



Canada Energy
Regulator

Régie de l'énergie
du Canada

Transition Binder for Chief Executive Officer

February 2024



Canada 

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Canada Energy
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Board of Directors

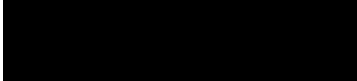
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13 February 2024

Tracy Sletto



s. 19(1)

Dear Tracy:

On behalf of the Board of Directors (Board), I want to congratulate you on your appointment as Chief Executive Officer (CEO) of the Canada Energy Regulator (CER). I would like to take this time to offer my sincere gratitude to you for taking on the role of Acting CEO, and for your commitment to the organization since joining in 2011. Your strong leadership has been instrumental in ensuring that the organization has continued to run smoothly, and you have provided stability and compassion in uncertain times.

The Board and I look forward to continuing working with you to advance key strategic work underway. We are confident that, with your wealth of knowledge, expertise, and extensive experience at the CER, you are well placed to lead the implementation of the organization's strategy, run its day-to-day business and affairs, and lead the CER's exceptional staff.

As you know, the CER is in the final year of its inaugural, three-year plan focusing on four Strategic Priorities: Trust and Confidence, Reconciliation, Competitiveness, and Data and Digital Innovation. We have also recently finalized our Strategic Plan for 2024-27, which builds on these priorities. We are delving deeper on topics such as our continued focus on Reconciliation as an enduring priority, and our potential role in energy transition and competitiveness. We look forward to utilizing your expertise in implementing this new strategic plan.

While you are very familiar with the organization, this binder provides several documents to support your onboarding including:

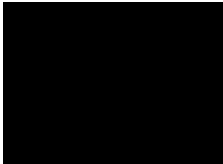
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- Our Board of Directors Governance Manual
- Overview of the CER Act and Conflicts of Interest Act
- Biographical information for the:
 - Board of Directors;
 - Indigenous Advisory Committee;
 - Commissioners; and
 - Senior Management Committee

If you have any questions, please don't hesitate to contact myself or Katherine at KatherineL.Murphy@cer-rec.gc.ca.

On behalf of the organization, I want to thank you for accepting this important responsibility. I look forward to continuing to work with you.

Yours sincerely,



s. 19(1)

George Vegh
Chairperson of the Board of Directors



Board of Directors Governance Manual

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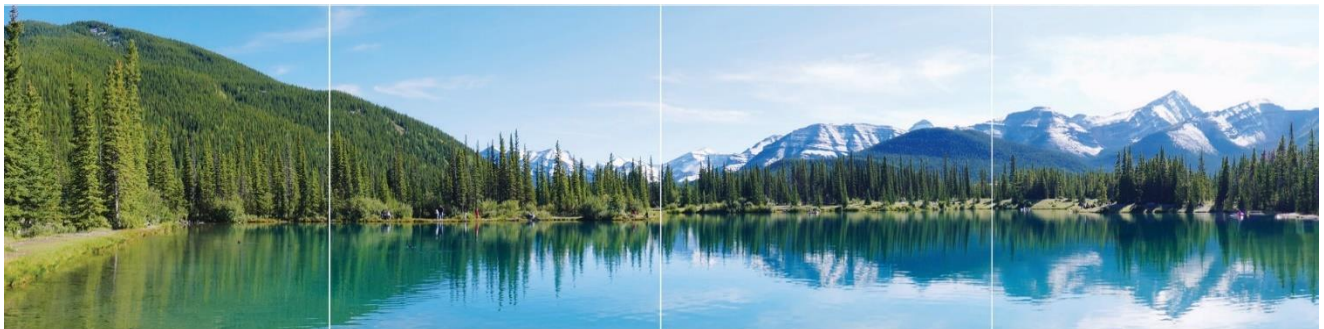
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Board of Directors Governance Manual

Part 1: Legislation

Hyperlinks have been provided to <https://laws-lois.justice.gc.ca>



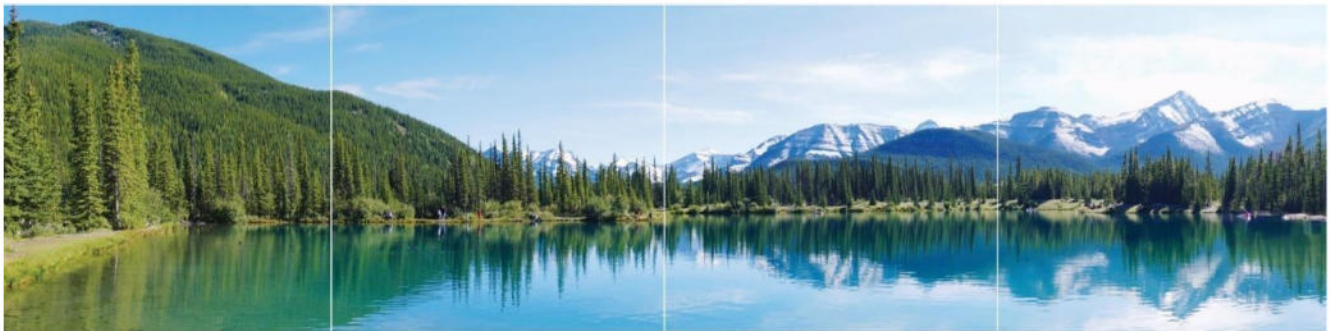


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Board of Directors Governance Manual

Part 2: Bylaws





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Canada Energy Regulator Board of Directors By-law # 1





Interpretation

1. The following definitions apply to all by-laws and resolutions of the Board of Directors.

"Act" means the *Canadian Energy Regulator Act*.

"Regulator" means the Canada Energy Regulator established by subsection 10(1) of the Act.

"Board" means the Board of Directors of the Regulator established by section 14 of the Act and includes the Chair, Vice-Chair, and three to seven other Directors.

"Board Plan" means a plan recommended by the Chair, approved by the Board before the beginning of the fiscal year if possible, and incorporating, as a minimum, in respect of that fiscal year, the following elements:

- a. schedule of Regular Meetings of the Board; and
- b. schedule of Regular Meetings for all Committees;

"Chair" means the Chairperson of the Board appointed under section 15 of the Act.

"CEO" means the chief executive officer of the Regulator appointed under section 21 of the Act. The CEO is responsible for the management of the Regulator's day-to-day business and affairs, including the supervision of its employees and their work.

"Chief of Staff" means the Chief of Staff of the Regulator or such other Regulator official whose role includes that of corporate secretary to the Board.

"Committee" means any committee of the Board.

"Consensus" means the general agreement of all Board members on a course of action. Consensus does not require concurrence on every point but rather broad agreement on the general approach and a willingness to accept the overall course of action.

"Days" means business days of the Regulator.

"Directors" means the Chair, Vice-Chair and other directors of the Board appointed under section 15 of the Act.

"Fiscal Year" means the period extending from April 1 of a given year to March 31 of the following year.

"Governance Manual" means the manual prepared and maintained on an ongoing basis by the Chief of Staff containing legislation, by-laws, policies and other documents relevant to the mandate and operations of the Board.

"Lead Commissioner" means the Lead Commissioner designated under section 37 of the Act.

"Minister" means any member of the Queen's Privy Council for Canada to be designated the Minister under section 8 of the Act.

"Official Document" means:

- a. minutes of Board and Committee meetings, and any reports prepared by or on behalf of the Board or any Committee;
- b. documents duly authorized committing the Board to act or witnessing any right or obligation the Board may have, including, without limiting the generality of the foregoing, by-laws and resolutions of the Board; and
- c. memoranda of understanding, letters of intent and any other document the Board may add to this list by resolution.

"Regular Meeting" means a scheduled Board or Committee meeting as identified in the Board Plan.



“Special Meeting” means a Board or Committee meeting not in the Board Plan that is called to address an urgent or important matter that must be considered by the Board or a Committee prior to the next Regular Meeting.

“Vice-Chair” means the Vice-Chairperson of the Board appointed under section 15 of the Act.

Mandate of the Board

2. The Board shall exercise all the powers and perform all the duties and functions granted to it under the Act, which powers shall be exercised and duties and functions performed in accordance with its by-laws and the resolutions the Board may make from time to time

Chair of the Board

3. Subject to the provisions of this By-law, the Chair shall:
 - (1) ensure the Board fulfills its legislated mandate and responsibilities in a transparent manner;
 - (2) call, determine the agenda for, and preside over Board meetings;
 - (3) oversee the application of sound governance practices;
 - (4) after consultation with the Board, nominate Directors to serve as chair and members of each Committee, to be appointed on an annual basis, or as otherwise required, by resolution of the Board;
 - (5) represent the Board and appear on its behalf at official functions and engagement events, and have prime responsibility for interaction, on behalf of the Board, with the Minister, Lead Commissioner, CEO, Regulator officials, and external officials, parties or bodies, having regard to the Board’s mandate;
 - (6) be an ex-officio, non-voting member of all Committees; and
 - (7) perform all other duties and functions as may be assigned by resolution of the Board.

Vice-Chair

4. The Vice-Chair shall, in the absence of the Chair:
 - (1) preside over Board meetings;
 - (2) act as the main point of contact between the Board and the CEO between Board meetings;
 - (3) if and as required, fulfill the other responsibilities of the Chair, consistent with Board by-laws, policies and other applicable documents; and
 - (4) perform any other duties and functions as may be assigned by resolution of the Board.



Directors

5. The Directors of the Board shall:

- (1) act in accordance with the Act and with Board by-laws, policies and other applicable documents as contained in the Governance Manual;
- (2) make every reasonable effort to prepare for, attend and actively participate in Board and Committee meetings;
- (3) immediately advise the Chief of Staff in the event that they become unable to attend a Board or Committee meeting;
- (4) participate in Committees in accordance with appointments made under subsection 3(4) of this By-law;
- (5) as a condition of their appointment as public office holders, comply with the requirements of the *Conflict of Interest Act*, the *Ethical and Political Activity Guidelines for Public Office Holders*, and section 16 of the Act; and
- (6) perform all other duties and functions as may be assigned by resolution of the Board.

Chief of Staff

6. The Chief of Staff, in their corporate secretary to the Board function, shall:

- (1) receive requests for Special Meetings of the Board or a Committee and notify Directors accordingly;
- (2) record and keep all decisions, and keep minutes of all Board and Committee meetings;
- (3) provide Directors with the agenda, the minutes of all Committee meetings, and all other relevant documents, notices and information as may be required for all Board and Committee meetings;
- (4) prepare and recommend to the Chair the Board Plan;
- (5) keep records of Official Documents, and make them available upon request to any Director;
- (6) upon request, ensure that certified copies of Official Documents and other documents are issued;
- (7) sign Official Documents and such other documents as the Board may determine by resolution;
- (8) act in accordance with directions of the Board; and
- (9) perform all other duties and functions as may be assigned by resolution of the Board.

Committees

7. The Board may from time to time establish any Committee, as it deems necessary or appropriate for such purposes and, subject to the Act, assign it such powers as the Board shall see fit. Any such Committee may formulate its own rules of procedures, subject to such policies or directions as the Board may from time to time make.



8. No Committee shall have the power to act for or on behalf of the Board or otherwise commit or bind the Regulator to any course of action. Committees shall only have the power to make recommendations to the Board as the Board may from time to time direct.
9. Each Committee established by resolution of the Board shall draft a Committee terms of reference and submit it for approval at the next Board meeting. Committee terms of reference will be reviewed by the Board annually.

