



Governance Manual

Version 2.2

Governance Manual

Version: Approved by Council July 2022

Compendium - Schedule

Topic	Reference	Responsible Party	Schedule	Required Action (as per Governance Manual)
Staff Performance & Compensation	CRL4	Council	September or Annual	Council shall conduct a performance review of the CEO in September of each year. ...(OR A performance review of the CEO will be conducted on the anniversary of hire of each year with an interim informal progress review mid-year.)
Staff Performance & Compensation	CRL4	Council	September or Annual	A group of Council members as determined by Council will document the results of the performance review.
Emergency CEO Replacement	E10	CEO	Operations	In order to protect Council from sudden loss of CEO services, the CEO must have designated a Deputy CEO (who may or may not be the Registrar) familiar with Council and CEO issues and processes.
Council	E2	Council	September	Annual priorities are usually discussed and agreed during the first meeting of Council following the AGM and the election of a new President , in September of each year.
Staff Performance & Compensation	EL11	CEO	3 year cycle	The CEO will not allow compensation administration that: Fails to undertake an External Salary Review of Market Conditions every three (3) years at minimum or as otherwise directed by Council.
Staff Performance & Compensation	EL11	CEO	Annual	Fails to establish a process for an annual review of individual performance based on previously established performance objectives.
Communication and Support to Council	EL12	CEO	Council Meetings	Fail to provide the approved minutes of Council and Council Committees to Council in a timely manner.
Staff Performance & Compensation	EL3	CEO	Annual	The CEO will not: Fail to objectively evaluate staff annually on their performance based on their job responsibilities and agreed upon performance measures.
Staff Performance & Compensation	EL3	CEO	Annual	The CEO will not: Fail to review with staff any possible changes to compensation and benefits on an annual or shorter timeframe.
Staff Performance & Compensation	EL3	CEO	None set	The CEO will not: Fail to establish personnel policies, acceptable to Council, that govern employees and their working conditions
PGO Finances	EL5	CEO	Annual	Fiscal Year: The fiscal year of Professional Geoscientists of Ontario shall commence on the first day of January and conclude on the last day of December of the following year.
PGO Finances	EL5	CEO	Annual	The CEO will not allow financial planning and/or budgeting that: Fails to be based on an annual operating plan that specifies the operational priorities for the year based on the broad Ends policies of Council.
PGO Finances	EL6	CEO	Quarterly	The CEO will not: Fail to regularly monitor and report on the financial condition of PGO to the Council on a quarterly basis.
PGO Finances	EL8	CEO	Annual	The CEO may not: Fail to provide Council with an annual asset list and status of the assets.
PGO Finances	EL8	CEO	Council Meetings	Fail to keep the Executive Committee and Council informed of the status of all assets of PGO.
PGO Finances	EL9	CEO	Annual	The CEO may not: Fail to provide for an annual external audit of financial performance by auditors appointed by Council.
PGO Finances	GP11	Council	March	...Council commits to the following: Outside monitoring assistance will be arranged so that Council can exercise confident oversight over organizational performance. This includes but is not limited to an annual financial audit, and third-party expert reviews.
Volunteers	GP12	Staff	None	*GP12 does not specify a schedule for conflict of interest forms; however, the form is titled "Annual Disclosure Statement of a Member of the Professional Geoscientists of Ontario Council and/or Committees"
Volunteers	GP13	Staff	Annual	PGO shall require all members of the Council and of its committees to complete and sign: Annual disclosure statements
Volunteers	GP14	Staff	Annual	(Council) Members will sign a Statement of Confidentiality upon commencement of their term and annually thereafter.
Council	GP15	Council	2 year cycle	At least every two years, Council will evaluate its own performance as a whole and the individual contribution that members make in relation to the responsibilities highlighted in our Governance Process Policies and Council-CEO Linkage policies.
Council	GP16	Council	3 year cycle	At least every three years, Council will dedicate a portion of its resources to focus on the long-term goals of the PGO, as stated in the Strategic Plan. ...The strategic planning process will lead to a review/update of the Ends policies.
Annual General Meeting	GP17	Council	June	An Annual General Meeting is held in June of each year.
Annual General Meeting	GP17	Council	September	The draft minutes, motions and actions of the Annual General meeting be available for the first meeting of Council for review following the AGM.
Annual General Meeting	GP17	Council	June	Minutes of the previous Annual General Meeting is made publicly available once ratified.
Council	GP17	Council	September, November, January, March & May	Council conducts, in person and/or virtual meetings, a minimum of five (5) times each year.
Council	GP17	Council	Each Council Meeting	At each meeting, Council reviews and confirms the ends to be achieved and monitors compliance with all supporting policies.

Topic	Reference	Responsible Party	Schedule	Required Action (as per Governance Manual)
Council	GP17	Council	September	<i>Prior to its first meeting in September, Council conducts its Orientation of Council Members and transition meeting.</i>
Council	GP17	Council	November	<i>At its second meeting in November, it reviews its ends policy and its annual priorities in preparation for the new budget cycle.</i>
Council	GP17	Council	January	<i>In January, Council receives and deliberates on the budget presented by the CEO</i>
Council	GP17	Council	January	<i>In January, Council ... focuses on the process for annual elections.</i>
Council	GP17	Council	March	<i>At its meeting in March, Council reviews its overall policy structure.</i>
Council	GP17	Council	May	<i>At its meeting in May and/or June, Council receives external monitoring.</i>
Council	GP3	Council	Each Council Meeting	<i>Monitor and discuss Council's process and performance at each meeting. Self-monitoring will include comparison of Council activity to the expectations in our Governance policies, particularly Policy GP 15.</i>
Volunteers	GP7	Staff	Annual	<i>Councillors will also be required to sign an up to date Code of Conduct document.</i>
Governance Process	GP8	Non-Council Committee Members		

Version Control

Version	Author	Date	Changes
1	Governance Committee	July 2022	Changed Council Policy Manual to Governance Manual
1.1	Governance Committee	March 2023	Incorporated amendments to Terms of Reference approved by Council on March 2023
2	Governance Committee / Marilen Miguel	May 23, 2024	Incorporated the amendments approved by Council on May 23, 2024
2.1	Marilen Miguel	June 2024	Updated Table of Contents
2.2	Paul Connor / Marilen Miguel	August 2024	Cleaned up formatting issues

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An Introduction to the PGO's Policy Governance Model

*A brief overview of the Policy Governance Model adopted by the PGO has been provided here. For those Council members who wish a fuller understanding of policy governance we encourage you to read one or more of John Carver's books including **Boards that Make a Difference** and **Reinventing Your Board**.*

A. Governance is a distinct form of leadership

While much has been thought and written about management, little attention is often given to governance. An organization's governing body is the ultimate authority within an organization, and it forms the bridge between the internal workings of Professional Geoscientists of Ontario (PGO) and the external world within which it operates and to which it is accountable.

B. Our philosophy of governance

PGO has adopted a Modified Policy Governance approach to governance. The benefits of this approach are as follows:

- (a) it provides tremendous clarity in understanding the distinct yet integrated roles of Council and the CEO.
- (b) It orients Council's energy towards the accomplishment of the mission and mandate of PGO and away from operations.
- (c) It establishes a manageable workload for Council members.

It has long been said that governing bodies should stick to making policy and leave administration to managers. Policy Governance, as its name implies, is about governing by policy, policies that are specifically designed to guide decision making at a governance level. It has also long been said that governing bodies should be (a) more involved and (b) more arm's length. The truth is that Council should be more involved in some things and less involved in others.

The Policy Governance model highlights Council's role as follows:

Council's role on behalf of our stakeholders is to see to it that, PGO achieves what it should and avoids what is unacceptable.

1. **Council's role.** It is Council's responsibility to govern and it has the authority to do so. Individual Council members do not have this responsibility or authority. That is, whatever authority is held by Council is held by the Council *as a group*. Hence the CEO is bound by what the full Council says, but never by what any *individual* Council member says. An effective governing body never holds the CEO accountable for any criteria except those expressed officially by the full group and never holds them accountable for keeping Council members happy as individuals.

2. **On behalf of our stakeholders.** Council holds the organization in trusteeship on behalf of a larger group – in our case, the Government of Ontario and the people of Ontario. Therefore, Council must clearly identify who that larger group is and ensure that the organization achieves what that group needs it to achieve. Finding ways to be in communication with this group about the organization’s *Ends policies* is a major objective of policy governance.
3. **To see to it.** Seeing to it implies a commitment to assure that things come out right. Seeing to it that things come out right has three steps: First, Council must describe “right” – that is, the criteria that would signify success as articulated in its policies. Second, Council must hold the CEO accountable for reaching these criteria allowing performance to be focused on one individual even though many individuals may be involved. Third, Council must systematically and rigorously check and monitor performance at appropriate intervals.
4. **Achieves what it should.** What should any organization achieve? This is the most important aspect of instructing the CEO. The only achievement that justifies organizational existence is that which causes sufficient benefits for the right recipients to be worth the cost. What good is PGO to accomplish for whom, at what cost or relative worth? That is, what “ends” do we want achieved?
5. **Avoiding what is unacceptable.** Putting Council’s emphasis on “ends” is a powerful tactic for Council leadership, but Council cannot forget that it is also accountable for the “means” as well. “Means” include not only practices and methods, but situations and conduct as well. Concerning itself with means, however, is ordinarily an opening for the governing body to become entangled in operational details. It is a dilemma: on the one hand, governing bodies are accountable for staff practices and situations, yet dealing with them directly is not appropriate for Council. Policy Governance offers an appropriate way for Council to deal with this dilemma: Council can simply state which means are unacceptable, then get out of the way except to require data (in order to monitor) that the boundaries thus set are being observed. As counterintuitive as this approach sounds, it works magically. Council can list the situations, circumstances, practices, activities, conduct, and methods that are off-limits, that is, outside the authority granted to the CEO. For most governing bodies this can be done in a series of policies dealing with staff treatment, financial management, compensation, asset protection, and a few other areas of legitimate Council concern. These proscriptions avoid telling the CEO how to manage but do tell them how not to manage. Although verbally phrased in an intentionally negative or limiting way (to avoid a governing body’s tendency to slip back into prescribing means) this approach is psychologically quite positive. The message to the CEO is, regarding operational means “if Council has not said you can’t, you can.”

