

# Board of Directors Recruitment

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Information Package  
for Potential Candidates  
2024



ASSOCIATION OF CONSULTING  
ENGINEERING COMPANIES  
ONTARIO

# Why volunteer your time with the ACEC-Ontario Board of Directors?

ACEC-Ontario's mission is to promote and advance the business interests of our Member Firms and the value of the engineering work they do.

Our vision is to ensure our Member Firms prosper and are recognized for their influence and fundamental contributions to the social, environmental, and economic welfare of Ontario.

The Board of Directors is responsible for steering the association to successfully address member needs and industry issues. New Directors will be entering during the second year of ACEC-Ontario's 2023-2026 strategic plan.

All interested candidates are welcomed and encouraged to apply. Additional consideration will be given to candidates:

- Who are employed by a member company that employs less than 100 people in Ontario
- With historically underrepresented identities
- Who hold corporate roles, other than direct engineering roles (legal, human resources, financial, etc.)
- Individuals in management level positions with demonstrated excellence in leadership

Unsure if your employer is a member company? Visit our [Member Directory](#) here to view a list of our member companies.

This is an invaluable leadership opportunity that will benefit you, your firm, and your industry. Questions? Contact us at [Communications@ACECOntario.ca](mailto:Communications@ACECOntario.ca).

## Why get involved?

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**Karen Freund, CIMA+**  
**Past -Chair, ACEC-Ontario 2024**

“There are both personal and corporate/industry benefits to being a Board member for ACEC-Ontario. On the personal side I have been able to develop my network, make friends and participate in something important that is not part of my day-to-day job. I have also learned skills in facilitation, and developed a better understanding of governance, strategy and financial management for non-profit organizations. I appreciate having the opportunity to provide input to, influence and possibly shape the consulting industry. Membership on the ACEC-Ontario Board has also allowed me to meet with and develop relationships with senior leaders of our client organizations, and members of government, that I would otherwise not have been able to.”

“ACEC-Ontario represents our interests and they contribute greatly to the success of our companies. It is important that we give back to the industry and to the organizations that give so much to us. Volunteering with ACEC-Ontario has and continues to be a positive, valuable experience. I encourage all who are able to volunteer to do so.”

**Derek Potvin, Robinson Consultants**  
**Director, ACEC-Ontario 2024**



“Sitting on the ACEC-Ontario Board of Directors has been personally fulfilling. I’ve experienced working alongside dedicated passionate individuals that want to raise ACEC-Ontario’s profile and provide insights on new policies and initiatives as much as I do. The engineering profession plays a critical role in our society’s foundation and enriches the quality of people’s lives in communities across Ontario. We are leading the way by assisting our public officials in making informed decisions - volunteering for the Board of Directors allows me to take part in this mission.”

**Joe Sframeli, EnVision Consultants Ltd**  
**Past-Chair, ACEC-Ontario 2023**

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# Position Description



## Responsibilities & Expectations

1. Know ACEC-Ontario's mission, vision, values, and , its operations; and its bylaws;
2. Always act objectively, and in the best interest of ACEC-Ontario;
3. Prepare for all board meetings, and all committee meetings of which the director is a member, by reviewing all agenda materials including reports;
4. Attend, and participate in, all board meetings, and all committee meetings of which the director is a member;
5. Keep careful notes at meetings, and review the minutes of all meetings and provide commentary where necessary;
6. Endeavor to attend ACEC-Ontario special functions such as the Awards Gala, the AGM and other industry events;
7. Keep up-to-date on issues and developments in the consulting engineering sector;
8. Do what is necessary to understand the issues, in order to make informed decisions, while maintaining confidentiality. This includes discussion with other board members;
9. Disclose all personal dealings as early as practical;
10. Vote on motions, either for or against. Limit abstention voting to only where necessary.



In addition, board members are expected to be:

1. Accountable for their actions and those of the association;
2. Aware of the operations of the association;
3. Giving of their expertise;
4. Assertive in questioning issues and in challenging management and other directors;
5. Cognizant of ACEC-Ontario's environment and its risks;
6. Available, in terms of their time, to attend meetings and help carry out the business of the board.

## **Primary Duties**

*Fiduciary Duty* – a person who maintains a position of trust has a higher standard of care. Directors are subject to common law fiduciary obligations. If the association is unable to pay bills or government remittances, board members may potentially be held responsible.

*Duty of Care* – a director who acts honestly and meets these standards of conduct and care will not be liable for simple errors of business judgement that occur while performing the duties of the office.

*Duty of Honesty* – act honestly, ethically. Avoid and declare conflicts of interest. Exercise strict confidentiality of board business. Challenge issues with which you do not agree.

*Duty of Diligence* – act in the best interests of ACEC-Ontario.

*Duty of Skill* – utilizing expertise in the best interests of ACEC-Ontario.

*Duty of Prudence* – act cautiously and anticipate probable consequences of any course of action that ACEC-Ontario may choose to undertake.

## **Associated Duties**

- Duty to Govern the affairs of ACEC-Ontario and to apply the by-laws. Authority only exists as part of the collective, when the board meets and makes decisions.
- Duty to Avoid Conflicts of Interest by putting the interests of the association first.
- Duty to Act within the Scope of Authority by acting within the scope of the objects, bylaws, and resolutions of the Board of Directors.



## Term Limits

Directors are elected to a three (3) year term.

Directors may be re-elected for one (1) successive term. A one (1) year absence from the Board of Directors is required before a Director can seek re-election after serving two consecutive terms.