Board Meetings

10. The Board shall hold at least four Regular Meetings a year and also may hold Special Meetings as needed.
11. The quorum for any Board meeting shall be a majority of the Directors, including the Chair, holding office at that time.
12. Persons who will be present at Board meetings shall be the Directors, the CEO, the Chief of Staff, General Counsel, and any such other persons who are required under any provision of the Act, Board by-laws or Board policy to be present at the meeting. Any other person may be present at Board meetings on the invitation of the Chair.
13. The CEO shall be a non-voting participant at Board meetings.
14. Unless otherwise required by Board by-law, every question before the Board shall be decided by reaching Consensus or, in the absence of reaching Consensus, by a majority of votes of the Directors present at any Board meeting.
15. The Board may adopt, amend or repeal by-laws by the affirmative vote of not less than two-thirds of the Directors present at any Board meeting.
16. A Director, in respect of a resolution passed or action taken at a Board meeting, may request that their vote be recorded in the minutes.
17. (1) Subject to subsection (2) of this By-law, Regular Meetings of the Board shall be held at the time and place specified in the Board Plan.
(2) Any Regular Meeting of the Board may be held at such other time or place as may be determined by the Board to be appropriate, provided that notice of such change is communicated in writing to the Directors no less than 15 days before the date specified in the Board Plan.
(3) Every Regular Meeting of the Board shall have an agenda which includes:
 - a. for approval, the minutes of the previous Regular Meeting of the Board and of all Special Meetings of the Board held since the last Regular Meeting;
 - b. a call for declaration of conflicts of interest;
 - c. for information, the minutes of all Committee meetings held since the last Regular Meeting of the Board;
 - d. a report by the CEO on any significant activities of the Regulator since the last Regular Meeting of the Board, which shall include any reported non-compliances of the Regulator with relevant legislation or binding policy or directives;
 - e. an update by the Lead Commissioner on any significant activities of the Commission since the last Regular Meeting of the Board. The Board shall not give direction or advice with respect to any particular decision, order or recommendation made by the Commission; and



- f. an *in camera* session with the CEO present and an *in camera* session without the CEO present.
18. (1) Special Meetings of the Board may be called by the Chair to address an urgent or important matter that must be considered by the Board prior to the next Regular Meeting of the Board, or at the written request of at least one third of the Directors holding office at that time.
(2) Special Meetings of the Board shall be held within ten working days after the Chief of Staff has received a request for such a meeting, on five-days notice to the Board.
(3) Any Special Meeting of the Board may be deemed to have been a Regular Meeting of the Board upon unanimous consent of all Directors in attendance at that meeting.
(4) In the event the Chairperson considers it not practicable or warranted for a Special Meeting to be convened, any resolution of the Board may be passed by affirmative email received by the Chief of Staff from each and all of the Directors entitled to vote on that resolution. Such a resolution is as valid as if it had been passed at a Regular or Special Meeting of the Board.

Remote Participation

19. If the Regulator chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Board or Committee meeting, one or more persons entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Any Director participating in a Board or Committee meeting pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Regulator has made available for that purpose.
20. If the Directors call a Special Meeting of the Board, those Directors may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Committee Meetings

21. Regular Meetings of Committees shall take place at the time and place specified in the Board Plan, or at such other time and place as may be determined by the chair of the Committee with the concurrence of the Chair of the Board provided that notice of such change is communicated in writing to the Committee members no less than 15 days before the date specified in the Board Plan.
22. Special Meetings of a Committee may be called by the Chief of Staff at the request of the Chair of the Board or the chair of the Committee to address an urgent or important matter that must be considered by the Committee prior to the next Regular Meeting of the Committee. Such meetings shall be held within ten working days after the Chief of Staff has received the request, on three-days notice to the members of the Committee.
23. A majority of Committee members shall constitute a quorum of the Committee.



General

24. The Regulator shall keep at its headquarters a record of Board and Committee members and of all Official Documents.
25. All books and records of the Regulator relevant to the mandate of the Board may be inspected by any Director.
26. This By-law shall come into force on the date it is enacted by resolution of the Board.
27. This By-law shall be reviewed annually by the Board and updated as may be required.



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Board of Directors Governance Manual

Part 3: Guidance, Terms of Reference, Policies, and Procedure



Canada 



Governance of the Canada Energy Regulator Mandate, Roles and Responsibilities

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Document last updated: February 2022



1.0 Introduction

This document is a governance tool that provides guidance to Directors, Commissioners, the Chief Executive Officer (CEO), Indigenous Advisory Committee (IAC) members, and staff of the Canada Energy Regulator (CER) regarding their roles and responsibilities in supporting the effective delivery of the CER's mandate. It is also intended to serve as a summary and guide for members of the public regarding the governance structure of the CER.¹

The document will be posted on the CER public website and otherwise made available to members of the public on request. This document will be reviewed no less than every three years by the Board and updated as may be required.

Wherever the terms "Regulator" or "CER" are used in this document, it refers to the CER in its entirety, including its governance structure.

This document must be understood in the broader context of the legal framework applicable to the CER, as well as the CER's role within the Government of Canada, of which it is part. This document is not intended to and does not interfere with the CER's exercise of its legislated mandate, including the independence of the Commission when acting in its adjudicative capacity.

2.0 Mandate

2.1 CER Mission, Vision and Legislative Mandate

The CER is a departmental corporation and agent of the Crown established under the *Canadian Energy Regulator Act* (CER Act). Other statutes pursuant to which the CER exercises powers or functions, or that otherwise apply to the CER include but are not limited to the:

- *Canada Oil and Gas Operations Act*
- *Canada Petroleum Resources Act*
- *Impact Assessment Act*
- *Access to Information Act*
- *Privacy Act*
- *Canada Labour Code*
- *Financial Administration Act*

The CER's Mission is:

Regulating infrastructure to ensure safe and efficient delivery of energy to Canada and the world, protecting the environment, recognizing and respecting the rights of the Indigenous peoples of Canada, and providing timely and relevant energy information and analysis

The CER's Vision is:

An energy regulator with an exemplary workforce that has the confidence of Canadians; is dedicated to ensuring safety and environmental sustainability; builds strong relationships with First Nations, the Métis, and the Inuit; and enhances Canada's global competitiveness.

The CER's Mission and Vision are grounded in the CER's legislated mandate, and the purpose and preamble of the CER Act. The CER's mandate is found in section 11 of the CER Act:

¹ A CER governance diagram is attached at Appendix 1.

The Regulator's mandate includes:

- (a) making transparent decisions, orders and recommendations with respect to pipelines, power lines, offshore renewable energy projects and abandoned pipelines;*
- (b) overseeing the construction, operation and abandonment of pipelines, interprovincial power lines and international power lines and overseeing work and activities authorized under Part 5 as well as abandoned facilities;*
- (c) making orders with respect to traffic, tolls and tariffs and overseeing matters relating to traffic, tolls and tariffs;*
- (d) making decisions and orders and giving directions under Part 8 with respect to oil and gas interests, production and conservation;*
- (e) advising and reporting on energy matters;*
- (f) providing alternative dispute resolution processes;*
- (g) exercising powers and performing duties and functions that are conferred on the Regulator under any other Act of Parliament; and*
- (h) exercising its powers and performing its duties and functions in a manner that respects the Government of Canada's commitments with respect to the rights of the Indigenous peoples of Canada.*

The CER's mandate should be understood in the broader context of the CER Act's preamble, and its purpose as set out in section 6:

6. The purpose of this Act is to regulate certain energy matters within Parliament's jurisdiction and, in particular,

- (a) to ensure that pipelines and power lines as well as facilities, equipment or systems related to offshore renewable energy projects, are constructed, operated and abandoned in a manner that is safe, secure and efficient and that protects people, property and the environment;*
- (b) to ensure that the exploration for and exploitation of oil and gas, as defined in section 2 of the Canada Oil and Gas Operations Act, is carried out in a manner that is safe and secure and that protects people, property and the environment;*
- (c) to regulate trade in energy products; and*
- (d) to ensure that regulatory hearings and decision-making processes related to those energy matters are fair, inclusive, transparent and efficient.*

Where a 'designated project'² contains activities regulated under the CER Act, an integrated impact assessment between the Impact Assessment Agency of Canada and the CER is required, which involves coordination and collaboration between the two organizations. The impact assessment meets the requirements of both the *Impact Assessment Act* (IA Act) and the CER Act. It is undertaken by a review panel, at least one member of which is appointed by the Agency from a roster of CER Commissioners, on the recommendation of the Lead Commissioner. The Lead Commissioner is consulted by the Minister of Environment and Climate Change on the review panel's terms of reference.

The CER's mandate should also be understood in the context of the CER's Departmental Results Framework, including its Core Responsibilities of Energy Adjudication, Safety and Environment Oversight, Energy Information, and Engagement, as well as the CER's organizational values, as reflected in the *Code of Conduct for CER Employees* and the *Values and Ethics Code for the Public Sector*.

² The *Physical Activities Regulations*, made under the *Impact Assessment Act*, establish the criteria for which projects are 'designated', meaning that they require an impact assessment.

The general powers, duties and functions of the Commission (which is part of the CER) as an adjudicator and court of record, together with the scope of its jurisdiction, are set out in sections 31 through 36 of the CER Act.

2.2 Government of Canada Policy

The CER is subject to broader Government of Canada policy, as applicable and respecting the Commission's independent adjudicative authority. This includes policies and management requirements of the Treasury Board. The CER regularly works with other government departments and agencies in the interest of policy development and delivery of its legislated mandate.

The Governor in Council and the Minister, as applicable, may provide policy guidance and direction to the CER on matters of general application in a variety of ways, including but not limited to regulation, directions of general application on broad policy matters section 13 of the CER Act, other written policies of general application, and correspondence. For example, communications may pertain to matters such as the applicability of government priorities or policies to the CER, or the establishment as appropriate of objectives for the CER.

The CER also has a specific mandate under sections 80 through 84 of the CER Act to provide policy advice and recommendations to the Minister, both at the Minister's request (mandatory) and at its own initiative (discretionary). Further, the CER may, on request, provide advice to another federal, provincial or territorial department or agency (s.84). In support of this aspect of its mandate, the CER is required to maintain a broadly-based study and review of matters relating to the energy sector in Canada and abroad as well as the safety and security of regulated facilities. CER officials supporting the advisory mandate bear in mind the requirement to make use of data and information from Government of Canada sources whenever possible (s.86), as well as the confidentiality of advice to the Minister, which may not be published without the Minister's prior approval (s.83(2)).

3.0 Roles and Responsibilities

3.1 The CER within the Government of Canada

The CER is part of the Government of Canada, and its employees are part of the federal public service. As a Board-governed departmental corporation it operates with a level of day-to-day independence from the Minister. However, the CER is ultimately accountable to the Minister of Natural Resources and supports the Minister's accountability to the Prime Minister and to Parliament for the CER's overall performance.

A distinctive responsibility of the CER is the adjudicative role exercised by the Commission, which is intended to ensure the independence of individual decisions. The assurance of this independence is central to the CER's mandate.

The CER is part of a ministerial portfolio. In practice, most of the CER's routine dealings with government are conducted through the Deputy Minister and other departmental officials. The CER's role within the broader government framework is guided by the principles set out in *Open and Accountable Government: A Guide for Ministers*.

3.2 Minister of Natural Resources

The Minister responsible for the CER is the Minister of Natural Resources. The Minister is the principal locus of government authority with respect to the CER but does not engage in the routine work of the CER, which is under the governance of the Board and the day-to-day management of the CEO.