C. The Policy Categories

To fulfil Council leadership consistent with a modified policy governance approach, the Council produces four categories of policies:

1. **Ends policies:** Which answer the questions: *What programs and services does PGO produce/provide, for which people and at what cost?*
2. **Governance processes:** Policies that prescribe how Council itself will operate. That is Council's definition of and rules for its own job.
3. **Council-CEO Relationship:** Policies that delineate the way governance is linked to management.
4. **Executive Limitations:** Policies that limit the CEO's authority about methods, practices, situations and conduct in achieving the "ends" (always expressed in the negative e.g. "the CEO shall not fail to" or "the CEO may not...")

When Council policies are created within the Policy Governance approach, it requires only a very few to be able to govern even a complex organization such as PGO. These policies combined with PGO's By-laws, Regulations and Act form the basis for virtually all Council decisions.

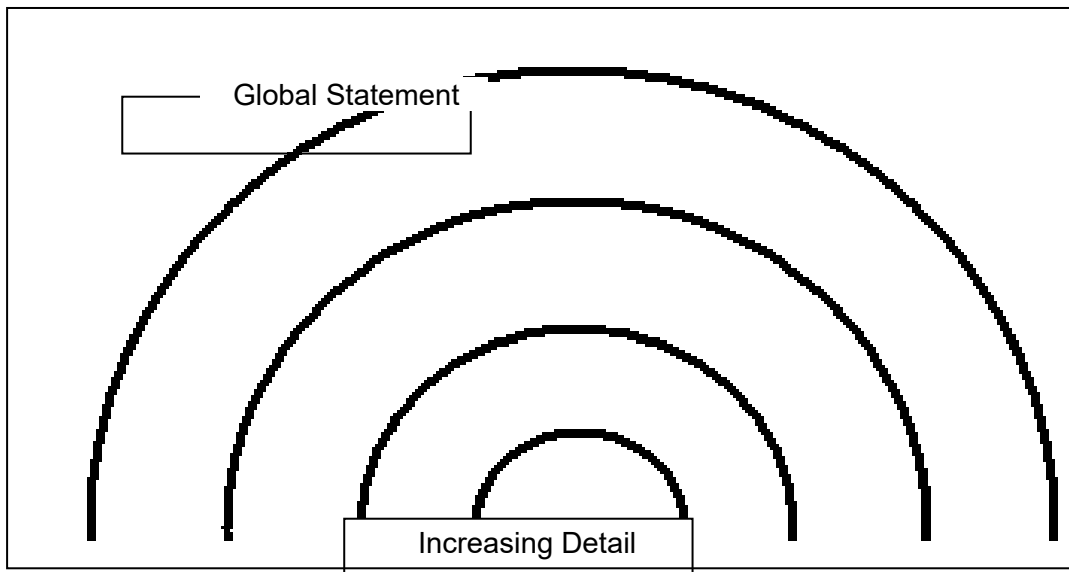
Budgets, short-, and long-range plans, personnel practices and all other operational and programmatic decisions and activities are created by staff from these policies.

D. The Policy Design

Within policy governance, policies are designed in a very distinct way. In each policy category, Council starts with a statement that expresses its broadest values, and then moves down level by level to express itself more specifically.

Once Council feels it has said enough, the CEO is free to act on “*any reasonable interpretation*” of Council’s *Ends* and *Executive Limitations* policies and the President is free to act on “*any reasonable interpretation*” of the Council’s *Governance Process* and *Council - CEO Linkage* policies.

This form of policy design ensures a) that there is no area of operation about which Council has been completely silent and b) that Council’s role and the CEO’s role are clearly delineated.



E. Policy Monitoring

It is a fundamental tenet of Policy Governance that Council can only be truly accountable if it is monitoring the implementation of its policies. This can be done by whatever method (Report by the CEO, direct inspection by the Secretary or the Audit committee, external audit, or, as a residual power direct Council inspection) and at whatever frequency (annually, quarterly or monthly) Council dictates in its policy.

F. Living the Policy

With Policy Governance, Council's policies are kept alive and current because Council resolves issues and makes decisions by looking at its policies. If they find that they have not already said enough, or they have not said what they now want to say – they change the policy and therefore change their expectations of the CEO or themselves for the future.

ENDS POLICIES



Policy Type: Ends
Policy Title: Mission/Purpose
Reference: E1
Date prepared/revised: June 2022

Professional Geoscientists of Ontario (PGO) protects the public by regulating geoscientists in Ontario and advancing professional practice.

1. The Mission of PGO is to protect the public by regulating Ontario registered geoscientists and advancing professional practice.
2. The Vision of PGO is to maintain and continually improve PGO as a trusted, respected and effective regulatory authority.
3. The Mandate of PGO (what PGO does) is to serve and protect the public interest by governing the practice of professional geoscience in Ontario. To accomplish this the Province of Ontario has entrusted PGO with the responsibility to register geoscientists, admit only qualified persons who pass standards of knowledge and experience, maintain standards of practice and ethics, respond to complaints concerning our registrants, discipline when necessary and encourage continuing professional competence.
4. PGO is a relevant, accessible and professional society
 - a. Registrants have access to timely, inexpensive, and accessible education courses as part of a continuous professional development program.
 - b. PGO facilitates mentoring partnerships and knowledge exchanges among and between members.
5. PGO influences regulations in Ontario
 - a. Registration regulations reflect current expectations of professional geoscientists and the environment in which they work
6. PGO is recognized and respected as a sector partner
 - a. Relationships with relevant sector partners are strong and productive.
7. PGO is governed appropriately and effectively
 - a. PGO's governing Council is appropriately structured
 - i. Council operates to a policy governance framework.
 - ii. Council is informed and has access to information to support decision-making.
 - iii. Council composition is geared to reflect the diversity of Ontario society.
 - b. Operations are appropriate and effective
 - i. PGO is financially responsible, stable and has sufficient funds to meet its mandate.

- ii. The financial resources of PGO are prudently managed.
 - iii. PGO builds trust and accountability through practices that place a priority on transparency, fairness and objectivity.
- 8. PGO is proactive in regulating for the sake of public safety as it is impacted by the practice of geoscience, by:
 - a. Maintaining a fair and publicly accessible reactive regulation process (e.g., complaints and discipline).
 - b. Regulating transparently (e.g., public access, including to Council meetings; a meaningful and accessible public register).



Policy Type: Ends
Policy Title: Priorities
Reference: E2
Date prepared/revised: August 2020

The priorities of PGO are guided by the current Strategic Plan which may be found on the PGO website by clicking the 'About' tab and searching under 'Publications'. The Strategic Plan is prepared by the CEO and approved by Council. Annual priorities are usually discussed and agreed during the first meeting of Council following the AGM and the election of a new President, in September of each year.

GOVERNANCE PROCESS POLICIES



Policy Type: Governance Process
Policy Title: Global Governance Commitment
Reference: GP1
Date prepared/revised: June 2022

On behalf of all Ontarians, Council ensures that the PGO achieves appropriate results for an appropriate investment of time and resources and avoids unacceptable actions and situations.



Policy Type:	Governance Process
Policy Title:	Linkage with the Public and Registrants
Reference:	GP2
Date prepared/revised:	June 2022

Council recognizes its accountability to the public interest. Council holds itself accountable to all Ontarians and obtains its authority from the Professional Geoscientists Act.

Council members play a key role in maintaining a strong and effective linkage between the Council and the community, including providing Council with information relevant to the needs and requirements of the PGO.

The linkage to registrants should involve regulating them with sensitivity and fairness and consulting appropriately with them.



Policy Type: Governance Process
Policy Title: Governing Style
Reference: GP3
Date prepared/revised: June 2022

Council will govern with an emphasis on

- (a) outward vision to the public and registrants rather than internal preoccupation*
- (b) encouragement of diversity of viewpoints while working towards consensus;*
- (c) strategic leadership not management detail*
- (d) clear distinction between Council and CEO roles*
- (e) collective rather than individual decisions*
- (f) proactive rather than reactive approach*

Council will

1. Cultivate a sense of group responsibility.
2. Accept responsibility for excellence in governance and take whatever corrective steps fall within its policies and procedures in order to uphold quality governance. Corrective measures will apply to attendance, preparation for meetings, respect for consensus, staying on topic, respect for various roles, and speaking with one voice.
3. Allow no officer, individual or committee of Council to keep the Council from fulfilling its commitments
4. Govern, direct and inspire the PGO and its registrants through broad written policies reflecting Council's values and perspectives about ends to be achieved and means to be avoided. As such, Council will
 - a. Be fair, equitable, transparent and accountable to its stakeholders
 - b. Act with honesty and integrity
 - c. Be proactive and innovative
 - d. Work collaboratively with others
 - e. Accept diverse perspectives and value healthy debate
 - f. Be respectful and professional
 - g. Treat all people as key assets
 - h. Be courageous, bold and challenging
5. Ensure that its major policy focus will be on the intended long-term effects of the PGO, not on the administrative or program means used to attain those effects.

6. Orient Council members to PGO's approach to governance and to good governance in general, engage in regular discussion of process improvement and assess our own performance.
7. Monitor and discuss Council's process and performance at each meeting. Self-monitoring will include comparison of Council activity to the expectations in our Governance policies, particularly Policy GP14.



Policy Type: Governance Process
Policy Title: Council Role and Job Description
Reference: GP4
Date prepared/revised: July 2022

The role of Council is to determine and demand appropriate organizational performance.

1. With respect to its governance role, Council will produce written governing policies that, at the broadest levels, address each category of organizational decision:
 - a. *Ends*: PGO programs and activities, its role in registering, regulating and supporting the ongoing competency of Professional Geoscientists, the benefits provided, outcomes and their relative worth
 - b. *CEO Limitations*: Constraints on CEO authority that establish the boundaries of prudence and ethics within which all CEO activity and decisions must take place
 - c. *Governance Process*: Specification of how Council conceives, carries out and monitors its own task
 - d. *Council - CEO Linkage*: How power is delegated and its proper use monitored; the CEO's role, authority and accountability
 - e. Regulation of the Profession: Proposals of legislative amendments, revisions of by-laws, and enactment of policies that specify the expected conduct of practitioners
2. Council will evaluate the CEO's performance against *Ends* and *CEO Limitations* policies



Policy Type: Governance Process
Policy Title: Role of the President
Reference: GP4-A
Date prepared/revised: July 2022

The President, as the Chair of Council, assures the integrity of Council's process, and where appropriate, represents Council to outside parties in a defined manner.