## Composition

The specific skills and experience needed for Board service will depend in part on ACEC-Ontario's current strategic plan and related initiatives. The composition of the Board must be compatible with the current status of the organization but also consider its intended future direction. At any time not more than one director can be employed by the same member.

Because of the variety of issues that ACEC-Ontario addresses, it is highly improbable that any single director will be familiar with all the issues that might come before the Board. What is important is that the Board, as a whole, possesses the broad skills and expertise needed to oversee and direct the organization.

## Assets: General Skills / Knowledge

- An understanding of the member value proposition. A clear understanding of the short-term value needed to acquire members and the long-term value needed to retain members.
- Experience in working with a Board of Directors or volunteers; understanding of good governance.
- Clear understanding of financial statements, including income statements and balance sheets.
- Strong communications skills.
- Strong interpersonal and analytical skills.

## Specific Skills / Knowledge / Experience (one or more required):

*Financial/accounting/audit* – Competent in understanding financial matters and statements.

*Risk Management and Controls* – Identifying potential risks, recommending, and implementing preventive measures and devising plans to minimize the impact of risk; Experience or knowledge of auditing practices, organizational controls, and compliance measures.

*Legal* – Experience with, or knowledge or expertise in legal principles, processes and systems. This may include interpreting and applying legislation or an understanding of legal dimensions of organizational issues.



*Regulatory* – Experience ensuring compliance with all regulations and laws pertaining to a business.

*IT / E-Commerce* – Experience with technologies applicable to the mission and operations of the organization.

*Membership Association Management / Governance* – Experience with a volunteer board governing a member driven association.

*Policy Development and Advocacy* – Experience deciding what should be achieved, what should be done to achieve it, how to do it efficiently and economically and who should do it; Experience talking to others to convey information effectively; Experience researching topics and news related to companies and causes relevant to ACEC-Ontario; Knowledge of how government works and legislative / regulatory processes.

## **Personal Qualities**

Diversity is a core value at ACEC-Ontario. The Governance and Nominating Committees recognize the problem-solving and decision-making benefits that come from a Board that is diverse in terms of gender, culture, and background.

### **The personal qualities of good Directors include:**

*Commitment and interest* – They are available and can invest the time to understand and support ACEC-Ontario. They are passionate about the ACEC-Ontario's success.

*Objectivity and independent-mindedness* – They form their own judgments and are not biased towards any particular interest or stakeholder.

*Integrity* – They have personal integrity and insist that ACEC-Ontario behave ethically.

*Courage* – They have the courage to ask tough questions and to voice their opinions.

*Perspective* – They have broad knowledge and experience that they apply to discussions and decisions.

*Analytical* – They have well-developed conceptual thinking and problem-solving skills, are quick studies, and can avoid "groupthink".



**The dynamic of the Board is as important as the skills, experience, and knowledge of its members. Directors should have the behavioural skills required to work together effectively. These skills include:**

*Ability to present opinions* – They can present their views clearly, frankly, constructively, and persuasively.

*Willingness and ability to listen* – They listen attentively and respectfully and make sure they understand what they have heard.

*Ability to ask questions* – They ask questions in a way that contributes positively to debate.

*Flexibility* – They are open to new ideas and responsive to change.

*Relationship Building* – They seek collaboration and cooperation.

*Conflict resolution* – They are oriented to resolve conflict, are resilient after it occurs, and support board decisions once made.

## **Additional Requirements**

- Must be an individual that is 18 years of age or older
- Must be employed by an ACEC-Ontario member company
- Must be a resident of Ontario
- Must have permission from member company to act as a Director of the Corporation
- Must have the power under law to contract
- Must not have been a person who has been found to be incapable by any court in Canada or elsewhere
- Must not have the status of a bankrupt
- Must be in full agreement with the governing documents of the Corporation
- Must meet other requirements as determined by policies adopted by the Board from time to time

## **Time Commitment**

- Board meetings are held approximately 7-8 times a year, for 2-3 hours per meeting.
- Annual General Meeting participation is required annually, for approximately 2-3 hours.
- ACEC-Ontario major events participation is required. Approximately 2-3 events are held annually & time commitment varies per event. Ticket purchases may be required for certain events.
- Committee participation may be required if Directors are acting as a Board Liaison for a standing committee.
- Strategic Planning session attendance is required. These sessions occur once every 3 years, lasting for 1-2 days.





# Important Dates / Election Timeline

## Recruitment

- Monday, March 18, 2024 – Candidate Recruitment Opens
- Monday, May 20, 2024 – Candidate Recruitment Closes

## Candidate Assessment

- Monday, May 20 to Wednesday, June 12, 2024

*Candidates will be contacted by the Nominating Committee during this period to discuss interest and qualifications for role. Selected candidates will be added to the slate of nominees to stand for election.*

## Nominations

- Wednesday, June 12, 2024 – Deadline for Nominating Committee to submit its list of nominees to the Chair of the Governance Committee.
- Monday, July 15, 2024 – Distribution of the list of nominees to Member Companies.
- Monday, August 16, 2024 – Deadline for the distribution of the Notice of AGM to Member Companies, including the Nominating Committee's slate of candidates.

*Note: Additional persons may be nominated for consideration at the AGM. However, for a new candidate to be added, ACEC-Ontario must be notified of the "intent to nominate from the floor" in writing 15 days prior to the AGM (i.e. by Friday August 30th, 2024).*

## Annual General Meeting / Election

- Tuesday, August 6, 2024 – Provision of election procedures to all candidates and Firm Member Representatives.
- Monday, September 16, 2024 – Annual General Meeting & Board of Directors Election.