However, the Minister has residual authorities with respect to the CER, either directly or through recommendations to the Governor in Council, on matters such as appointments, time limit extensions and directives to ensure timeliness of recommendation reports, approval of certain regulations, entry into agreements with Indigenous governance bodies under section 77 of the CER Act, and energy policy of general application.

The Minister is accountable to the Prime Minister and to Parliament for the overall effectiveness of the CER in delivering on its mandate, and accordingly has responsibility and authority for communicating broader government policy and priorities to the CER in a manner consistent with its statutory independence.

In practice, ministerial responsibilities for portfolio organizations are largely exercised through officials from the Minister's office and department. The Minister may exercise substantial discretion regarding the extent of personal engagement with the CER, and also regarding the role of the portfolio deputy, but in all cases communication with the senior leadership of the CER, specifically the Chairperson of the Board and the CEO, is important. The Minister consults with the Board on the appointment of the CEO.

The Minister receives the annual reports of the Regulator (submitted by the Board) and of the Commission and introduces these reports in the House of Commons and the Senate within 15 sitting days (of the respective chambers) of receipt.

The Minister is accountable to the Prime Minister and Parliament to ensure that the CER discharges its statutory powers, duties and functions in a manner that fulfils its mandate and is consistent as appropriate with government policy. The Minister's accountability to Parliament for the CER includes, in addition to submission of reports as required by statute, responding to questions raised in Parliament (e.g., in Question Period or through parliamentary returns) and appearing before committees as required. The CER supports these responsibilities of the Minister.

3.3 Deputy Minister

The Deputy Minister of Natural Resources is a key link between the CER and the Minister. The Deputy Minister works with the Chairperson and CEO, as appropriate, respecting the development and implementation of, for example, applicable policies; CER business planning and reporting; and budget and resource-related matters. The Deputy Minister may play an active role in any general portfolio coordination initiatives under the direction of the Minister.

In practice, much of the senior level communication between the CER and the government takes place between the CEO and Deputy Minister level counterparts at other departments and agencies, including Natural Resources Canada, Environment and Climate Change Canada and the Impact Assessment Agency of Canada.

3.4 Board of Directors and Chairperson

3.4.1 Board of Directors

The CER's Board is comprised of between five and nine directors, including the Chairperson and Vice-Chairperson of the Board. At least one of the directors is required to be an Indigenous person. All members of the Board are appointed by the Governor in Council to serve part-time, at pleasure, for a term of up to five years, with the possibility of renewal for additional terms of up to five years. No one serving as a Commissioner, CER employee or the CEO may be appointed as a Director. In discharging their responsibilities, Directors must act in the best interests of the CER and without conflict of interest. The Board makes decisions and exercises its authorities collectively, and by consensus where

possible.

Under the CER Act, the Board is responsible for the governance of the entire Regulator, and its governance functions include providing strategic direction and advice to the CER. As part of this role, the Board sets the CER's Strategic Plan and oversees its implementation, and approves the Regulator's Annual Report. In governing the Regulator, the Board must not give directions or provide advice with respect to any particular decision, order or recommendation that is made by the Commission or a Commissioner.

Accordingly, the Board oversees the CER at the level of governance and strategic advice and direction, and is focused on results and outcomes. It does not normally engage in routine operations, which are the purview of the CEO, and it operates at a high, directional level in matters of management and staff.

However, the Board, under the leadership of the Chairperson, is ultimately accountable to the Minister for ensuring that the CER delivers effectively on its mandate and is appropriately aligned with government policy. In meeting this accountability, the Board:

- Ensures sound governance and high ethical standards and accountability throughout the CER;
- Provides that appropriate systems and practices are in place to ensure the CER is well managed;
- Acts in a manner that ensures adherence to the purposes and provisions of the CER Act and other applicable legislation and policy direction, and upholds the honour of the Crown, furthering reconciliation with the Indigenous peoples of Canada;
- Provides strategic advice and direction on, for example:
 - CER alignment with Government of Canada policy as applicable;
 - CER performance management, risk management and financial management;
 - Succession planning for Directors and senior management;
 - Opening and closing of CER offices outside of Calgary; and
 - CER regulations and overarching policies of broad application.
- Submits an annual report on the Regulator's activities to the Minister, and may submit other reports on the Regulator's activities if it considers it appropriate to do so.
- Establishes the IAC and endorses IAC membership.
- Receives and responds to advice from the IAC, and co-develops certain initiatives with the IAC, while maintaining its legislated oversight and decision-making role. Co-developed initiatives include the IAC Terms of Reference and initiatives to implement the *United Nations Declaration on the Rights of Indigenous Peoples* (UN Declaration).

The Board works closely with the CEO, who provides the Board with the information needed to discharge its responsibilities. The Board does not appoint the CEO, however it is consulted by the Minister on the CEO's appointment. The Board also contributes to the assessment of the CEO's performance.

The Board may make bylaws respecting the conduct of its meetings and the general conduct of its activities. The Board may conduct the majority of its work through standing or ad hoc committees.

3.4.2 Chairperson and Vice-Chairperson

The Chairperson and Vice-Chairperson of the Board are appointed by the Governor in Council to serve part-time, at pleasure, for a term of up to five years. The Chairperson presides over meetings of the Board, and performs duties or functions assigned by the Board. The Vice-Chairperson supports the Chairperson in their duties, in particular related to governance and leadership, and acts as

Chairperson in the event that the Chairperson is absent, unable to act, or if there is a vacancy in that office.

The Chairperson leads the Board to ensure effective delivery of the Board's legislated mandate and responsibilities. The Chairperson:

- Ensures the Board fulfills its legislated mandate and responsibilities in a transparent manner;
- Oversees the application of sound governance practices;
- Ensures Board operations are efficient, and make effective use of supporting human and financial resources;
- Presides over Board meetings;
- Acts as the main point of contact between the Board and the CEO between Board meetings;
- Represents the Board and appears on its behalf at official functions and engagement events, and has prime responsibility for interaction, on behalf of the Board, with the Minister, Lead Commissioner and Commission, CEO, Regulator officials, and external officials, parties or bodies, having regard to the Board's mandate;
- As a governance tool, works actively with the Vice-Chairperson, CEO, Commission leadership, and IAC leadership to develop appropriate and effective mechanisms of communication, consultation and alignment such as regular leadership meetings;
- Works with the CEO to develop appropriate and effective mechanisms of communication with the Minister and Deputy Minister;
- After consultation with the Board, nominates Directors to serve as Chairperson and members of each Board Committee;
- Is an ex-officio, non-voting member of all Board Committees;
- Maintains a competency matrix for the Board and leads the Board in succession planning for Directors;
- Leads an annual performance evaluation process for the Board and the CEO;
- Ensures that new Directors receive effective orientation and ongoing training opportunities; and,
- Performs all other duties and functions as may be assigned by the Board.

3.5 Chief Executive Officer

The CEO is appointed by the Governor in Council on the recommendation of the Minister following consultation with the Board. The CEO serves full-time, at pleasure for a term of up to six years, and may be reappointed but may serve a maximum of 10 years in total.

The CEO is responsible for the management of the CER's day-to-day business and affairs, including the supervision of its employees and their work, and has all the responsibilities of a deputy head. However, they do not give directions with respect to any particular decision, order or recommendation that is made by the Commission or a commissioner. The CEO works closely with the Board and provides the Board with the support needed to carry out its responsibilities.

As a Governor in Council appointee and deputy head of a departmental corporation, the CEO has multiple accountabilities – to the Board, the Minister, and other bodies such as the Treasury Board and the Public Service Commission. As the Accounting Officer for the CER under the *Financial Administration Act*, the CEO is responsible for and holds final decision-making on matters of resource allocation and expenditure. The CEO appears before committees of the House of Commons and Senate regarding their stewardship of the CER.

With the strategic advice and direction of the Board, the CEO leads the external engagement activities of the CER and also serves as the authoritative CER spokesperson, although the Chairperson and other Directors may also have responsibilities in these areas as circumstances warrant. The CEO's day-to-

day responsibility for the CER also means that they conduct most of the ongoing engagement with the Minister and Deputy Minister.

The CEO is responsible for providing the support services and the facilities that are needed by the Commission to exercise its powers and perform its duties and functions in accordance with the rules that apply to its work. This support is provided in such a way as to respect the independence of the Commission's adjudicative role. The CEO also provides support and resources needed by the Board and IAC in the execution of their mandates. The CEO is responsible for and holds final decision-making on matters of resource allocation and expenditure.

3.6 Commission and Lead Commissioner

3.6.1 Commission

The Commission is comprised of up to seven full-time Commissioners, including the Lead Commissioner and Deputy Lead Commissioner, who are appointed by the Governor in Council, and hold office on good behaviour for renewable terms of up to six years (for a maximum total service of 10 years). The Commission may also include a complement of part-time Commissioners. At least one full-time Commissioner must be an Indigenous person. Generally, three members of the Commission constitutes a quorum.

The Commission makes regulatory decisions as set out in the CER Act and other legislation. In its adjudicative role, it ensures adherence to the purpose and provisions of the CER Act, s. 35 of the *Constitution Act, 1982*, Part III of the *Official Languages Act*, the rules of natural justice, and other applicable legislation and binding policy direction.

The Commission makes adjudicative decisions and recommendations independently. The Commission's independence is a key element of the CER's mandate. Pursuant to the CER Act, the Board of the CER is not permitted to give directions or provide advice with respect to any particular decision, order or recommendation of the Commission. On these matters, the CEO may provide advice, but not direction.

The Commission is part of the CER, it contributes to the overall effective delivery of the CER's mandate, and operates in a manner consistent with the strategic direction of the CER while maintaining its adjudicative independence. The Commission is also mindful of the Departmental Results Framework, in particular the CER's Core Responsibilities of Energy Adjudication and Safety and Environment Oversight. The Commission is responsible for ensuring continuous improvement and effectiveness in the areas in which it works.

The Commission is a court of record. Among its responsibilities and authorities, it may adjudicate (including on its own initiative) on any matter where a person has done or failed to do anything required by the CER Act, report on any matter related to the work of the Commission or any application or proceeding before it, and may also inquire into any accident involving a pipeline or other CER-regulated facility. The Commission has the power to make orders and prohibitions for the enforcement of its decisions.

The Commission may make rules for carrying out its work and managing its internal affairs vis-à-vis adjudication, including rules respecting the powers, duties and functions of Commissioners, its procedures and practices, its sittings and its decisions, orders and recommendations.

The Commission must submit an Annual Report on its activities to the Minister. The Commission may also submit other reports on its activities to the Minister if it considers it appropriate to do so.

3.6.2 Lead Commissioner and Deputy Lead Commissioner

The Lead Commissioner is responsible for the business and affairs of the Commission. For integrated impact assessments between the Impact Assessment Agency and the CER, the Lead Commissioner is consulted by the Minister of Environment and Climate Change on the review panel's terms of reference. At least one member of the review panel is appointed by the Agency from a roster of CER Commissioners, on the recommendation of the Lead Commissioner.

The Deputy Lead Commissioner supports the Lead Commissioner in their duties, in particular related to governance and leadership, and acts as the Lead Commissioner in the event that the Lead Commissioner is absent, unable to act, or if there is a vacancy in that office.