1. The result of the President's work is that Council behaves in line with its Governance Process Policies and the rules legitimately imposed upon it from outside the organization. Examples include
 - a. Discussions during Council meetings will be only those issues which, according to Council policy, are appropriate for Council to deliberate.
 - b. Deliberation will be fair, open and thorough but also timely, orderly and kept on topic.
2. The President has the authority to make decisions as Chair of the Council that fall within topics covered by Council policies on *Governance Process* and *Council - CEO Linkage*, unless Council specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions of these policies.
 - a. The President may not hold any committee positions except for the roles of Chair of Council and Chair of the Executive Committee unless approved by Council.
 - b. The President will chair Council and Executive Committee meetings. The President will ask someone else to chair when they would like to enter into debate during Council meetings.
 - c. The President shall not be entitled to vote on matters before the Council except in the event of a tie.
 - d. The President has no authority to make decisions about policies created by Council within Ends and CEO Limitations policy areas. This means that the President has no independent authority to supervise or direct the CEO.
 - e. The President represents Council to outside parties in announcing Council- stated positions and making interpretations (within the area delegated to them).
 - f. The President may delegate their authority but remains accountable for its use.
 - g. The President has the responsibility to gain assurance that the CEO maintains the security and maintenance of Council-owned files such as By-laws, agendas, minutes and monitoring reports.
 - h. The President may share the task of orienting new Council members with the CEO.
 - i. The President is responsible for orienting a newly hired CEO to PGO .
 - j. In the absence of the President, the Vice-President assumes the President's role. The President and Vice-President shall ensure that there are appropriate processes and communications in place to bring this into effect when needed.



Policy Type: Governance Process
Policy Title: Role of the Vice-President
Reference: GP4-B
Date prepared/revised: June 2022

The Vice-President has all the powers and performs the duties of the President in the absence or inability of the President to act. In such instances, the Vice President shall assure the integrity of Council's process, and where appropriate, represent Council to outside parties. In addition, the Vice President performs regular supportive duties.

1. The Vice-President acts as an officer of the PGO and is a member of the Executive Committee of Council.
2. The Vice President may not hold any committee positions except for the roles of Vice President of Council and member of the Executive Committee unless approved by Council.
3. For the purpose of knowledge transfer and understanding of Committee functions and training to take over the Role of the President in the future, the Vice-President may attend any Committee Meeting in a Non-Voting, Ex-Officio capacity.
4. In particular, the Vice President may sit on the Governance Committee in a non-voting, ex-officio capacity for the purpose of gaining deeper understanding of PGO's governance model as preparation for their year as President.
5. The authority of the Vice-President consists in advising the President in decision-making (e.g. Chairing of the Council) that falls within topics covered by Council policies on Governance Process and Council - CEO Linkage. (The Secretary / Chair of the Governance Committee shall have a supporting role in this specific regard.)
6. As requested by the President, the Vice-President may represent Council to outside parties in announcing Council-stated positions and in stating decisions and interpretations (within the area delegated to them).
7. As requested by the President, the Vice-President may perform other such duties as assigned to them by Council.



Policy Type: Governance Process
Policy Title: Role of the Council Secretary
Reference: GP4-C
Date prepared/revised: September 2020

The Chair of the Governance Committee assumes the roles and responsibilities of the Council Secretary as follows:

1. Ensures the proper application of the PGOs governance rules by Council, Committees and staff and provides intervention and advice as appropriate;
2. Ensures that appropriate Rules of Order are followed by Council during meetings, reviews minutes of meetings, and provides intervention and advice as appropriate;
3. Takes leadership in working to optimize Council Member skills and diversity;
4. Monitors and reports on Council Performance.



Policy Type: Governance Process
Policy Title: Council Code of Conduct
Reference: GP7
Date prepared/revised: June 2022 / Revised May 2024

Council members make decisions in the public interest, considering an understanding of the geoscience profession and environments in which it is practiced. Council commits itself and requires its individual Council members to lawful conduct and commonly accepted business and professional ethics, including proper decorum and use of authority, when acting as Council members.

1. Council members will conduct themselves in a manner that is in keeping with the values outlined in GP3 (Governing Style). Councillors will sign a Code of Conduct Acknowledgement and Agreement upon commencement of their term and annually thereafter.
2. Council members will publicly support all decisions, policies and position statements taken by Council. The principle of “one voice” will apply.
3. Council members are fiduciaries and must represent undivided loyalty to the interests of the public. This accountability supersedes any conflicting loyalty to any specific interest group on any other governing board. It also supersedes the personal interests of any Council member.
4. Council members must avoid and not act on a conflict of interest with respect to their fiduciary responsibilities.
 - a. There must be no self-dealing or any conduct of private business or personal services between any Council member and the PGO. Any exceptions will be guided by procedures to assure openness, competitive opportunity and equal access to inside information.
 - b. Council members must comply with the Conflict of Interest Policy (GP 12).
 - c. Council members may not use their positions to obtain employment, with the PGO or its agents- for themselves, family members or close associates.
 - d. A Council member who wishes to be considered for employment with the PGO must resign from Council before applying.
5. Council members cannot exercise individual authority over the organization.
 - a. Council members must realize that they do not have individual authority when interacting with the CEO or with staff. Exceptions must be authorized by Council.
 - b. Similarly, Council members do not have individual authority when interacting with the public, press or other entities.

8. Council members must maintain confidentiality in accordance with the Act and GP14.
9. A Councillor may cease to hold office if the person is removed from office for failure to comply with this Code of Conduct in accordance with the provisions of Section 2.09 of By-law 1A.



Policy Type: Governance Process
Policy Title: Non-Council Committee Members' Role and Code of Conduct
Reference: GP8
Date prepared/revised: June 2022/May 2024

Non-Council Committee members make decisions in the public interest, considering an understanding of the geoscience profession and environments in which it is practiced. Council commits itself and requires its individual Non-Council Committee members to also commit to lawful conduct and commonly accepted business and professional ethics, including proper decorum and use of authority, when acting as Non-Council Committee members.

1. Non-Council Committee members are working participants of Council Committees and, as such, facilitate the achievement of desired outcomes as approved by Council.
2. Non-Council Committee members will contribute constructively to committee meetings, in part by reviewing all material in advance and by developing and maintaining knowledge of issues related to the work of the Committee and, where appropriate, to the PGO.
3. Non-Council Committee members will publicly support all of the decisions taken by the Committee. This duty does not prevent a committee member from issuing dissenting reasons at the time a decision is made, where issuing dissenting reasons is part of the fairness of the process.
4. Non-Council Committee members must avoid conflict of interest with respect to their fiduciary responsibilities.
 - a. There must be no self-dealing or any conduct of private business or personal services between any Non-Council Committee member and the PGO except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - b. Non-Council Committee members may not use their positions to obtain employment with the PGO or its agents for themselves, family members or close associates.
 - c. Should a Non-Council Committee member wish to be considered for employment with the PGO they must resign from the Committee.
5. Non-Council Committee members may not attempt to exercise individual authority over the organization.
 - a. Non-Council Committee members' interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Council-authorized.
6. Similarly, Non-Council Committee members' interactions with the public, press or other entities must recognize the same limitations.
7. Non-Council Committee members must maintain confidentiality in accordance with the Act and GP14.



Policy Type: Governance Process
Policy Title: Committee Chairperson's Role
Reference: GP9
Date prepared/revised: June 2022

The Committee Chairperson of statutory, standing, sub-, or ad-hoc committees assures the integrity of the Committee's process.

1. The result of the Committee Chairperson's work is that the Committee behaves consistently with its own rules and those legitimately imposed upon it from Council, including
 - a. Meeting discussion content will be only those issues which, according to Council policy, or for statutory committees, the legislation, are appropriate for the Committee to deliberate;
 - b. Deliberation will be fair, open and thorough but also timely, orderly and kept to the point.
2. The authority of the Committee Chairperson consists in making decisions that fall within topics delegated to the Committee to discuss. Therefore,
 - a. The Committee Chairperson is empowered to chair Committee meetings, with all the commonly accepted power of that position (e.g., rulings, recognition);
 - b. The Committee Chairperson has no authority to make decisions about policies created by Council.
 - c. The Committee Chairperson has no authority to supervise or direct the CEO.
 - d. The Committee Chairperson may delegate their authority as chairperson but remains accountable for its use.
 - e. The Committee Chairperson cannot make a committee decision on their own.



Policy Type: Governance Process
Policy Title: Committee Principles
Reference: GP10
Date prepared/revised: July 2022

Council Committees are assigned to undertake work on behalf of Council. Council remains accountable for the work of each committee.

1. Committees will assist Council by preparing policy alternatives and outlining implications for Council to deliberate. In keeping with Council’s broader focus, Council committees will not have dealing with operations.
2. Committees will have written terms of reference wherein the expectations and authority of the committee will be carefully stated in order not to conflict with authority delegated to the CEO or another committee.
3. Council committees may not speak or act for Council except when formally given such authority for a specific and time limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
4. Council committees cannot exercise authority over staff. Because the CEO works for full Council, they will not be required to obtain approval of a Council Committee before action is taken.
5. Ad hoc committees of Council
 - a. Will include at least one Council member
 - b. May include in their composition, individuals who are not currently on Council
 - c. Do not require terms of reference; however, must receive a written annual charge from Council in September documenting their mandate, assigned tasks, and expected time frame of committee operation; and
 - d. Will be disbanded once they have completed the specific tasks assigned to them.
6. This policy applies to any group that is formed by Council action, whether or not it is called a “Committee” and regardless of whether the group includes Council members.
7. Some exceptions might apply to statutory committees that independently make regulatory decisions. For example, statutory committees have roles beyond that of assisting Council by preparing policy alternatives and some of their determinations can be characterized as being operational in nature.

