. M. Sterling remarked that she could not support removing **16c** without seeing an alternative or a replacement clause being proposed.

M. Ecsedi clarified that something of the like was not taking place, since the registrar of PEO and the Chief Executive Officer of OSPE were not verifying eligibility to be a member of the Foundation, nor the chapter office of PEO was confirming whether a candidate was a chapter executive. In going through with the changes, the board will retain its conclusive ability to determine whether a person is eligible for membership; but, to do so, the Board will go through the proper channels to conduct such verification. These changes, M. Ecsedi said, were being proposed to become more efficient a corporation.

M. Sterling repeated that 16c is concerned with determining if someone is eligible; it does not decide if someone becomes a member, since the Foundation makes that decision. And this process has happened in the past to confirm eligibility. She also pointed out that in the already approved meeting minutes for last year's AGM it is stated that 16c was amended to include the chapter office confirming a PEO chapter executive status.

With respect to item 16e, M. Sterling believed that this might be a redundant step since in last year's AGM section 16e was amended to say the membership of the corporation at any one time shall be limited to 100 people, fourteen of whom 14 individuals shall be winners of the Foundation's gold medal. M. Ecsedi explained that those amendments had already been discussed and just had never been put into the bylaw, but it was a matter of putting them into the by-law.

S. Tessier confirmed by looking at the minutes from last year, that such an increase in membership had already been approved, and that there was no need to do that anymore.

With respect to item 16f, M. Sterling inquired whether the intention was just to change the criteria, or to bring the six ways of maintaining active status down to four to make them more manageable. She noted that attending one award ceremony at a university, or representing the corporation at an award ceremony, was being removed.

M. Ecsedi said that concerning 16f, the Foundation felt that to require all those items to annually retaining a member active status was a bit too onerous. Making the requirements somewhat more manageable would help people becoming members of the Foundation. M. Sterling said that if the recommendation were to keep the preamble and just to change the list down from six to four, she would be happy to support the measure.

M. Ecsedi expressed her agreement to amending the motion by just voting on section 16f.

UPON MOTION duly made, seconded, and carried; **IT WAS RESOLVED** that the members approve the revisions to By-law No.1, 16f of the Ontario Professional Engineers Foundation for Education as presented.

MOVED: V. Mueller; **SECONDED:** M. Sterling; **MOTION CARRIED**

9. Election of New Director

The Chair explained that in 2019, the entire slate of the Board members was elected for a three-year period to reduce turnover and have more stability. For the current year, only one member, L. Yu, is leaving the board. The Chair thanked L. Yu for her work, particularly with respect to her work to include Conestoga college in the Foundation's membership agreements.

There is now an open position for a Board Director. The Foundation Board is recommending the appointment of Baijul Shukla, Directors of Member Services and Strategic Partners at OSPE. Mr. Shukla has been a staff member with OSPE for many years. He has got a strong background in marketing, which is an area of expertise that is lacking in the current Board.

UPON MOTION duly made, seconded, and carried; **BE IT WAS RESOLVED** that Baijul Shukla be elected as an OSPE-affiliated Director for the 2020-2023 term.

MOVED: M. Sterling; **SECONDED:** J. Hack; **MOTION CARRIED.**

After the vote, the Chair welcomed Mr. Shukla to the Board.

10. General Questions

Members raised some questions for the Board.

C. Sadr explained that despite having been a member for several years, attending AGM meetings, and despite having an interest in getting more involved, all communication he seems to get from the Foundation is a letter asking for donations. The Chair explained that the most common way to be involved is to attend a university event, usually a convocation, as a representative of the Foundation. Typically, during these ceremonies' awards are presented to students; so, as Past President Sterling mentioned, it is valuable to have someone present the respective awards to students in person. This year, for obvious reasons, this was not possible.

Another way of getting involved is to participate in a committee. She noted that the Foundation has several operating committees, including fundraising, and one that is looking after the university agreements. She asked member C. Sadr for his email address to ensure that his name gets brought up at one of the committee levels. C. Sadr noted that there is little to no communication between Board and members. The Chair acknowledged that, suggesting that the Board could provide members with biannual or quarterly updates. That will be brought up to the Board for discussion.

C. Sadr asked what had happened to the by-law changes. Did people vote in advance due to the electronic voting system being available before the vote was called for? It was noted that only item 16f was being voted on and adopted.

C. Sadr asked how Board members are nominated. The Chair explained that the Board tries to fill vacancies with people with the right skills, based on need, and as identified in a skills matrix. She mentioned that there have been discussions within the Board to ask members to stand for election. M. Ecsedi stressed that Board members must be drawn from the actual members of the Foundation. Currently, membership is significantly lower than 100 individuals, and the Foundation is trying to increase the number.

It was asked how people can donate right after the meeting. The Chair explained that donations can be made at any time through the Foundation's website.

11. Closing Remarks and Adjournment

The Chair thanked everyone for their patience during this first online AGM. She would like to keep this format available as an option, even when in-person meetings resume. The online option opens the ability for students and members from outside the Toronto area to be able to participate.

The Chair asked for a motion to adjourn the meeting.

UPON MOTION duly made, seconded, and carried; **IT WAS RESOLVED** that the members adjourn the 2020 Annual General Meeting of the Ontario Professional Engineers Foundation for Education.

MOVED: C. Sadr; **SECONDED:** J. Hack; **MOTION CARRIED**

With no other business in hand, the AGM was adjourned at 9:08 p.m.



Sue Tessier, P.Eng.
Chair of the Meeting

Arthur Sinclair, P.Eng.
Vice Chair of the Meeting