The Lead Commissioner leads the Commission to ensure effective delivery of the Commission's legislated mandate and responsibilities. In particular, the Lead Commissioner:

- Is responsible for the business and affairs of the Commission and, in particular, is responsible for apportioning the Commission's work among the commissioners and for establishing panels;
- May give instructions and take measures regarding timeliness and time limits, including excluded periods, and may exercise other statutory authorization powers, as set out in CER Act;
- Ensures the Commission fulfills its legislated mandate and responsibilities, and that it carries out its adjudicative processes in a transparent manner;
- May authorize one or more of the Commissioners to report on any matter related to the work of the Commission or any application or proceeding before it;
- Collaborates with the CEO on an ongoing basis to ensure that the Commission has the support services or facilities, or other resourcing needs necessary to discharge its responsibilities in a manner that respects the adjudicative independence of the Commission;
- Presides over meetings of the full Commission;
- Acts as the main point of contact between the Commission and the CEO and Board, contributing directly to the efficient functioning of the CER's governance structure;
- Communicates to the CEO and Board, on behalf of the Commission, on matters of common interest, strategy, policy and other non-adjudicative matters;
- Works actively with the Deputy Lead Commissioner, CEO and Board leadership to develop appropriate and effective mechanisms of communication, consultation and alignment, such as through regular leadership meetings;
- Represents the Commission and appears on its behalf at official functions;
- If requested to do so, participates in the selection process of new Commissioners; and
- Ensures that Commissioners receive effective orientation and ongoing training opportunities, based at least in part, on the Commission's Competencies and Attributes.

3.6.3 Designated Officers

Pursuant to section 54 of the CER Act, the Governor in Council may make regulations that specify powers, duties and functions of the Commission that are technical or administrative in nature and may be exercised or performed by designated officers. The circumstances under which designated officers may exercise such responsibilities, and the procedures and processes applicable to their exercise are also set out in regulation. The CEO is responsible for apportioning work among the designated officers, who are employees of the CER.

3.7 Indigenous Advisory Committee

The preamble to the CER Act states that the Government of Canada is committed to achieving reconciliation with First Nations, the Métis, and the Inuit through renewed nation-to-nation, government-to-government and Inuit-Crown relationships based on recognition of rights, respect, cooperation and partnership. The CER exercises its powers and performs its duties in a manner that respects and furthers this commitment.

Consistent with the above commitment, section 57 of the CER Act provides that the CER must establish an advisory committee (IAC) for the purpose of enhancing the involvement of the Indigenous peoples of Canada and Indigenous organizations in respect of CER-regulated facilities. Membership of the IAC must include at least one person recommended by each of an Indigenous organization that represents the interests of First Nations, an Indigenous organization that represents the interests of the Inuit, and an Indigenous organization that represents the interests of the Métis.

3.7.1 Indigenous Advisory Committee

The IAC is an integral part of the CER's governance structure. Its overarching mandate is to advise the Board, for the benefit of the entire CER, on how the CER can build new relationships with Indigenous peoples. The IAC's work is grounded in reconciliation, with the UN Declaration, Truth and Reconciliation Commission's Calls to Action, and Principles Respecting the Government of Canada's Relationship with Indigenous peoples forming the foundation and providing the roadmap for the IAC's work. The Board and IAC share the goals of establishing strong relationships, and ensuring the IAC's advice has a meaningful, timely and measurable impact on the CER's strategies and work.

The IAC is not a decision-making body, nor does it engage in CER operational matters or provide advice on any particular decision, order or recommendation made by the Commission or other CER adjudicative decision-makers.

IAC membership reflects Canada's diversity of Indigenous communities, languages, genders, geographies, and skills and expertise. IAC membership includes one directly recommended member from each of the Assembly of First Nations, Inuit Tapiriit Kanatami, and the Métis National Council.

IAC meetings are held quarterly, including bi-annual joint meetings with the Board, with additional meetings being held on an as-needed basis. The IAC's work is guided by a Work Plan, co-endorsed by the IAC and Board. In formulating its advice, the IAC strives to find common ground and consensus where possible, while acknowledging that the diversity of the Committee may result in multiple points of advice being provided on some issues.

The IAC operates in a transparent manner, posting materials to the CER's website, including Terms of Reference, member biographies, approved meeting minutes, and any final written IAC advice.

3.7.2 Indigenous Advisory Committee Chairperson and Vice-Chairperson

The IAC Chairperson and Vice-Chairperson are selected by the IAC. The IAC Chairperson:

- Takes a leadership role within the IAC and serves as its spokesperson;
- Co-endorses with the Board Chairperson, meeting agendas, and presides over meetings;
- Guides the IAC in the delivery of its mandate, ensuring the Terms of Reference and other applicable protocols and guidance are respected;
- Ensures IAC meetings are carried out effectively, including by ensuring participation from all members, and that all relevant matters are addressed;

- Is a liaison between the IAC and CER including by participating in regular leadership meetings and communications with the Board Chairperson and CEO; and
- Ensures that new IAC members receive effective orientation.

The IAC Vice-Chairperson:

- Supports the IAC Chairperson in the delivery of their roles and responsibilities, as requested by the IAC Chairperson; and
- Acts as IAC Chairperson, in the event they are absent, or unable to act, or if there is a vacancy in that position.

4.0 Internal CER Communications

The roles and responsibilities of the Board, CEO, Commission, and IAC are distinct, and independence in carrying out those roles must be respected. However, it is essential that the pillars of the governance structure, through their respective leadership and as groups, communicate and collaborate with one another on matters of shared interest and impact to the entire CER. Such communication and collaboration fosters internal CER cohesiveness and a shared sense of purpose, while respecting the Commission’s adjudicative independence. When communicating and collaborating in areas of shared interest, the Board, Commission, and IAC each strive to share their advice and perspectives through a common or collective voice on behalf of their respective arms of the governance structure where possible.

In practice, most communication and collaboration occurs bilaterally between the CEO and each of the Board Chairperson, Lead Commissioner, and IAC Chairperson. Other forms of communication include:

- Meetings of Board leadership, Commission leadership, and the CEO
- Meetings of Board leadership, IAC leadership, and the CEO
- Meetings of the Board Chairperson and IAC Chairperson
- Governance roundtable meetings of the full Board, full Commission and CEO
- Attendance of the Lead Commissioner at Board meetings
- Attendance of IAC leadership at Board meetings

Examples of areas that may require communication and collaboration amongst the pillars of the governance structure, as appropriate, include:

- Overarching CER strategy, including development and implementation of Strategic Priorities
- Continual improvement in CER processes, including through incorporation of learnings, engagement feedback, and best practices;
- Building meaningful relationships with Indigenous peoples and stakeholders over the full lifecycle of CER-regulated infrastructure;
- CER regulations and overarching policies of broad application;
- Identifying and addressing systemic issues within the regulated industry to prevent harm;
- Effective management of urgent issues or emergencies within the CER or with respect to CER-regulated infrastructure;
- Communication and transparency of CER activities and decisions;
- Efficient and effective use of human and financial resources in support of all CER activities; and,
- CER alignment with government policies of broad application, including binding policy direction issued under section 13 of the CER Act.

5.0 Conduct Standards

The CER expects all of its senior officials and staff members to adhere to the highest standards of ethical conduct for the public sector.

5.1 Governor in Council Appointees

As Governor in Council appointees, Directors (including the Chairperson and Vice-Chairperson), the CEO, and Commissioners (including the Lead Commissioner and Deputy Lead Commissioner) are subject to statutory conduct standards as well as other conduct standards that are terms and conditions of appointment. These include the *Conflict of Interest Act*, the relevant annexes of *Open and Accountable Government*, such as those pertaining to ethical guidelines and political activity guidelines for public office holders, and the Terms and Conditions applying to Governor in Council Appointees.³ Sections 16, 22 and 29 of the CER Act specify certain circumstances that constitute a conflict of interest for purposes of the *Conflict of Interest Act* for Directors, the CEO and Commissioners respectively.

IAC members are not Governor in Council appointees. IAC members act in accordance with Annex A to the IAC Terms of Reference, to ensure the protection of adjudicative independence and avoidance of any real or perceived conflicts of interest that may arise in the course of the IAC's work.

5.2 Conduct Standards for CER Employees

CER employees are subject to the behavioral standards applicable to the federal public administration, including the *Public Service Disclosure Protection Act* (PSDPA), and the *Values and Ethics Code for the Public Sector* established by the Treasury Board pursuant to that Act. These instruments set out conduct standards (both principles and expected behaviours) and provide mechanisms for seeking remedies or redress for wrongdoing.

As required by the PSDPA, the CER has its own *Code of Conduct for CER Employees* which incorporates the *Values and Ethics Code for the Public Sector* in a way that is reflective of the CER's unique mandate. The conduct of CER employees must align with the values of Respect for Democracy, Respect for People, Integrity, Stewardship and Excellence, and the guiding principles of the Prevention of Harm and Adjudicative Independence.

Public servants should respect the elements of *Open and Accountable Government*. Conventions and practices of Canada's system of government pertaining to the independence of administrative tribunals, which are set out in *Open and Accountable Government*, have distinctive relevance to the CER.

Finally, public servants are subject to the political neutrality provisions of the *Public Service Employment Act*, which is administered by the Public Service Commission of Canada.

³ Terms and conditions applying to Governor in Council appointees, <https://www.canada.ca/en/privy-council/programs/appointments/governor-council-appointments/compensation-terms-conditions-employment/terms-conditions.html>

Appendix 1: CER Governance Diagram

The following diagram depicts governance of the CER, which is the accountability of the Board of Directors. It demonstrates CEO and staff support provided to the Commission and the corporate management system. The Board of Directors provides the strategic direction to the whole of the organization as well as a governance connection to the Minister. The Board also receives advice, on behalf of the CER, from the Indigenous Advisory Committee.

The Governance diagram does not represent reporting or functional relationships. This diagram does support a shared understanding of how each area works with, and relies upon the others, to achieve organizational outcomes.





Terms of Reference

Governance Committee

I. Purpose

The primary function of the Governance Committee (“the Committee”) is to provide strategic oversight to ensure that:

- A. the governance of the Canada Energy Regulator (CER or Regulator) is well managed, including the Board’s own operations, structures and guidance;
- B. the performance evaluation and succession planning of the Board of Directors and CEO receives appropriate strategic advice and direction from the Board; and
- C. the Indigenous Advisory Committee (IAC) is operating as an effective part of the governance structure of the organization, including providing advice to the Board.

II. Composition and Operations

- A. As per Board By-law #1, section 3(4) the Chair of the Board after consultation with the Board, nominate Directors to serve as chair and members of each Committee, to be appointed on an annual basis, or as otherwise required, by resolution of the Board.
- B. As per Board By-law #1, section 7, the Committee may formulate its own rules of procedures, subject to such policies or directions as the Board may from time to time make.
- C. The Chief Executive Officer will be a non-voting participant at Committee meetings.
- D. The Chief of Staff shall act as a resource for the Committee and will attend Committee meetings in that capacity, along with the CEO, and any other staff members approved by the Chair of the Committee. The Chief of Staff will serve as Secretary to the Committee.
- E. The Committee will meet a minimum of two times each year, with additional meetings determined by the Chair of the Board with the Chair of the Committee.
- F. If the Committee’s membership is constituted by less than the full Board, then the Chair (or designate) of the Committee will provide a report, either oral or written, of each Committee meeting to the Board at the next regular meeting of the Board.



- G. From time to time, as deemed required by the Committee and in consultation with the Chair of the Board, the Committee may retain independent advice regarding matters relevant to its Purpose (Part I).

III. Delegated Authorities

As per Board By-law #1, section 8, the Committee has no power to act for or on behalf of the Board or otherwise commit or bind the Regulator to any course of action. The Committee only has the power to make recommendations to the Board as the Board may from time to time direct.