Terms of Reference (ToR) – PGO Committees and Subcommittees

Statutory Committees

- GP10A ToR – Complaints Committee
- GP10B ToR – Discipline Committee
- GP10C ToR – Registration Committee

Standing Commttees

- GP10D ToR – Audit Committee
- GP10E ToR – Diversity and Inclusion Committee
- GP10F ToR – Enforcement & Compliance Committee
- GP10G ToR – Executive Committee
- GP10H ToR – Finance Committee
- GP10I ToR – Governance Committee
- GP10J ToR – Nominations Committee
- GP10K ToR – Past Presidents' Advisory Committee
- GP10L ToR – Professional Practice Committee
 - GP10L-A ToR – Environmental Geoscience Subcommittee
 - GP10L-B ToR – Geology Subcommittee
 - GP10L-C ToR – Geophysics Subcommittee
 - GP10M-D ToR – Geomorphology Subcommittee
- GP10M ToR – Sustainability and Climate Change Committee
- GP10N ToR – Symposium Planning Committee



Policy Type: Governance Process
Policy Title: Cost of Governance
Reference: GP11
Date prepared/revised: July 2022

To govern effectively, Council will invest in its governance capacity.

1. Council will invest to assure that Council skills, processes and supports will be sufficient to govern with excellence. In this regard, Council commits to the following:
 - a. Training and retraining to orient new Council members as well as to maintain and increase existing Council member skills and understanding in all areas.
 - b. Outside monitoring assistance will be arranged so that Council can exercise confident oversight over organizational performance. This includes but is not limited to an annual financial audit, and third-party expert reviews.
 - c. Outreach mechanisms will be used as needed to ensure Council's ability to gather and assess other viewpoints. This includes but is not limited to surveys.
 - d. Evaluation processes for Council to understand its effectiveness.
2. Non-regularly occurring expenses related to the conduct of Council business must be pre-approved by the President. Only expenses that are consistent with the parameters established in EL5 (Financial Planning and Budgeting) will be considered.



Policy Type: Governance Process
Policy Title: Avoiding Conflict of Interest
Reference: GP12
Date prepared/revised: July 2024/May 2024

Council members and Non-Council members of committees must disclose all conflicts of interest and must not act while in a conflict of interest.

1. A *conflict of interest* is defined as any situation in which a Council member or Committee member has a competing interest that could reasonably influence the discharge of their duties to PGO. The competing interest may be personal, professional, or financial, and may include an affiliation or employment with another organization. A conflict of interest may be real or perceived, actual or potential, direct or indirect.
2. The following is a non-exhaustive list of examples of conflicts of interest:
 - a. Where the interests of a family member, close friend, business associate, or a person to whom a Council or committee member owes an obligation could influence the Council or committee member's decision-making.
 - b. Where the Council or committee member has an interest in another organization that competes with the PGO's interests.
 - c. Where the Council or committee member would directly or indirectly benefit from or be negatively impacted by a proposed transaction, contract or decision involving PGO.
 - d. Where the Council or committee member holds a leadership role in a separate organization that involves working in the interests of the geoscience profession.
 - e. Where the Council or committee member is the subject of an investigation, hearing or charges that could reasonably influence their ability to discharge their duties to PGO.
 - f. Where the Council or committee member discloses confidential PGO information without authorization.
3. PGO depends on the integrity of its Council and committee members to take reasonable steps to assess and resolve their own conflicts of interest, if any, or demonstrate that no conflict exists to the Council or committee's satisfaction.
4. Council and committee members also have the duty to raise, for discussion, the issue of any other member having a conflict of interest.
5. The following steps shall be followed:
 - a. Council and committee members shall sign a written acknowledgement of their

obligations relating to conflicts of interest and declare that they are not in a conflict of interest with respect to their duties to PGO upon commencement of their term and annually thereafter.

- b. If a conflict of interest arises while discharging their obligations on Council or a committee, the Council or committee member must disclose the conflict to the CEO, president, or relevant committee chair (as applicable) at the first reasonable opportunity once the member becomes aware of the conflict.
 - c. Where a conflict of interest exists:
 - i. the Council or committee member shall not be present for any vote or discussion relating to the matter, transaction or contract;
 - ii. the Council or committee member shall not participate in any vote or discussion relating to the matter, transaction or contract; and
 - iii. the Council or committee member shall not attempt to influence any vote or discussion on the matter, transaction or contract.
 - d. The declaration of the conflict of interest shall be recorded in writing.
6. If a Council or Non-Council committee member has any concerns about whether a conflict of interest exists, they must immediately disclose that concern to the CEO, president, or relevant committee chair (as applicable) for a determination of the issue. The CEO, president, or relevant committee chair may consult counsel if needed.
 7. In any determination by the Council or committee as to whether a conflict exists, the member who is the subject of the discussion will be entitled to speak to the issue but will not vote or be present for the discussion or the vote.
 8. Where a concern about a conflict of interest is raised, and the majority of Council or committee members decides that no conflict exists (i.e., the reported concern would not influence the Council or committee member’s discharge of their duties to PGO), then the President or committee chair may permit the member in question to continue in their Council or committee role and the decision shall be recorded in the meeting minutes.

This Policy is not intended to discourage PGO’s development of strategic partnerships with appropriate organizations, but to ensure that those involved in the management and governance of PGO maintain the highest level of public trust and integrity.

Version Control

Version	Author	Date	Changes
5_Conflict of Interest Policy_May2024_approved.docx	Governance Committee	May 2024	Combined Avoiding Conflict of Interest (GP12) Conflict of Interest Guidelines (GP13)



Policy Type: Governance Process
Policy Title: Confidentiality and Intellectual Property
Reference: GP14
Date prepared/revised: June 2022/May 2024

Council members and Non-Council members of committees (“members”) will treat as confidential, all information obtained or available, as a result of their appointment/election to the PGO, as per s. 36 of the Professional Geoscientists Act (<https://www.pgo.ca/privacy-policy>) and relevant governance policies. Members will take all reasonable precautions to safeguard the confidentiality of such information.

1. Members shall sign a Statement of Confidentiality upon commencement of their term and annually thereafter.
2. All information obtained while serving as a Council or committee member that has not been made public by PGO shall be considered confidential.
3. Records (defined as any tangible information in any form, i.e., document, recording, tape etc.) obtained as a member shall remain the exclusive property of the PGO.
4. All information provided to Council and committee members remains the property of PGO.
5. Any works created by a Council and committee member in the course of their duties remains the property PGO.
6. Council and committee members can only use PGO property for PGO purposes and not for other purposes (e.g., putting on a CPD course for registrants) without the prior written permission of PGO.
7. Members shall not, during their term or at any time thereafter, disclose the private affairs or the information of the PGO to any person unless the disclosure is necessary to carry out the business of the PGO or where required by law.
8. Other than while completing their duties, no member shall remove any books, records, documents or property belonging to the PGO, from PGO’s office or download or otherwise retain any electronic information related to PGO matters. Upon completion of the member’s term, any such information (including but not limited to messages and attachment pertaining to PGO business sent between PGO Councillors, Committee Members and Staff) issued or provided to a member in the course of their duties shall be returned to the PGO and any downloaded documents will be deleted from non-PGO servers.

Reference: *Professional Geoscientists Act*, section 36

Confidentiality of information

36 (1) Every councillor, member of a committee established by the Association or employee of the Association shall keep confidential any information obtained in the course of his or her duties performed under this Act. 2000, c. 13, s. 36 (1).

Exception

(2) An individual described in subsection (1) may disclose confidential information for the purposes of the administration and enforcement of this Act. 2000, c. 13, s. 36 (2).

Offence

(3) An individual who knowingly fails to comply with subsection (1) is guilty of an offence and on conviction is liable,

- (a) to a fine of not more than \$15,000 for a first offence;
- (b) to a fine of not more than \$30,000 for a subsequent offence.

PGO Privacy Policy

Published at [Privacy Policy \(pgo.ca\)](https://www.pgo.ca/privacy-policy) <https://www.pgo.ca/privacy-policy>



Policy Type: Governance Process
Policy Title: Council Evaluation
Reference: GP15
Date prepared/revised: June 2022

Council will evaluate the effectiveness of Council as a whole and contribution of each member.

1. At least every two years, Council will evaluate its own performance as a whole and the individual contribution that members make in relation to the responsibilities highlighted in our *Governance Process Policies* and *Council -CEO Linkage policies*.
2. The Executive Committee will recommend an evaluation process to Council for their approval.



Policy Type: Governance Process
Policy Title: Commitment to Strategic Planning
Reference: GP16
Date prepared/revised: June 2022

Council recognizes its legal and moral responsibility for the governance of the PGO and for seeing to it that the mission of the PGO is carried out and for shaping the strategic direction it takes.

1. At least every three years, Council will dedicate a portion of its resources to focus on the long-term goals of the PGO, as stated in the Strategic Plan.
2. Members of Council and the Senior Management Team will participate in a strategic planning process agreed to by Council, following which a Strategic Plan will be prepared by the CEO for Council approval.
3. The strategic planning process will lead to a review/update of the Ends policies.



Policy Type: Governance Process
Policy Title: Risk Management
Reference: GP17
Date prepared/revised: May 2022

PGO staff will create and maintain a risk management system that shall include at least one risk register, risk evaluation matrix and any action plan needed to address risks.

The risk register shall list relevant risks, their potential consequences, mitigation measures and will include an assessment of residual risk. Risk categories shall include, but not be limited to, stakeholder, financial, human resources, information technology and cybersecurity, registration and accreditation, practice management and complaints and disciplinary process risks.

Assessment of risk before and after mitigation shall be in accordance with a risk evaluation and review matrix that shall be based on relative likelihood of occurrence and relative degree of impact. The procedure shall specify levels of risk that require review by council committee or by council itself.

Action plans shall be practicable, shall be prioritized based on relative risk and progress according to plans shall regularly be monitored.



Policy Type: Governance Process
Policy Title: Communications
Reference: GP18
Date prepared/revised: March 2023

PGO communications are guided by the current Communications Plan, which may be found in PGO's procedures and practices. The Communications Plan achieves the following.

1. It upholds PGO's reputation as a relevant, trustworthy, fair, diverse and inclusive, transparent, and accountable Self-regulatory Organization (SRO).
2. It explains how PGO's Objects, Duty/Mandate, Vision, Mission, and additional initiatives are to be effectively communicated to the public and registrants within all relevant standards of care.
3. It explains how communications within PGO's internal operations meet all relevant standards of care.
4. It is achieved by PGO staff, whereby progress is reported to Council as part of on-going operations.
5. It is overseen by the Governance Committee.



Policy Type: Governance Process
Policy Title: Version Control Policy
Reference: GP19
Date prepared/revised: February 2024

Existing and future PGO Documents shall be version controlled to allow identification as to how and when each document was altered by motion of the relevant governing authority (e.g. Council, Committees). In other words, on approval by Council of any amendments, the date of amendments will be recorded in an approved format and methodology.

The purpose of version control is to ensure a record of changes is made and the most up to date document is referred to by Council, staff, Registrants and the public which demonstrates a high proficiency in documentation and professionalism, expected of a self-regulating organization.

Version control allows identification how a document differs from its predecessor. It helps to establish the validity of a document being the current version and to prevent publication or internal circulation of a document that is still in draft form.

1. **Audit trail:** Version and revision control provides an [audit trail](#) of all changes made to documents, making it easier to trace any issues or errors. This is especially important for regulated industries where accuracy and accountability are crucial.
2. **Risk management:** Version control can help organizations manage the risk of errors or omissions in documentation. By providing a history of changes, organizations can identify and correct mistakes before they become serious issues.
3. **Accuracy:** Document version and revision control ensures that all changes made to a document are tracked and recorded. This helps to reduce the risk of errors, inconsistencies, and duplication of effort, which can be costly and time-consuming.
4. **Transparency:** Version and revision control provides transparency in document management by keeping track changes.

The Governance Committee has overall control and gives direction around version control, and it will be PGO assigned staff that(who) will make the physical changes to documents and share with GC Chair for final approval before posting in the appropriate depository system (website, main electronic filing system, etc.)

This procedure applies to:

- Everyone in PGO involved in creating and/or managing documents.
- Everyone in PGO for maintaining reference sets of policies, By-laws and procedures.
- Everyone in PGO involved in information management

The procedure shall be as follows:

Reports/documents:

Each time a Report or document is modified, a new version is created electronically with a by file name ending with the revised version. The date of revision shall be on the cover page as a footer and every page shall have a footer with the name of the document, the date updated, and the version number used.

The second page of each internal document or report (only) shall include a Version Summary Table identifying the version number, Responsible Party for changes, Date of the change and a summary of the changes.

By-law changes:

PGO By-laws shall include a front cover date stamp and within the body of the bylaw, immediately preceding the end of Section, Subsection, Paragraph or Clause, the date the amendment occurred.

Where a brand-new item is added to a By-law, it shall appear at the beginning of the Section and any future amendments will continue to be added following the new addition with a semi colon and the words amendment followed by the date of the amendment on the same line and area historical Tracking. For example,

When an item in the By-law is amended it shall immediately be followed by the words Amended and the date of the amendment and the Council approval date [Amended 2007-04-30 by PGO Council 2008-01-14]

Reference: Communications Plan (sample, procedure for Governance Manual updates, capitalisation of terms, list of documents to which this policy applies, external publication of version-controlled documents without history of changes)



Policy Type: Governance Process
Policy Title: Council's Annual Planning Cycle
Reference: GP20
Date prepared/revised: June 2022

Council adopts an annual planning cycle to optimize its effectiveness in governing, directing and inspiring the PGO.

1. Council conducts, in person and/or virtual meetings, a minimum of five (5) times each year. Under extraordinary circumstances, meetings may be held by other means.
2. An Annual General Meeting is held in June of each year.
3. Prior to its first meeting in September, Council conducts its Orientation of Council Members.
4. At each meeting, Council reviews and confirms the ends to be achieved and monitors compliance with all supporting policies. In addition, the following focus is established for the meetings:
 - a. At its meeting in September, Council reviews the fees schedule for registrants and Certificate of Authorization (C of A) holders and determines if adjustments will be implemented for the following registration year. . At its meeting in November, Council reviews its ends policy and its annual priorities in preparation for the new budget cycle.
 - b. At its meeting in January, Council receives and deliberates on the budget presented by the CEO, including the amount to be contributed to the Contingency and Strategic Initiative Funds. In January, Council also focuses on the process for annual elections.
 - c. At its meeting in March, Council reviews its overall policy structure.
 - d. At its meeting in May and/or June, Council receives external monitoring.



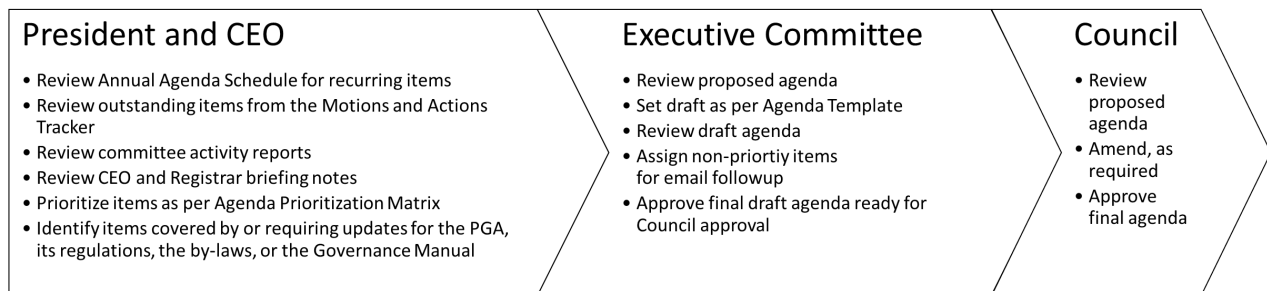
Policy Type: Governance Process
Policy Title: Council Meeting Agenda Setting
Reference: GP21
Date prepared/revised: April 2024

The President, as the Chair of Council, assures that the agenda setting process rigorously follows a risk-based approach, in accordance with the Ends Policies, in order to fulfil PGO’s Mandate, to serve and protect the public interest by governing the practice of professional geoscience in Ontario.

Agenda Setting:

- Meetings of Council require that agendas apply a rigorous approach to ensure that topics for discussion are screened appropriately to prioritize the public interest and reaffirm PGO’s commitment to protecting the public from harm.
- The general framework for the creation of a Council agenda is illustrated in Figure 1. It is the President’s and the CEO’s responsibility to produce the agenda with consideration for the Council Meeting Agenda Decision Matrix in collaboration with the CEO and Executive Committee.

Figure 1 General framework of the responsibilities for parties involved in the creation of the Council Agenda



- All agendas will state the location, time and place for the meeting (virtual, in-person, or hybrid), and include, but not limited, to the following agenda items: Conflict-of-Interest Declaration.
- The Council Meeting Agenda Decision Matrix (Figure 2) is formulated to assist the President and Executive to evaluate each request for Council’s time and attention. The matrix will inform decisions by systematically comparing and scoring each request based on predetermined factors.
- All involved in agenda setting will apply the Council Meeting Agenda Decision Matrix to the creation of a new agenda, or when amending a draft agenda. The objects of the PGO or legislation relevant to topic will be identified on the agenda.
- It is the Executive Committee’s role to review and revise the draft agenda in accordance with the matrix. Should there be items deferred or delegated, the Executive will inform the Council

and make a recommendation to Council regarding each item. The Executive will approve the draft agenda and the text of any motions for presentation to Council.

- It is Council's responsibility to finalize the draft agenda by reviewing all related materials provided in the agenda package circulated in advance of the meeting. Council may suggest amendments to the agenda at the Council meeting in accordance with the matrix.

Motions and Actions:

- **Motions**
 - Making decisions or taking action is done through motions, thus making them critical to an effective meeting.
 - A motion is a proposal by a member of Council indicating that a specific action be taken.
 - Motions will be drafted in advance of the circulation of the agenda to Council. Committee Chairs and other parties submitting requests to Council are recommended to suggest the text of the motions to ensure that the request is captured appropriately. The text of motions is required to be included with the agenda, (By-law No. 1A, s3.03).
 - Only a member of Council may put forward a motion.
- **Actions**
 - Actions are less formal, lower risk tasks assigned to individuals or groups.
 - These do not need to be defined in advance of the Council meeting. However, if actions can be defined when the agenda is prepared, having the text available is welcome.
- Staff will maintain the Motions and Actions Register and make it readily available to Council.
- The President, or designate from a member of Council, will be responsible to inform non-Council volunteers of any Motion or Action from Council involving them or their committee.
- Amendments to Motions or Actions will follow the process defined by the Governance model.

Figure 2 Council Meeting Agenda Decision Matrix

	Scheduled	Option to Defer or Delegate	Not scheduled
Important	<ul style="list-style-type: none"> • Legislated duties pertain to the following instruments: <ul style="list-style-type: none"> ○ Professional Geoscientists Act and Regulations ○ Objects of PGO ○ Ontario Health and Safety Act ○ Employment Standards ○ Any other topic falling under legislation or regulation governing PGO as a regulator or employer • Any financial expenditure required to be passed by Council as per the Governance Manual • Any reports of oversight reported by committees or staff regarding an immediate (less than 12 months) risk to PGO’s ability to regulate (reputational, financial, legislative, regulatory) • Updates related to the Ends policies, Budget, Annual Operations Workplan, and Strategic Plan 	<ul style="list-style-type: none"> • Requests from Geoscience Canada • Emerging risks (greater than 12 months) to protection of the public vis a vis geoscience practice • Council participation in special initiative • Committee reports with requests of Council that are not urgent (requiring action greater than 6 months) 	
Not Important			<ul style="list-style-type: none"> • Any topic falling outside of the regulation of professional geoscience • Any topic falling outside of the realm of professional geoscience and its impact on society • Committee or staff reports with no identified risks, no urgent requests of Council (requiring action before next Council meeting) <p>Note: The President should follow up with Committee Chairs or Staff that provide reports that lack of clear direction to ensure that the recommendation is understood.</p>

Committee Reports to Council:

- Committee Chairs, or designates, are responsible for the submission of committee reports to Council and for complying with Council submission deadlines.
- Committees shall identify and prioritise deliberations on matters that pose a risk to PGO's public safety mandate, and refer to the matrix above in doing so.
- Committees will seek Council guidance to confirm that their priorities align with the overall objectives of PGO.
- All Committees will provide a report outlining their proposed work plan for the year to be approved by Council annually.
- Committees requiring Council direction on their workplan or other relevant topic falling within PGO's mandate will provide a written report summarizing the issue, its relation to PGO's mandate, and either the Committee's recommendation to Council including the rationale, or options for Council to consider including the rationale of each option.
- Committee reports will include the text of any proposed motion that have been approved for presentation to Council by a quorum of the Committee defined by the Terms of Reference.
- Where Committees do not require guidance from Council, no report is required unless requested by Council.