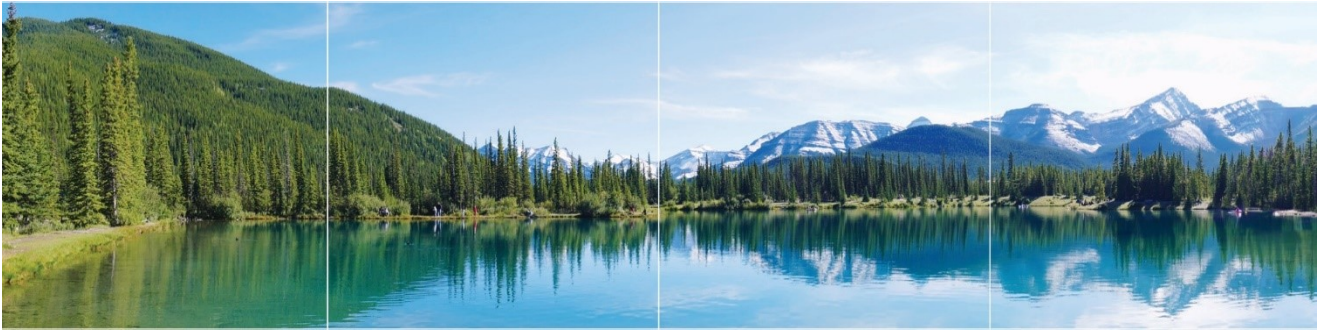
IV. Duties and Responsibilities

The Board Chair and Chair of the Committee may elect to refer any of the matters noted below to the full Board, with no need for pre-review by the Committee. Subject to the powers and duties of the Board, the Committee will perform the following duties:

- A. To satisfy itself that the CER is being effectively governed through a sound and efficient governance framework. Strategic advice is to be provided by the Committee to the full Board on decision-making, roles and responsibilities within the organization. Materials to be reviewed by the Committee on an annual basis include:
 - i. Governance of the CER Mandate, Roles and Responsibilities
 - ii. Board By-laws
 - iii. Board competency matrix
 - iv. Board Committee structure and associated terms of reference
 - v. Governance Manual
 - vi. Board policies and guidance, including recommendations of any new additions
- B. To satisfy itself that the composition and performance of the Board is appropriate and that the CEO is performing to meet the strategic objectives of the organization. The Committee will:
 - i. Guide annual Board performance evaluation
 - ii. Maintain CEO performance framework and lead annual evaluation
 - iii. Provide strategic advice on Director and CEO recruitment and succession planning
- C. To serve as a liaison between the Board and the IAC, in a manner that aligns with the Terms of Reference for the IAC, ensuring the organization benefits from the strategic advice of the IAC.



D. Undertake other duties as assigned by the Board.





Terms of Reference

Corporate Performance Committee

I. Purpose

The first key function of the Corporate Performance Committee (“the Committee”) is to ensure that:

- A. the organization is performing at optimal levels, meeting its strategic objectives as defined in its corporate performance framework and Strategic Plan, to achieve the mandate set out in legislation and policy of the Government of Canada;
- B. corporate risks are identified and appropriately mitigated;
- C. the organization’s human resources are strategically managed; and
- D. the finances of the organization are managed responsibly and in accordance with accepted professional standards of financial management.

The second key function is to ensure that the Board of Directors is adequately informed with respect to the CER’s performance against expected results and Strategic Priorities, the status of financial and human resources, and the identification and management of risks, such that the Board is able to exercise its oversight responsibilities effectively.

II. Composition and Operations

- A. As per Board By-law #1, section 3(4), the Chair of the Board after consultation with the Board, nominates Directors to serve as chair and members of each Committee, to be appointed on an annual basis, or as otherwise required, by resolution of the Board.
- B. As per Board By-law #1, section 7, the Committee may formulate its own rules of procedures, subject to such policies or directions as the Board may from time to time make.
- C. The Chief Executive Officer will be a non-voting participant at Committee meetings. The Chief Financial Officer and Chief Human Resources Officer shall act as resources for the Committee and will attend Committee meetings in that capacity, along with the



CEO, Chief of Staff, and any other staff members approved by the Chair of the Committee. The Chief of Staff will serve as secretary to the Committee.

- D. The Committee will meet at least two times each year.
- E. The Chair (or designate) of the Committee will provide a written report of each Committee meeting to the Board and/or an oral report at the next regular meeting of the Board.
- F. From time to time, as deemed required by the Committee and in consultation with the Chair of the Board, the Committee may retain independent advice regarding financial and/or accounting issues.

III. Delegated Authorities

As per Board By-law #1, section 8, the Committee has no power to act for or on behalf of the Board or otherwise commit or bind the Regulator to any course of action. The Committee only has the power to make recommendations to the Board as the Board may from time to time direct.

IV. Duties and Responsibilities

Subject to the powers and duties of the Board, the Committee will perform the following duties:

Corporate Performance Responsibilities

- A. To satisfy itself that the Board of Directors receives accurate, timely and useful corporate performance information in meeting the strategic objectives of the organization. Corporate performance materials to be reviewed by the Committee include:
 - i. Departmental Plan
 - ii. Departmental Results Report
 - iii. Departmental Results Framework, including any proposed updates
 - iv. Quarterly performance reports against the Departmental Results Framework
 - v. Quarterly performance reports against Strategic Priorities
 - vi. Annual Corporate Performance Assessment framework
 - vii. Annual audit and evaluation plan, and audit and evaluation reports

Risk Responsibilities



- B. To satisfy itself that management has developed a risk management process that is effective and efficient.
- C. To ensure that adequate measures are being taken to identify major risks likely to face the organization, that the Board is aware of these risks, and that appropriate action is being taken to address these risks.

Human Resources Responsibilities

- A. To consider and advise the Board on the organization's policy direction, strategic workforce planning and performance measurement in relation to human resources matters.
- B. To satisfy itself that the Board of Directors receives adequate information to confirm:
 - i. CER human resources policy and practices are in compliance with the minimum standards legislation, statutory health and safety requirements and human rights laws
 - ii. Appropriate discharge of compensation and staffing policy, practice, compliance and audit recommendations
 - iii. Appropriate identification of organizational critical positions and succession planning for critical positions and senior management
 - iv. Management and Union bargaining strategy and labour relations practice is in alignment with Treasury Board Secretariat (TBS) directives
 - v. Adherence to ethical standards within the organization, including with respect to the development and application of the Code of Conduct for CER Employees, the Values and Ethics Code for the Public Sector, and the *Public Servants Disclosure Protection Act*

Finance Responsibilities

- D. To satisfy itself that the Board of Directors receives accurate, timely and useful financial information on the affairs of the organization. Financial materials to be reviewed by the Committee to include:
 - i. Quarterly financial statements and full year forecast
 - ii. Budget proposals and allocations
 - iii. CEO travel expenses, on an annual basis
- E. To consider and advise the Board on the organization's internal financial control systems and the method and standard of their application.
- F. Undertake other duties as assigned by the Board.





Guidance for Collaboration and Alignment Across the Canada Energy Regulator Governance Structure

Document last updated: February 2022

Purpose

This document is a Canada Energy Regulator (CER) governance tool and is approved by the Board of Directors (Board), in consultation with the Commission and CEO. It provides guidance on, and describes internal mechanisms designed to facilitate effective collaboration and strategic alignment between the Board, Commission, CEO and Indigenous Advisory Committee (IAC). The guidance expands on the CER's foundational governance tool - ['Governance of the Canada Energy Regulator – Mandate, Roles and Responsibilities'](#) (Roles and Mandate Document).

The processes and mechanisms described in this guidance promote:

- exemplary governance
- accountability in achieving the CER's legislative mandate
- strategic alignment, a shared sense of purpose, and learning across the governance structure
- fulfillment of the Board's responsibility to provide strategic direction and advice to the CER
- protection of the Commission's adjudicative independence in discharging its mandate

This document will be reviewed no less than every three years and updated as may be required.

Summary of roles and responsibilities

This section contains a summary of the roles and responsibilities of the Board, Commission CEO, and IAC as relevant to this guidance.

The **Board of Directors** is responsible for the governance of the CER, including its core responsibilities of Energy Adjudication, Safety and Environment Oversight, Energy Information and Engagement.¹ The Board is accountable to the Minister of Natural Resources for ensuring that the CER delivers effectively on its mandate and is appropriately aligned with government policy. The Board approves the CER's Strategic Plan and oversees the CER's performance through its Departmental Results Framework and Internal Services Framework.

¹ This includes oversight and strategic advice and direction on expected results, outcomes and associated metrics, and performance against those metrics.



In setting strategic direction for the CER, the Board is guided by the [Canadian Energy Regulator Act](#) (CER Act), including its preamble reflecting Canada's commitments to:

- safety, security and protection of people, property and the environment
- enhancing Canada's global competitiveness through predictability, timeliness and innovation
- achieving reconciliation with Indigenous peoples and implementing the United Nations Declaration on the Rights of Indigenous Peoples (UN Declaration)
- decision-making informed by best available scientific information and data, and Indigenous knowledge
- transparency, diversity and inclusion

In carrying out its role, the Board acts in a manner that ensures adherence to the purposes and provisions of the CER Act and other applicable legislation and policy direction, and upholds the honour of the Crown, furthering reconciliation with the Indigenous peoples of Canada.

The Board works directly with the IAC, receiving and responding to the IAC's advice, on behalf of and for the benefit of the entire CER. The Board co-develops certain initiatives with the IAC, while maintaining its legislated oversight and decision-making role, including the IAC Terms of Reference and initiatives to implement the UN Declaration.

The **IAC** is an integral part of the CER's governance structure and advises the Board on how the CER can build new relationships with Indigenous peoples. The IAC's work is grounded in reconciliation, with the UN Declaration, Truth and Reconciliation Commission's Calls to Action, and Principles Respecting the Government of Canada's Relationship with Indigenous peoples forming the foundation and providing the roadmap for the IAC's work. The Board and IAC share the goals of establishing strong relationships, and ensuring the IAC's advice has a meaningful, timely and measurable impact on the CER's strategies and work.

The IAC is not a decision-making body, nor does it engage in CER operational matters or provide advice on any particular decision, order or recommendation made by the Commission or other CER adjudicative decision-makers.

The **Commission** is responsible for making adjudicative decisions and recommendations pursuant to the CER Act and other legislation. The Commission is part of the CER and contributes to the overall effective delivery of the CER's mandate, operating in a manner consistent with the strategic direction of the CER while maintaining its adjudicative independence. The Commission's adjudicative independence is a key element of the CER's mandate. In carrying out its adjudicative role, the Commission adheres to the CER Act, informed by its preamble, s. 35 of the *Constitution Act, 1982*, Part III of the *Official Languages Act*, and the rules of natural justice.



While the Commission does not set the CER's strategic direction or priorities, the Commission is consulted and provides input into the Board's strategic planning and decision-making, as appropriate and maintaining its adjudicative independence. As part of this, the Commission may identify and communicate to the CEO and Board broader requirements or improvement initiatives that would support the effective delivery of the Commission's mandate.

The **CEO** is responsible for managing the CER's day-to-day business and supervision of CER staff and for providing the support services and facilities needed by the Commission to exercise its powers and perform its duties and functions. The CEO also provides support and resources needed by the Board and the IAC in the execution of their mandates. The CEO is accountable for ensuring IAC advice is communicated throughout the organization, meaningfully considered and responded to by CER management and staff, and implemented as required.