Staff Reports to Council:

- The CEO is responsible for all staff reports to Council and is responsible for complying with Council submission deadlines.
- Staff reports and presentations (including those of advising consultants) will be provided in advance of the Council meeting to ensure that items being brought forward are in accordance with the matrix.
- For initiatives requiring Council direction, the CEO will ensure that written reports are submitted in compliance with the Council schedule and that these reports summarize the issue, its relation to PGO's mandate, and either the staff's recommendation to Council including the rationale, or options for Council to consider including the rationale of each option.



Policy Type: Governance Process
Policy Title: Closed and *In-Camera* Discussions Policy
Reference: GP22
Date prepared/revised: April 2024

Purpose

Meetings of Council and Committees are public and as such, meetings should be open and transparent. However, there are specific circumstances where meetings must be closed. To allow Council to execute its role of oversight, there are circumstances outlined in By-Law 1A which require closed discussions. This policy will outline the difference between an *in-camera* discussion and a closed discussion and the procedural considerations and general approach for these events.

In all instances, it should be evaluated and confirmed that a private discussion is appropriate. Overuse of these types of discussions could jeopardize the objective for openness and transparency.

1. In camera discussions

- a. Brief, informal *in camera* discussions are held following the conclusion of the business portion of each Council meeting without the presence of any staff. These are encouraged as a means of monitoring Council performance to allow a candid discussion about the success of the meeting.
- b. These types of discussions are also encouraged at the Committee level to assess the performance of the Committee.
- c. After an *in-camera* discussion, the Chair will determine what, if any, information will be shared with other parties within PGO.
- d. Participants of *in camera* discussions are prohibited from communicating about topics discussed unless directed by the Chair to proceed with an approved action.

2. Closed Meetings of Council

- a. A Closed meeting is a part of the business section of a Council meeting where it is necessary to restrict attendance to certain individuals or groups.
- b. By-law 1A defines the topics requiring the Council meeting to be closed.
- c. In advance of a Council meeting, it is the President's responsibility to identify a need for a closed meeting based on the nature of the agenda items and the need for confidentiality.
- d. Closed meetings shall not be held to deliberate on matters that should be transparent and accessible to the public. It is essential that the discussion does not deviate from the original purpose of the closed meeting as governed by By-law 1A.
- e. Notice of closed meetings shall be identified on the Council agenda.
- f. Only individuals whose presence is deemed necessary by Council shall be allowed to attend closed meetings.
- g. Recording devices, including, but not limited to, audio or video recording equipment, shall not be permitted in closed meetings.
- h. It is the responsibility of the President to identify an individual to capture the minutes.

- i. Minutes should remain brief, factual, and capture the decisions taken. Due to the sensitive nature of closed discussions, any records of the closed meeting will keep the identity of those participating in the discussion anonymous.
- j. Only those considered a participant in the closed discussion shall have access to review the minutes.
- k. It is the responsibility of the President to store the minutes for future record. Minutes from a closed meeting must not be stored on any server or storage location administrated by or under the direction of PGO staff.
- l. Participants in closed meetings are prohibited from communicating about topics discussed outside of a closed meeting unless directed by the Chair to proceed with an approved action.
- m. Motions
 - i. To commence a closed meeting, it is required that a motion be passed to indicate that this will be a closed portion of the meeting. The specific section and subsection of By-law 1A should be quoted in the motion. The motion to close the meeting shall be kept in accordance with standard Council meeting procedures. The group included or excluded from closed discussions needs to be clearly identified.
 - ii. Once the discussion intended for the closed meeting has reached its conclusion, a motion to end the closed portion of the meeting is required. The motion to reopen the meeting shall be kept in accordance with standard Council meeting procedures.
- n. While it is encouraged to identify there is a need for a closed meeting in the agenda in advance, there may be circumstances that develop in the Council proceedings that require a discussion to be closed. In such instances, any councillor may put forward a motion to close discussion by referencing the applicable section and subsection within By-Law 1A and indicating within the motion the individuals or groups that will be excluded in the discussion.
- o. It is the responsibility of the President to determine what, if any, information will be shared with other parties within PGO following the conclusion of a closed meeting.

COUNCIL - CEO LINKAGE POLICIES



Policy Type: Council - CEO Linkage
Policy Title: Global Council - CEO Linkage Policy
Reference: CRL1
Date prepared/revised: June 2022

Council's only formal connection to the operations of the PGO, the PGO's achievements and conduct will be through the CEO, except where the legislation requires that certain regulatory activities be performed by a statutory committee.



Policy Type: Council - CEO Linkage
Policy Title: Accountability of the CEO
Reference: CRL2
Date prepared/revised: August 2015

The CEO is Council's only link to operational achievement and conduct, except where the legislation requires that certain regulatory activities be performed by a statutory committee, so that all authority and accountability of staff, as far as Council is concerned, is considered the authority and accountability of the CEO.

1. Council, as a whole, will not give instructions to persons who report directly or indirectly to the CEO.
2. Council, as a whole, will refrain from evaluating, either formally or informally, any staff other than the CEO.
3. An individual Council member may be invited by the CEO to provide direct input to the CEO's evaluation of an individual staff member's performance.
4. Council will view the CEO's performance as identical to organizational performance. Organizational accomplishment of Council-stated *Ends* and adherence to *CEO Limitations* policies will be viewed as successful CEO performance.
5. Council will, where statutory committees are mandated to engage in regulatory activity, view these committees' performance as identical to organizational performance.



Policy Type: Council - CEO Linkage
Policy Title: Delegation to the CEO
Reference: CRL3
Date prepared/revised: June 2022

Council delegates its operations to PGO's CEO, except where the legislation requires that certain regulatory activities be performed by a statutory committee. The CEO is empowered to make all decisions, create all policies, and authorize all engagements that, upon Council request, they can demonstrate to be consistent with a reasonable interpretation of the Council's Ends and Executive Limitations policies. Council retains all authority designated to it in accordance with the Professional Geoscientists Act, 2000 and PGO's By-laws.

Except where the legislation requires that certain regulatory activities be performed by a statutory committee, the CEO is the Council's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as Council is concerned, is considered the authority, responsibility and accountability of the CEO.

1. Council will develop policies instructing the CEO to achieve certain results, for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called *Ends* policies.
2. Council will develop policies that limit the latitude the CEO may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called *Executive Limitations* policies.
3. As long as the CEO uses any reasonable interpretation of Council's *Ends* and *Executive Limitations* policies, the CEO is authorized and encouraged to establish all further operational policies, make decisions, take action, establish practices, and develop activities.
4. Council may change its *Ends* and *Executive Limitations* policies, thereby shifting the boundary between Council and CEO domains. By doing so, Council changes the latitude of choice given to the CEO. However, Council may not apply such shifts retroactively with respect to the evaluation of performance of the CEO.
5. Council will respect and support the CEO's choices within the Executive Limitations established.
6. Only decisions of Council acting as a body or decisions of a Statutory Committee (or panel of a Statutory Committee) acting as a tribunal authorized under the Professional Geoscientists Act 2000, are binding on the CEO.
7. Decisions or instructions of individual Council members, Officers or Council Committees are not binding on the CEO except in rare instances when Council has specifically authorized such exercise of authority or where the Council Committee or a panel of the Statutory Committee is authorized to render decisions under the Professional Geoscientists Act 2000.

- a. In the case of Council members or Committees requesting information or assistance without Council or statutory 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.
- b. Where the CEO is unclear as to procedure, it is the responsibility of the CEO to seek clarification from Council.



Policy Type: Council - CEO Linkage
Policy Title: Monitoring CEO Performance
Reference: CRL4
Date prepared/revised: June 2022

Council will view CEO performance as identical to organizational performance. Systematic monitoring of the performance of the CEO will be measured against the accomplishment of Council Ends policies, fulfillment of the duties and responsibilities of the position as required by the Professional Geoscientists Act 2000 and operations of the PGO that are within the boundaries established in Council policies on Executive Limitations.

1. Council will refrain from evaluating, either formally or informally, any PGO staff other than the CEO and when evaluating the CEO, Council shall do so only in accordance with this policy.
2. Monitoring is used to determine the degree of compliance to Council policies. Non-relevant data is not to be considered monitoring data.
3. Council will acquire monitoring data by one or more of the following methods:
 - a. By internal report, in which the CEO discloses information to Council;
 - b. By external report, in which an external, disinterested third party selected by Council assesses compliance with Council policies, and
 - c. By direct Council inspection, in which a designated member or members of Council assess compliance with the applicable policy criteria. This inspection is a spot check, which allows a “prudent person” test of policy compliance.
4. In every case, the standard for compliance to Council shall be any reasonable interpretation of the Council policy being monitored.
5. All policies that instruct the CEO will be monitored at a frequency and by a method chosen by Council. Council can monitor any policy at any time by any method.
6. Council shall conduct a performance review of the CEO annually following a schedule that aligns with the PGO Staff performance review schedule. The President shall also conduct a mid-year progress review. Council may conduct an interim informal progress review at any time if a serious breach of trust is discovered.
7. A group of Council members as determined by Council will document the results of each performance review. A copy will be placed in the CEO’s personnel file and a copy given to the CEO.

EXECUTIVE LIMITATIONS POLICIES

Note:

The policies in the following section are intentionally written using a negative format. The explanation for this format is as follows:

Council is accountable for both the “ends” achieved by the PGO as well as the “means” by which those “ends” are achieved. Council also recognizes that it is neither feasible nor appropriate to be entangled in operational details. This creates a dilemma: On the one hand, Council is accountable for staff practices and situations, yet dealing with them directly is not appropriate.

Policy Governance offers a way for Council to deal with this dilemma: Council simply states the means that are unacceptable, and then requires data to monitor that the boundaries thus set are being observed. This approach required the use of negative language. As counterintuitive as this approach sounds, it works magically. Council can enumerate the situations, circumstances, practices, activities, conduct, and methods that are off-limits, that is, outside the authority granted to the CEO. These proscriptions avoid telling the CEO how to manage, but do tell them how not to manage. Although verbally phrased in an intentionally negative or limiting way (to avoid a governing body’s tendency to slip back into prescribing means) this approach is psychologically quite positive. The message to the CEO is, with regard to operational means “if Council has not said you can’t, you can.”



Policy Type: CEO Limitations
Policy Title: Global Executive Constraint
Reference: EL1
Date prepared/revised: June 2022

The CEO will not cause or allow any practice, activity, decision, or organizational circumstance of the PGO that is either unlawful or in violation of The Professional Geoscientists Act 2000, PGO's by-laws or commonly accepted business and professional ethics.

With respect to interactions with others, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, discriminatory, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.



Policy Type: CEO Limitations
Policy Title: Treatment of Registrants
Reference: EL2
Date prepared/revised: June 2022

With respect to interactions with registrants, the CEO will not cause or allow conditions, procedures or decisions that are unsafe, discriminatory, undignified, unnecessarily intrusive, fail to provide appropriate confidentiality or privacy or that are not in compliance with the Professional Geoscientists Act, 2000.

The CEO will not

1. Fail to address and respond to registrants' requests or concerns in a timely manner.
2. Fail to provide a mechanism for the regular communication of PGO business to registrants.
3. Use methods of collecting, reviewing, transmitting or storing registrant information that fail to protect against improper access to the material elicited.
4. Fail to take reasonable steps to communicate individual rights under the Professional Geoscientists Act to current, potential and past registrants.
5. Fail to inform registrants about their professional responsibilities and the consequences of non-compliance.
6. Allow conditions to exist that limit reasonable access to the PGO by people with special needs.



Policy Type: CEO Limitations
Policy Title: Treatment of Staff
Reference: EL3
Date prepared/revised: June 2022

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO may not cause or allow conditions that are unsafe, discriminatory, unfair or undignified or allow jeopardy to fiscal integrity or public image of the PGO.

The CEO will not:

1. Fail to treat employees in a fair, respectful and ethical manner and in keeping with the values articulated by Council in GP3 (Governing Style).
2. Fail to comply with employment standards and applicable labour law as set by the Governments of Ontario and Canada.
3. Fail to establish personnel policies, acceptable to Council, that govern employees and their working conditions.
4. Impose adverse consequences against any staff member for expressing an ethical dissent.
5. Prevent staff from complaining to Council when (1) internal complaint procedures have been exhausted and (2) the employee alleges that
 - a. Council policy has been violated to their detriment or
 - b. Council policy does not adequately protect their human rights.
6. Fail to acquaint staff with the characteristics of their job responsibilities and obligations to PGO, including but not necessarily limited to position descriptions, reporting relationships, security and confidentiality.
7. Fail to take adequate measures to prevent harassment or workplace violence and investigate any internal complaints promptly.
8. Fail to objectively evaluate staff annually on their performance based on their job responsibilities and agreed upon performance measures.
9. Fail to take reasonable measures to minimize overtime or temporary assistance.
10. Fail to employ expert professional help when required.
11. Fail to provide appropriate professional development opportunities for all staff in order that they may operate effectively.
12. Change the compensation (including all benefits) the CEO receives without prior Council approval except where so authorized by the agreement governing their employment or by Council policies.
13. Fail to establish compensation and benefits packages for staff, which are representative of the market value for skills employed.
14. Provide less than the same basic level of benefit to all full-time employees although

differential benefits to encourage longevity on the job for key employees are not prohibited.

15. Fail to inform staff of the compensation and benefits provided to them by their employment with the PGO.
16. Fail to review with staff any possible changes to compensation and benefits on an annual or shorter timeframe.



Policy Type: CEO Limitations
Policy Title: Workplace Violence and Harassment
Reference: EL4
Date prepared/revised: June 2022

Ontario Workplace Violence & Harassment Prevention Policy

Professional Geoscientists of Ontario is committed to maintaining a safe and healthy work environment. Council members, committee members, suppliers, managers, supervisors, and all workers, including temporary workers and contractors (collectively: our personnel), are expected to uphold this policy. We will always take appropriate and reasonable steps to protect our personnel from potential risks associated with violence and harassment (including a course of conduct that is known, or ought to be known as unwelcomed) in the workplace. We will not tolerate behaviour that intimidates, threatens, harasses, abuses, injures or otherwise victimizes our personnel. Violent or harassing behaviour in the workplace will lead to penalties up to and including termination.

Definition

Workplace violence and harassment are actions or words that could endanger or harm any personnel or result in a reasonable belief that they are in danger. These include verbal or physical harassment, verbal or physical threats, assaults or violence, sexual abuse or statements and any other behaviour that causes others to feel threatened or unsafe.

Employer Commitment

This policy is endorsed by the executive and Council of Professional Geoscientists of Ontario. CEO and senior management are responsible for ensuring that procedures are in place, personnel are informed, appropriate resources are available, regular risk assessments are conducted and program modifications are performed. CEO and senior management will take all reasonable precautions to protect personnel from workplace violence and harassment and to ensure that personnel are aware of their rights and responsibilities. Any incidents of workplace violence and harassment will be investigated immediately.

Employee Commitment

It is the responsibility of each individual that is considered personnel of PGO to be aware of and follow procedures that are in place to protect themselves and others from workplace violence and harassment. Personnel are required to immediately report all incidents to the CEO or, if that is not possible, to the current President of PGO. Personnel will not be penalized, reprimanded or in any way criticized when acting in good faith bringing forward a complaint or providing information regarding a complaint or incident.



Policy Type: CEO Limitations
Policy Title: Financial Planning and Budgeting
Reference: EL5
Date prepared/revised: June 2022

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the Council's Ends priorities, risk fiscal jeopardy, or fail to be derived from a financial plan.

For the purposes of this policy, the following definitions will apply:

Fiscal year: The fiscal year of the Professional Geoscientists of Ontario shall commence on the first day of January and conclude on the last day of December of the following year.

The CEO will not allow financial planning and/or budgeting that:

1. Fails to contain sufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, adequate cash flow, and disclosure of planning assumptions.
2. Fails to be based on an annual operating plan that specifies the operational priorities for the year based on the broad Ends policies of Council.
3. Fails to appropriately balance resources, both human and financial, between the budget and the *Ends* policies.
4. Fails to provide sufficient funds in the annual budget for the direct expenses associated with fulfilling the regulatory objectives of PGO and the cost of governance including all Council meetings and meetings of all committees established by Council in accordance with GP10 (Committee Principles). (Fails to provide sufficient resources to support Council's ability to perform its leadership role.)
5. Fails to provide reasonable funds in financial reserves to address major legal proceedings that could conceivably result from PGO's regulatory obligations to register, address complaints towards, and/or discipline geoscientists in Ontario.
6. Fails to meet any financial obligations to the Ontario government etc.
7. Budgets the expenditure of more funds than is conservatively projected to be received in that fiscal period unless directed by Council.



Policy Type: CEO Limitations
Policy Title: Financial Condition and Activities
Reference: EL6
Date prepared/revised: June 2022/November 2022

With respect to the actual, ongoing financial condition and activities, the CEO will not cause or allow fiscal jeopardy or a material deviation of actual expenditures from Council priorities.

The CEO will not:

1. Indebit the PGO in any amount, except as approved by Council. (Or without prior approval of Council, cause PGO debt in an amount greater than can be repaid by unencumbered (uncommitted) revenues within 60 days)
2. Use any restricted allocations unless unique circumstances arise and only with Council approval.
3. Fail to settle payroll and debts in a timely manner.
4. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
5. Fail to authorize expenses that are valued at \$25,000 or less and that have been previously approved as an item in the PGO budget.
6. Authorize expenses that are valued in excess of \$25,000 and that have previously been approved as an item in the PGO budget without first obtaining the agreement of the President or Vice-President.
7. Fail to promptly report to the Executive Committee expenses that they have approved at a value of \$5,000 or less that were not approved as an item in the PGO budget that they believed were necessary for the operations of PGO.
8. Authorize expenses that are in excess of \$5,000 and that are not previously approved as an item in PGO's budget unless the expense is approved by Council or, if the matter requires immediate action, is approved by the Executive Committee on behalf of Council.
9. Fail to sign all payment instruments (cheques, drafts, notes or orders for payment of money and all notes and acceptances and bills of exchange) in an amount less than \$5,000 in a prompt and timely manner.
10. Fail to obtain the authorization of the President or Vice-President on payment instruments in an amount greater than \$5,000 and in any amount where the instrument is in payment to the CEO or a related person.
11. Fail to regularly monitor and report on the financial condition of PGO to the Council on a quarterly basis.

12. Fail to aggressively pursue receivables, such as registration fees etc. within a reasonable grace period.
13. Exceed budgeted amounts in any line item by more than 25% without Council (or, in emergency Executive Committee) approval as appropriate, e.g. for legal proceedings subsequent to regulatory activities of PGO.
14. Use any restricted funds intended without Council approval.



Policy Type: CEO Limitations
Policy Title: Financial Transactions
Reference: EL7
Date prepared/revised: June 2022

With respect to the actual financial transactions of PGO, the CEO shall not:

1. For any purpose whatsoever deduct any amount from money received by the PGO or fail to deposit such money received in the bank in the name of PGO.
2. Fail to endorse any negotiable instrument for collection on account of PGO or for the deposit to the credit of PGO with the bank, and the PGO stamps shall be used for such endorsement.
3. Fail to obtain a record of transaction for any payments made on behalf of PGO by any means.
4. Fail to write cheques, or issue electronic funds transfers, or have them endorsed in accordance with the by-laws and policy of PGO .
5. Maintain a petty cash account exceeding \$500 and shall not fail to properly account for the petty cash of PGO .
6. Fail to maintain the accounting of PGO, including but not necessarily limited to the general journal, accounts receivable and accounts payable.