The CEO has the rank and the powers of a deputy head. This means that the CEO has multiple accountabilities – to the Board, the Minister, and other bodies such as the Treasury Board and the Public Service Commission. Among other things, the CEO is the accounting officer for the CER under the *Financial Administration Act*, and is responsible for and holds final decision-making on matters of resource allocation and expenditure. The CEO is accountable for management of CER finances, human resources and labour relations, and for compliance with various Treasury Board policies and directives, such as those relating to risk, asset management and acquired services, information management and technology, people management, security, and official languages.

In exercising their role, the CEO leads external engagement activities of the CER, with the strategic advice and direction of the Board, and serves as the authoritative CER spokesperson. The CEO leads and oversees the implementation of the Board's strategic direction, as expressed through, for example, the Strategic Plan and Departmental Plan. The Board's strategic direction informs the CEO's leadership and how all CER staff carry out their work. CER staff, including management, under the supervision of the CEO, supports both the Board and Commission in carrying out their roles. The CEO ensures that the Commission has been consulted and its input is reflected as appropriate into proposed implementation strategies presented to the Board.

The primary roles of the **Chief of Staff** and **Secretary of the Commission** are to provide support to the Board, CEO and IAC, and the Commission, respectively. The Chief of Staff and Secretary report to the CEO and work together to promote the functioning of and strategic alignment across the CER governance structure. They facilitate the collaboration and alignment mechanisms described in this guidance.



Shared interests

While the Board of Directors, Commission, CEO and IAC have unique roles and responsibilities,² they are interdependent. Communication, consultation, and collaboration is necessary in areas of shared interest to achieve strategic alignment and effective delivery of the CER's mandate. Working in a manner that is misaligned, inconsistent or at cross-purposes gives rise to material organizational risk. When communicating and collaborating in areas of shared interest, the Board, Commission, and IAC each strive to share their advice and perspectives through a common or collective voice on behalf of their respective arms of the governance structure where possible.

Examples of areas of shared interests are listed below. It is important to note that, while the Board, Commission, CEO, and IAC have a shared interest and contribute to varying degrees towards achieving positive outcomes in these areas, the roles and accountabilities of each within these areas are different and do not conflict. However, the IAC's mandate and areas of interest align directly with, and are not separate from, those of the Board.

- overarching CER strategy, including development and implementation of Strategic Priorities
- exemplary governance, CER performance and accountability
- continual improvement in CER processes, including through incorporation of learnings, engagement feedback, and best practices
- building meaningful relationships with Indigenous peoples and stakeholders over the full lifecycle of CER-regulated infrastructure
- Providing clarity on how the CER's mandate is to be exercised
- CER regulations and overarching policies of broad application
- identifying and addressing systemic issues within the regulated industry to prevent harm to people, property and the environment
- effective management of urgent issues or emergencies within the CER or with respect to CER-regulated infrastructure
- communication and transparency of CER activities and decisions
- efficient and effective use of human and financial resources in support of all CER activities
- CER alignment with government policies of broad application, including binding policy direction issued under section 13 of the *Canadian Energy Regulator Act*³
- consideration, response and implementation of advice received from the IAC

² Governance of the Canada Energy Regulator – Mandate, Roles and Responsibilities, <https://www.cer-rec.gc.ca/en/about/who-we-are-what-we-do/governance/governance-canada-energy-regulator-mandate-roles-responsibilities/index.html>

³ *Ibid.*



Collaboration and alignment mechanisms

The following mechanisms are in place to assist the Board in ensuring exemplary governance, CER performance, and accountability. Specifically, these mechanisms allow the Board, Commission, CEO, and/or the IAC to regularly collaborate towards strategic alignment and effective delivery of the CER's mandate.

- The delivery of a **Lead Commissioner Update** at quarterly Regular Board Meetings: enables communication of updates, issues, and areas of concern to the Commission and/or Board; collaboration on areas of shared interest; and issue resolution
- The delivery of an **IAC Leadership Update** (IAC Chairperson and IAC Vice-Chairperson) at quarterly Regular Board Meetings or Regular Governance Committee Meetings
- Approximately monthly **leadership meetings** between the Lead Commissioner, Deputy Lead Commissioner, Chairperson of the Board, Vice-Chairperson of the Board and CEO. This mechanism enables collaboration on matters of governance and in areas of shared interest. It also provides a venue for any concerns in these areas to be resolved. Individual Commissioners or Directors do not raise concerns or requests for issue resolution directly with the CEO; they are raised via their respective leadership
- Approximately monthly **leadership meetings** between the Chairperson of the Board, Vice-Chairperson of the Board, CEO, IAC Chairperson and IAC Vice-Chairperson: enables ongoing collaboration on areas of shared interest; and issue resolution
- Approximately weekly or bi-weekly **bilateral meetings** between the Lead Commissioner and CEO, between the CEO and Chairperson, and between the CEO and IAC Chairperson, as well as occasionally between the CEO and individual Commissioners and Directors: enables ongoing collaboration on areas of shared interest
- Approximately bi-weekly **bilateral meetings** between the Chairperson of the Board and the IAC Chairperson: enables ongoing collaboration on areas of shared interest
- Quarterly **Commission Regulatory Update Meetings**: enables collaboration between the Commission, the CEO and CER staff on areas of mutual interest, updates and consultation on CER activities
- Annual or semi-annual **Board-Commission-CEO Governance Roundtable, Joint Learning, and Strategy Meetings**: held as necessary to enable direct communication and collaboration between the full Board and Commission on areas of mutual interest

Ensuring adjudicative independence

The Commission's adjudicative independence is central to the CER's governance structure. The Commission, Board, CEO, IAC, and CER staff all have a positive obligation to protect, support and promote that adjudicative independence. Neither the Board, CEO, IAC, nor CER staff may give direction with respect to any particular decision, order or recommendation that is made by the Commission or a Commissioner. The Commission



relies on advice from the CEO and CER staff for the purpose of discharging its mandate and for use at the Commission's discretion.

In conducting its adjudicative work, the Commission relies on the support services and facilities provided by the CEO, with the CEO responsible for and holding final decision-making on matters of resource allocation and expenditure. The CEO and the Lead Commissioner collaborate on an ongoing basis to ensure that the Commission has the support services or facilities, or other resourcing needs necessary to discharge its responsibilities in a manner that respects the adjudicative independence of the Commission.

The collaboration and alignment mechanism discussed in this Guidance provide opportunities for the Board to communicate to the Commission the Board's general strategic advice and direction for the CER (which is focused on results and outcomes). The Board's strategic advice and direction, as informed by the advice of the IAC, informs all aspects of the CER's work. This includes how the CEO and staff, including management, may support the Commission on adjudicative matters.

Similarly, and in providing the support services and facilities needed by the Commission to exercise its powers and perform its duties and functions, the CEO may also communicate using the collaboration and alignment mechanisms. In addition, the CEO may regularly engage with the Commission directly, verbally and/or in writing, and indirectly, via CER staff who are supporting the Commission. In engaging with the Commission on specific adjudicative matters, the CEO is guided by the same behavioral expectations as CER staff, described below.

The IAC operates in a transparent manner, posting materials to the CER's website, including approved meeting minutes and any final written IAC advice. In accordance with its Terms of Reference, the IAC operates to protect adjudicative independence by focusing its discussions and advice on strategic, policy and program development matters of broader, systemic impact (as opposed to individual or project-specific impact), and refraining from discussing or providing advice on any particular decision, order or recommendation made by the Commission.

If an individual IAC member becomes a participant in a Commission adjudicative proceeding; for example, as an Intervenor in their individual capacity or representing an Indigenous Nation, community, organization or group; they participate in the proceeding in that personal or representative capacity, not in their capacity as an IAC member. They do not identify themselves or speak in their capacity as an IAC member or represent or speak on behalf of the IAC. In the course of carrying out their non-IAC related roles, business and activities, IAC members refrain from holding themselves out as speaking for the CER or IAC, or indicating that they are in a position to provide advice on CER adjudicative matters.

Direct interaction between the Commission and the IAC is relatively infrequent. However, such interaction may be explored at the Commission's option, and in collaboration with the Board and CEO, in support of maximizing the benefit of the IAC's strategic and policy advice on matters of general relevance to the Commission's mandate. Any interaction between the



Commission and the IAC is carried out in a manner that ensures the protection of adjudicative independence, is transparent, and is consistent with the mandate of the IAC and its Terms of Reference.

An advice register, which is an operational tool used to track IAC advice, the Board's response, and the status of implementation, is maintained. The advice register may be shared and discussed with the Commission at regular intervals for ongoing awareness and general consideration. As noted above, the Board and/or the CEO may collaborate with the Commission in relation to considering, responding to, and implementing IAC advice where it relates to areas of shared interest.

As with the CEO, CER staff and management must not provide direction to the Commission. However, as described in Section 6 of the CER's Code of Conduct (Measures to Protect Adjudicative Independence), CER staff and management may provide impartial and candid advice:

The role of an employee supporting or otherwise directly involved in an adjudicative process is to provide impartial and candid advice to the decision-maker. This advice must be based on the employee's general professional experience and expertise; matters of broad public knowledge; and information that is on the record of the adjudicative process. Employee advice may include summaries of, or commentary on, evidence and submissions made during the adjudicative process. CER decisions and recommendations always rest with the decision-maker identified by legislation, regulation, or lawful delegation of authority.

In order to protect adjudicative independence, employees must:

- a) Avoid behaviour that could give rise to a perception of preferential treatment;
- b) Respect and comply with CER adjudicative processes, including pre-application, consultation and hearing processes, and not take steps in relation to an adjudicative matter outside of those processes;
- c) Avoid discussing specific substantive matters at issue in an adjudicative process with any external party (this can be contrasted with matters of a broad and general nature that fall within the CER's mandate);
- d) Avoid substantively coaching or guiding any external party with respect to their involvement in an adjudicative process;
- e) Comply with applicable protocols directed at protecting adjudicative independence⁴;
- f) Avoid providing information or advice to adjudicative decision-makers that could inappropriately influence their decision, such as specific evidence that is not on the record;
- g) Avoid explaining (beyond appropriate summaries or communications materials), justifying, or opining externally on CER decisions or recommendations;
- h) Avoid opining externally on parties or specific issues that have come, may come, or are currently before the CER; and
- i) Remove themselves where possible from any situation where the employee, exercising good judgment consistent with our values and guiding principles, believes that adjudicative fairness or independence could be negatively affected by their continued involvement.

⁴ For example, the Protocol for Protection of Adjudication Independence in the Delivery of the Indigenous Advisory Committee's Mandate, and the Interim Protocol for Interactions Related to Project-specific Crown Consultation.



The following formal mechanisms exist for the CEO and CER staff, including management, to support and provide advice to the Commission on specific adjudicative matters in writing and/or verbally.

- Weekly **Commission Planning Meetings**: enables planning and scheduling of Commission adjudicative business⁵. Attended by the Lead Commissioner, Deputy Lead Commissioner, CEO, Executive Vice-Presidents, Secretary of the Commission, and Chief of Staff.
- Weekly **Commission Meetings**: enables the conduct of Commission business, including adjudicative decisions not otherwise assigned to a Panel. Attended by the Commission, CEO⁶, Executive Vice-President Regulatory, General Counsel, Secretary of the Commission, and other relevant members of senior management and CER staff (depending on the items being considered).
- Commission **Panel Meetings** for the purpose of making adjudicative decisions related to matters assigned to a Panel. Attended by Panel Members and relevant CER staff.⁷

The above formal mechanisms are described in this guidance for the purpose of transparency and are illustrative - not exhaustive. The Commission, CEO and CER staff work together cooperatively and full-time to enable delivery of the CER's adjudicative mandate, including Commission public hearing processes and decisions. This entails regular communication and exchange of advice, whether formally or informally. It also entails following any additional situation-specific operational guidance or protocols put in place to ensure the protection of adjudicative independence.