Policy Type: CEO Limitations
Policy Title: Asset Protection
Reference: EL8
Date prepared/revised: June 2022

The CEO will not allow the assets of the PGO to be unprotected, inadequately maintained, or unnecessarily risked.

The CEO may not

1. Fail to insure against theft and casualty losses to at least 90% of replacement value and against liability losses to Council members, Non-Council members of Council Committees, staff, and the PGO itself.
2. Operate without adequate Director's and Officer's Liability Insurance for Council.
3. Fail to maintain an appropriate risk management insurance policy and general liability insurance policy for PGO .
4. Fail to arrange for sufficient maintenance to the physical space and equipment of PGO .
5. Use inappropriately, misuse or abscond funds of the PGO or fail to take reasonable protection against others doing so.
6. Make any single purchase
 - a) Wherein normally prudent protection has not been given against conflict of interest;
 - b) Without having obtained, for purchases of services over \$8,000 with a new supplier, comparative prices and quality where prudent; and
 - c) Without assuring the balance of long-term quality and cost.
7. Fail to protect intellectual property, information and files from inappropriate access, loss or significant damage or fail to establish and maintain a Records Management and Retention policy that meets the legal obligations of PGO .
8. Receive, process or disburse funds under controls which are insufficient to meet generally accepted Canadian audit standards.
9. Fail to invest or reinvest all funds of the PGO that are not immediately required such that the securities and debt instruments are issued or are guaranteed by any one or more of the following:
 - (a) the government of Canada
 - (b) the Government or any province of Canada, or
 - (c) securities and bank instruments guaranteed by a bank listed in Schedule 1 under the *Bank Act* (Canada) or such other financial institution approved by Council.

10. Fail to deposit operating funds in secure instruments such as an insured chequing account.
11. Acquire, encumber or dispose of real estate without prior approval of Council.
12. Allow any payment instrument, withdrawal of funds or contracts to be executed except in accordance with EL6 (Financial Conditions and Activities) and EL7 (Financial Transactions) and with the by-laws of PGO .
13. Borrow money on the credit of PGO without Council approval.
14. Fail to keep the Executive Committee and Council informed of the status of all assets of PGO .
15. Fail to provide Council with an annual asset list and status of the assets.



Policy Type: CEO Limitations
Policy Title: External Audit
Reference: EL9
Date prepared/revised: August 2015

Council will not fail to require an external, disinterested third party selected by Council to assess compliance with Council policies and generally accepted accounting principles.

The CEO may not

1. Fail to provide for an annual external audit of financial performance by auditors appointed by Council.
2. Fail to support and manage the audit process.
3. Fail to allow for reasonable additional external audits if, or when, Council requests it.



Policy Type: CEO Limitations
Policy Title: Emergency CEO Replacement
Reference: EL10
Date prepared/revised: July 2022

In order to protect Council from sudden loss of CEO services, the CEO must have designated a Deputy CEO (who may or may not be the Registrar) familiar with Council and CEO issues and processes.

1. The CEO shall not fail to keep business and other records in an organized, orderly and accessible manner.
2. The designated Deputy CEO may act in the absence of the CEO until the CEO returns, is permanently replaced or an interim CEO is appointed.
3. The designated Deputy CEO will not be expected to act in the absence of the CEO for a period of longer than six months.
4. Alternatively, Council may appoint an interim CEO to exercise the powers and to perform the duties, powers and functions of the CEO when the CEO is absent or unable to act or when there is a vacancy in the office of the CEO.
5. An interim CEO may be expected to act in the absence of the CEO for a period longer than six months.



Policy Type: CEO Limitations
Policy Title: Compensation Administration
Reference: EL11
Date prepared/revised: July 2022

Salary compensation for PGO staff will be based on fair market value in relation to the employee's assigned tasks and level of responsibility, and on demonstrated performance. Compensation strategies are designed to both attract and retain competent staff.

The CEO will not allow compensation administration that

1. Fails to reflect a written position description including identified performance standards.
2. Fails to undertake an External Salary Review of Market Conditions every three (3) years at minimum or as otherwise directed by Council.
3. Fails to identify a salary range, with minimum and market median points identified within the range. The median will represent the market competitive job rate for each position.
4. Fails to place new employees within this range based on the skills and experience they bring to their role at the PGO.
5. Fails to establish clear procedures for the application of economic and/or market adjustments to salary ranges and fails to communicate these procedures to all staff. Furthermore, clear procedures must be established and communicated for performance bonuses.
6. Fails to establish a process for an annual review of individual performance based on previously established performance objectives.



Policy Type: CEO Limitations
Policy Title: Communication and Support to Council
Reference: EL12
Date prepared/revised: August 2015

The CEO will not permit Council to be uninformed or unsupported in its work.

The CEO will not

1. Fail to submit monitoring data required by Council in a timely, accurate and understandable fashion, directly addressing provisions of Council policies being monitored.
2. Let Council be unaware of relevant trends, anticipated adverse media coverage, material internal and external changes, and particularly changes in the assumptions upon which Council policy has previously been established.
3. Fail to advise Council if, in the CEO's opinion, Council is not in compliance with its own policies on *Governance Process* and *Council - CEO Linkage*, particularly in the case of Council behaviour that is detrimental to the working relationship between Council and the CEO.
4. Fail to collect for Council as many staff and external points of view, issues and opinions as needed for fully informed Council choices.
5. Fails to present information in a form that is succinct and concise and differentiates between decision-making, background information for discussion and data for monitoring.
6. Fail to provide a mechanism for official Council, Officer or Committee communications in a timely manner.
7. Fail to deal with Council as a whole except when
 - a. Fulfilling appropriate individual requests for information or
 - b. Responding to Committees that are exercising their statutory obligations; or
 - c. Responding to Officers or Committees duly charged by Council.
8. Fail to report in a timely manner an actual or anticipated non-compliance with any policy of Council and provide an explanation for such non-compliance.
9. Fail to provide the approved minutes of Council and Council Committees to Council in a timely manner.



Policy Type: CEO Limitations
Policy Title: CEO and Staff Membership of PGO Committees
Reference: EL13
Date prepared/revised: May 2024

The CEO and other members of staff will attend committee meetings only in a non-voting, ex-officio capacity.

FORMS FOR SIGNATURE

**Code of Conduct – Annual Acknowledgement and Agreement
For Council Members**

I, _____, acknowledge that I have read and understood policy GP7 “*Council Member’s Role and Code of Conduct*”.

I agree to abide by these policies and the Code of Conduct.

I further acknowledge and agree that my obligations under the Code of Conduct continue beyond the expiration of my tenure as a Council member or as a Non-Council Committee member of the PGO.

Signature: _____

Date: _____

**Code of Conduct – Annual Acknowledgement and Agreement
for Non-Council Committee Members**

I, _____, acknowledge that I have read and understood policy GP8 “*Non-Council Committee Member’s Role and Code of Conduct.*”

I agree to abide by these policies and the Code of Conduct.

I further acknowledge and agree that my obligations under the Code of Conduct continue beyond the expiration of my tenure as a Non-Council Committee member of the PGO.

Signature: _____

Date: _____

**Conflict of Interest – Annual Declaration
For Council Members and
Non-Council Committee Members**

To: The CEO of Professional Geoscientists of Ontario (PGO)

I hereby declare that I have read and fully understand the Conflict-of-Interest Policy of PGO. I further declare that I am not in a real or perceived, actual or potential, direct or indirect conflict of interest in respect of my duties and responsibilities as a member of the PGO Council and/or any of its committees.

If a conflict of interest arises in the future, I shall have an obligation to notify PGO at the first reasonable opportunity.

I HEREBY DECLARE that the above constitutes a complete and accurate disclosure by me pursuant to the governing policy of Professional Geoscientists of Ontario.

Signature: _____

Date: _____

Statement of Confidentiality – Annual Acknowledgement and Agreement for Council Members and Non-Council Committee Members

I acknowledge that I have read and understood PGO’s Confidentiality and Intellectual Property Policy.

I acknowledge that I am bound by section 36 of the *Professional Geoscientists Act* which requires me to keep confidential any information obtained in the course of my duties and not disclose it except for the purposes of the administration and enforcement of the Act.

I acknowledge that in the course of my duties, I may obtain access to personal information related to registrants, employees, and volunteers, PGO information not yet made public, and strategic / business / operating plans, and I acknowledge that all such information is confidential.

I agree that I will not access, use or disclose any confidential and/or personal information that I learn of or possess because of my affiliation with the PGO, unless it is necessary for me to do so in order to perform my responsibilities. I also understand that under no circumstances may confidential and/or personal information be communicated either within or outside of the PGO except to other persons who are authorized by the PGO to receive such information.

I agree that I will not alter, destroy, copy or interfere with this information, except with prior authorization and in accordance with the applicable PGO policies and procedures.

I agree that I will take all reasonable precautions to safeguard the confidentiality of confidential and/or personal information whether in physical or electronic form. In addition, I agree to only use correspondence means (e.g. email) under my direct control (i.e. not under control of an employer), on a best-efforts basis but mandatory in the case of statutory committees. I agree to keep any computer access codes (for example, passwords) used for PGO purposes confidential and secure. I will protect physical and electronic access devices used for PGO purposes (for example, keys, badges, and storage devices) and the confidentiality of any information being accessed.

I will not lend my access codes or devices used for PGO purposes to anyone, nor will I attempt to use those of others. I understand that access codes come with legal responsibilities and that I am accountable for all work done under these codes. If I have reason to believe that my access codes or devices have been compromised or stolen, I will immediately contact the CEO.

I understand that I may face sanctions, including disqualification from Council or a Committee and/or legal action if I fail to comply with my confidentiality obligations.

If I have questions or concerns about any matter covered by this Statement or if I have concerns about confidentiality or security matters concerning the PGO, I will promptly contact the CEO.

Signature: _____

Date: _____