⁵ For example, a review of upcoming adjudicative matters requiring Commission attention, and decisions by the Lead Commissioner as to whether items should proceed by way of a weekly Commission Meeting, via 'walkaround', or be assigned to a Panel.

⁶ The CEO does not attend every Commission Meeting, depending on the matter being considered and scheduling considerations.

⁷ Project Working Groups made up of CER staff from a variety of disciplines are generally assigned to support, and work directly with, Panels. Project Working Groups are typically led by a Hearing Manager or Technical Coordinator and may include Regulatory Officers, lawyers, engineers, economists, socio-economic specialists, environmental specialists, Process Advisors, etc.



Engagement Guidance Document for GIC Appointees

PURPOSE

To provide information on the Canada Energy Regulator's (CER) engagement approach to new Governor in Council (GIC) appointees.

This document outlines how the CER defines engagement and the desired outcomes of engagement activities. It recommends specific types of engagement activities to be undertaken to enhance the effective governance of the CER. It also defines the roles and responsibilities held by staff, the Chief Executive Officer (CEO), Chairperson of the Board of Directors (Chair), other members of the Board of Directors, the Lead Commissioner and other Commissioners have related to engagement.

The document also defines primary and secondary owners of the relationships that must be maintained by the CER so that it can deliver on its mandate to Canadians. Defining ownership of key relationships helps the organization manage them more effectively by clarifying who is responsible for ensuring that the CER has direct and positive interactions with the assigned individual or group. The primary relationship owner is expected to have the most frequent interactions with the assigned individual or group, followed by the secondary relationship owner. Other GIC appointees and staff may also interact with key organizational stakeholders on a less frequent and as needed basis.

The document does not refer to meetings or events such as hearings arranged to facilitate the exchange information between the CER and external parties conducted through other programs. It also does not refer to communications activities, which are undertaken to increase awareness of our mandate and work, such as delivering speeches or professional development activities such as participating in conferences.

BACKGROUND

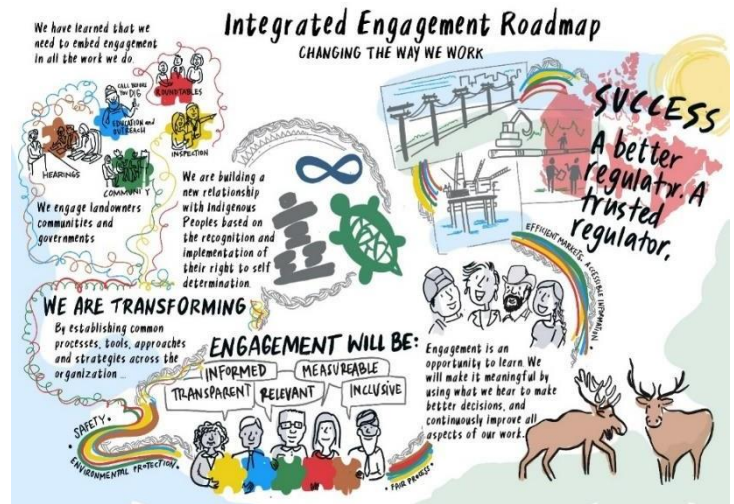
The Canadian Energy Regulator Act enshrines the importance of inclusive public engagement and greater Indigenous participation in legislation. The CER has incorporated the spirit of the Act in its mission and vision statement, management system and Departmental Results Framework (DRF). The organization is committed to engaging and building meaningful relationships with Indigenous Peoples and stakeholders and seeking input in order to enhance learning and increase our understanding of the issues that are important to the public we serve.



WHAT IS ENGAGEMENT

Engagement occurs through planned meetings, events and activities designed to create two-way dialogue in order to identify and understand issues and opportunities for performance improvement. Engagement is enhanced when the parties involved have access to similar information and have a pre-existing relationship with each other.

The CER is in the process of transforming the way it conducts and integrates engagement activities across its programs and business unit lines.



CER ENGAGEMENT PRINCIPLES

The CER has established seven engagement principles that are based on the [Public Engagement Principles of the Government of Canada](#), along with the Public Sector Values. These principles outline the spirit and intent in which all engagement activities will be conducted on behalf of the CER.

- **Transparent:** We communicate with Canadians about engagement opportunities. We let Canadians know the purpose of engagement and how their input will be used.
- **Relevant:** We listen and talk to interested and affected Canadians about issues that matter to them. When we convene participants, we are clear about what will be discussed and the scope of change possible.
- **Inclusive:** We engage with people who have a range of views and perspectives that reflect the diversity within Canada. We reduce barriers to participation, whether physical, cultural, geographical, linguistic, digital, or other. We offer a variety of channels and methods through which to engage.
- **Accountable:** We commit to sharing what we hear from participants. We explain our decisions including how input was used.
- **Reconciliation:** We recognize the unique culture, knowledge and history of Indigenous Peoples, and endeavour to reflect a renewed nation-to-nation relationship based on recognition of rights, respect co-operation and partnership.
- **Advocacy:** We will not advocate for an interested party or project outcome. We will advocate for public engagement in the regulatory lifecycle.
- **Meaningful:** We will approach engagement activities as an opportunity to learn. We will coordinate, share, track and report information and input received in a way that allows us to make better decisions and enables us to pursue continuous improvement in all aspects of our work.

The Government of Canada's public sector values include: respect for democracy; respect for people; integrity; stewardship; and, excellence.



WHY WE ENGAGE

The CER seeks input from diverse stakeholders and groups in order to enhance our learning and increase our understanding of the issues that are important to the public we serve. The CER values the relationships built through engagement activities because the knowledge gained through them influences our decisions and work in meaningful ways that improve our programs and services to Canadians - making us a better regulator.

We also engage to achieve the specific results and outcomes identified in the DRF:

- Input provided by Indigenous Peoples and stakeholders influences our decisions and our work;
- Engagement with Indigenous Peoples and stakeholders is meaningful;
- Engagement reflects the diversity of views of stakeholders across the country;
- The issues of stakeholders are identified and addressed; and
- The unique rights and interests of Indigenous People are acknowledged and reflected in the CER's processes and programs.

WHO CONDUCTS ENGAGEMENT ON BEHALF OF THE CER

Staff:

Staff conduct the majority of engagement activity on behalf of the organization. All CER staff (up to and including the Executive Vice Presidents) participate in engagement activities in a manner reflective of their role in the organization and technical expertise.

CEO:

The CEO regularly conducts external engagement activities on behalf of the CER to maintain the key organizational relationships to which they have been assigned as primary relationship owner (see Appendix A).

The CEO also participates in strategic engagement activities in order to support resolution of systemic issues where direct involvement of the leader and public face of the organization is beneficial or necessary to achieve the desired outcome.

Chairperson of the Board of Directors:

The Chair regularly conducts external engagement activities on behalf of the CER to which they have been assigned as primary relationship owner (see Appendix A).

The Chair may also participate in select engagement activities with the CEO or other staff members where participation of the Chair would increase their understanding of the organization's external environment, strategy and or management of key risks.



Members of the Board of Directors:

Directors are not generally expected to participate in external engagement activities on behalf of the CER, unless requested by the Chairperson. Arrangements will be made for Indigenous groups and stakeholders to meet with the Board collectively at scheduled meetings, as requested by the Chair, to aid in understanding of the organization's external environment, strategic issues and key risks.

Given the Board of Director's unique role as the governing body of an arms-length agency of the Government of Canada and a quasi-judicial regulatory body, members must hold themselves to a high standard of care when interacting with the public. If a Board Member receives a request to participate in an engagement event they are requested to inform the CER Chief of Staff for handling.

Role of the Lead Commissioner:

The Lead Commissioner regularly meets with the CEO and Chairperson of the Board to enable efficient and effective functioning of the organization.

The Lead Commissioner is not generally expected to participate in external engagement activities on behalf of the CER to avoid the potential for any real or perceived breaches in procedural fairness or bias with respect to discharging the CER's decision making and adjudicative processes.

Commissioners:

Commissioners are not expected to participate in external engagement activities on behalf of the CER to avoid the potential for any real or perceived breaches in procedural fairness or bias with respect to discharging the CER's decision making and adjudicative processes. If a Commissioner receives a request to participate in an engagement event they are requested to inform the Secretary of the Commission for handling.

WHO WE ENGAGE WITH

The CER primarily engages with people and organizations that are impacted by and/or interested in its regulatory activities and mission. It also engages with groups who have a shared interest and role in improving public safety and environmental protection, creating market efficiencies or energy information.

Groups with a Unique Relationship with the CER

The CER regularly engages with three groups because of their unique and interconnected relationship with the CER.

- Governments and representatives of Indigenous Peoples (First Nations, Métis and Inuit) who live and have traditional territory in proximity to CER-regulated facilities.
- Regulated Companies— Companies who are directly regulated by the CER and are required to comply with CER's legislation and regulations.



- Government of Canada – The CER is accountable for delivering on its mandate to parliament and Canadians through the Department of Natural Resources (NRCAN), and works closely with the Department as well as other federal departments to achieve a coordinated federal approach to Engagement.

Groups Directly Impacted by the CER's Regulatory Decisions and Oversight

- Landowners and residents – individuals that live on or near land that supports previous, existing or planned energy infrastructure.
- Landowner organizations that represent the interests of broad groups of landowners.
- Communities – community associations, businesses, interest groups, and recreational groups.
- Governments – municipal, provincial, territorial and international governments.
- Industry associations that work with regulated companies.
- Groups with a Common Interest in the Work Done by the CER
- Peer regulators – other regulators with similar responsibilities for energy regulation.
- Standards groups and associations - organizations that develop and set industry standards and codes of best practices.
- Educational institutions – groups or individuals with interest and expertise in energy, economics and regulation.
- Environmental non-government organizations – groups that participate in the energy policy debate.
- Supranational organizations – organizations such as the Organization for Economic Cooperation and Development (OECD), the World Bank, the United Nations (UN), and others that have an interest in energy issues and the ability to influence energy decisions.
- Thought leaders and influencers – individuals, think tanks, safety experts, and nongovernmental organizations with interest and influence in the field of energy regulation.

OTHER CONSIDERATIONS

Impartiality and Procedural Fairness

The CER's ability to engage with Indigenous peoples and stakeholders is impacted by its role as a quasi-judicial regulatory body. Care must be taken so that the engagement activities do not create a legal risk to the Commission's regulatory decision-making function.

Engagement activities should not be undertaken in relation to substantive or procedural matters at issue in an active regulatory proceeding. Collecting information through non-public meetings with select parties and use of that off-the-record information could raise a concern regarding lack of independence regarding the ability of the Commission to make a decision or create a breach of procedural fairness.

Precautions are generally not required when the CER is engaged in "administrative" or "legislative" functions. This includes the creation of regulations, and when the NEB engages with Indigenous peoples and stakeholders on general issues related to the regulatory system and program delivery.



APPENDIX A

ORGANIZATIONAL RELATIONSHIPS BY TYPE

The CEO's day-to-day responsibilities also means that he or she is typically the primary owner and manager of organizational relationships on behalf of the CER. The Chairperson of the Board also maintains a select number of relationships. Primary and Secondary relationship ownership is assigned by position according to the tables in this appendix.

Organizational Relationship	Desired Outcome from Relationship	Primary Relationship Owner	Secondary Relationship Owner
AGENCY MANAGEMENT			
Chairperson of the Board	Effective governance	CEO	Chief of Staff
Vice-Chairperson of the Board	Effective governance	CEO	Chief of Staff
Lead Commissioner	Effective delivery of adjudicative decisions	CEO	Secretary of the Commission
Chairperson - CER Indigenous Advisory Committee	Incorporation of Indigenous Rights and Interests	Chairperson of the Board	CEO
Minister of Natural Resources	Strategic alignment and agency support	Chairperson of the Board	CEO
Deputy Minister of NRCAN	Strategic alignment and agency support	CEO	EVP Regulatory
Associate Deputy Minister of NRCAN	Strategic alignment and agency support	CEO	EVP Regulatory
Secretary - Treasury Board	Appropriate financial resources	CEO	CFO
Deputy Secretary – Privy Council Office	Appropriate human and technical resources (appointments)	CEO	CHRO
Commissioner of Official Languages	Appropriate human and technical resources	CEO	EVP TSE
President – PIPSC CER	Appropriate human and technical resources	CEO	CHRO



Organizational Relationship	Desired Outcome from Relationship	Primary Relationship Owner	Secondary Relationship Owner
MANDATE DELIVERY			
Deputy Minister - Crown-Indigenous Relations & Northern Affairs Canada	Effective crown consultation and Northern regulatory oversight	CEO	EVP TSE
CEO/Chair of the Inuvialuit Regional Corporation	Effective crown consultation and Northern regulatory oversight	CEO	PL North
Chief Statistician – StatsCan	Effective Energy Reporting	CEO	VP IEIA
US Energy Information Administration (EIA)	Effective Energy Reporting	CEO	VP IEIA
President – Impact Assessment Agency	Effective Integrated Project Reviews	CEO	EVP Regulatory
Deputy Minister – Environment & Climate Change Canada	Effective Integrated Project reviews	CEO	EVP Regulatory
President of CEPA	Effective Pipeline Oversight	CEO	EVP Regulatory
President/CEO of CAPP	Effective Pipeline Oversight	CEO	EVP Regulatory
President/CEO of Enbridge	Effective Pipeline Oversight	CEO	EVP Regulatory
President/CEO of TC Energy	Effective Pipeline Oversight	CEO	EVP Regulatory
President/CEO of Trans Mountain	Effective Pipeline Oversight	CEO	EVP Regulatory
President/CEO of TNPI	Effective Pipeline Oversight	CEO	EVP Regulatory
President/CEO of Canadian Electricity Association	Effective Powerline Oversight	CEO	EVP Regulatory
Co-Chairs TMX IAMC	Incorporation of Indigenous Rights	CEO	EVP TSE (CER IAMC member)
Co-Chairs Line 3 IAMC	Incorporation of Indigenous Rights	CEO	VP Projects (CER IAMC member)
National Chief - Assembly of First Nations	Incorporation of Indigenous Rights	CEO	EVP TSE



Organizational Relationship	Desired Outcome from Relationship	Primary Relationship Owner	Secondary Relationship Owner
REGULATORY COHERENCE			
President of Canadian Nuclear Safety Commission	NRCAN Portfolio Coordination	CEO	Chief of Staff
Chair/CEO – Canada Newfoundland Offshore Petroleum Board	NRCAN Portfolio Coordination	CEO	EVP Regulatory
CEO CNSOPB	NRCAN Portfolio Coordination	CEO	EVP Regulatory
CEO, Alberta Energy Regulator	Upstream Regulatory Coherence	CEO	EVP Regulatory
CEO – BC Oil and Gas Commission	Upstream Regulatory Coherence	CEO	EVP Regulatory
CEO - BC Utilities Commission	Downstream Regulatory Coherence	CEO	EVP Regulatory
CEO – Ontario Energy Board	Downstream Regulatory Coherence	CEO	EVP Regulatory
NWT Minister – Regulator of the NWT Office of the Regulator of Oil and Gas Operations	Upstream Regulatory Coherence	CEO	EVP Regulatory
Administrator of US Pipeline & Hazardous Materials Safety Administration (PHMSA)	Downstream Regulatory Coherence	CEO	EVP Regulatory
Organization for Economic Cooperation and Development (OECD)	International Regulatory Best Practice	CEO	EVP TSE



Time Billing Guidance for Board of Directors

PURPOSE

The purpose of this guidance is to support a consistent, appropriate and predictable approach to time billing and entry for the Canada Energy Regulator (CER) Board of Directors. It endeavours to recognize the valuable time that Directors contribute to the CER and support efficient time reporting administration.

This document outlines expectations for the number of hours to be billed by Directors as well as information on how time is entered.

BACKGROUND

Directors work on a part-time basis. Directors will be present at all Regular Meetings (approximately quarterly), and Special Meetings when called, as per Board of Directors By-law #1. Directors will also be present for all Committee Meetings of which they are members, as identified in the Board Plan. Advance notification of non-attendance at any meeting to the Chief of Staff and Board Chair is required per para 5(2) of By-law #1. For greater certainty, for the purposes of these Guidelines, a reference to a Board Meeting includes both Regular and Special Meetings as defined in By-law #1.

All travel related to Board Meetings will be in compliance with the National Joint Travel Directive¹.

EXPECTATION OF TIME

The table below outlines the general expectations of time billing for each activity. Subject to the circumstances, Directors will align their work with these expectations.

Activity	Expectation of time
Maintain situational awareness <ul style="list-style-type: none"> Includes miscellaneous activities in the normal course (e.g. reading and responding to emails including review and approval of attached reports and resolutions, reviewing media, generally staying apprised of external environment and context) 	15 hours/2 days per month Hours will be entered by the Executive Administrator to the Board without further instruction from Directors on a monthly basis.
Board, Committee and Joint IAC-Board Meeting Preparation	7.5 hours/1 day per each scheduled Board ² and Joint IAC-Board meeting to provide time to

¹ <https://www.njc-cnm.gc.ca/directive/d10/en>

² Note that if a Special Board Meeting is less than 7.5 hours/1 day, an equivalent amount of preparatory time to the meeting will be billed up to a maximum of 7.5 hours/1 day.



<ul style="list-style-type: none"> Includes reading meeting material 	<p>review material and prepare. For Committee meetings, an equivalent amount of preparatory time to the meeting time will be billed up to a maximum of 7.5 hours/1 day (e.g., for a one hour meeting, one hour of preparatory time will be automatically billed).</p> <p>Hours will be entered by the Executive Administrator to the Board without further instruction from Directors and will generally be entered in the week prior to meetings.</p> <p>Meeting preparation hours will be entered regardless of attendance at meetings (see below), as Directors are expected to review all materials even if they unable to attend a meeting or part thereof.</p>
<p>Board, Committee, and Joint IAC-Board Meeting Time</p>	<p>Hours entered will be based on the agendas of Board, Committee, and joint IAC-Board meetings. However, if a Director does not attend a meeting or departs a meeting early, hours entered will be accordingly adjusted downward.</p> <p>For any virtual meeting that is equal to or exceeds 4 hours in length, 7.5 hours per meeting will be entered.</p> <p>Hours will be entered by the Executive Administrator to the Board without further instruction from Directors.</p>
<p>Board and Committee Chair(s)</p> <ul style="list-style-type: none"> Includes planning of Board and Committee meeting agendas and related activities, including preparing for monthly leadership meetings 	<p>15 hours/2 days per month for the Board Chair</p> <p>7.5 hours/1 day per month for the Vice-Chair and Committee Chair(s)</p> <p>Hours will be entered by the Executive Administrator to the Board without further instruction from Directors on a monthly basis.</p>
<p>Additional meetings/activities as a Director of the Board</p> <ul style="list-style-type: none"> Includes meetings/activities other than Board, Committee, and joint IAC-Board (e.g., additional meetings, engagement activities, learning sessions, time required for administrative/IT support and onboarding requirements) 	<p>Directors participate in additional meetings/activities with the endorsement of the Chair.</p> <p>An equivalent amount of preparatory time will be automatically billed for each additional meeting/activities up to a maximum of 7.5 hours/1 day (e.g., for a one hour meeting, one</p>



	<p>hour of preparatory time will be automatically billed).</p> <p>In the case of learning activities for the full Board and any mandatory training, time spent will be billed. In the case of individual learning activities (e.g., elective professional development courses, non-mandatory training), time spent will not be billed.³</p> <p>Hours entered will be based on the time allocated for the meetings or activities. However, if a Director does not attend a meeting or departs a meeting early, hours entered will be accordingly adjusted downward.</p> <p>Where a meeting is in Directors' CER calendars, hours will be entered by the Executive Administrator to the Board without further instruction from Directors.</p> <p>There is anticipated to be a reasonable amount of additional onboarding time required for new Directors in the first 6 months following appointment. These hours will be provided by the new Director to the Executive Administrator to the Board for entry.</p>
<p>Travel Time</p>	<p>Number of hours spent travelling on CER business.</p> <p>After each trip, Directors are required to promptly provide their total travel time to the Executive Administrator to the Board for entry.</p>
<p>Guidance regarding CER business travel combined with personal travel</p>	<p>Directors are required to seek agreement in writing from the Chair and CEO before booking combined personal (including activities undertaken for other employers/organizations) and CER business travel.</p> <p>As general guidance:</p> <ul style="list-style-type: none"> - If travelling from somewhere other than the Director's home address, the CER will cover any fare difference up to a maximum of \$500, and the Director will be responsible for any amount in excess of this;

³ The CER may, however, pay for any cost of the course or training as per the Board's learning plan and CER learning policies, and as endorsed by the Chair and approved by the CEO.



	<ul style="list-style-type: none">- In the event personal travel overlaps with CER business travel, the CER will take this into account and prorate as required for related expenses (e.g., parking, travel, meals, hotels, etc.).
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For the Chair of the Board, there is an expectation that additional time, and travel when necessary, will be consistently used for engagement activities and meetings outside of the Board meetings. This aligns to expectations set out in By-law #1 section 3(5).

TIME CODING

Board of Directors will provide travel time and receipts, as required by the National Joint Travel Directive, to the Executive Administrator to the Board of Directors.

If a Director uses materially less time for meeting preparation, they will inform the Chief of Staff and the Executive Administrator to the Board so that time entry can be adjusted accordingly.

The Executive Administrator to the Board enters all time for Directors into the CER TIME system; Directors do not enter time directly.

The Chief Executive Officer approves all time entries of Directors within the CER TIME system, in a manner consistent with this Guidance.

The Executive Administrator, on behalf of the Chief of Staff, provides a quarterly report to the Chair of the Board on time billed.



Canada Energy
Regulator

Régie de l'énergie
du Canada

Biographical Information



Board of Directors

George Vegh, Chairperson



Mr. Vegh is a Senior Fellow at the Munk School of Global Affairs and Public Policy. He is an Adjunct Professor of energy law and regulation at the Munk School as well as the University of Toronto and Osgoode Hall Law Schools. He is identified as a leading energy lawyer in several leading publications. Mr. Vegh was previously General Counsel at the Ontario Energy Board.

Melanie Debassige, Director



Melanie Debassige, MBA, ICD.D – Is a member of the Anishinabek Nation and a band member of M’Chigeeng First Nation. Currently serves as the Executive Director of the Ontario First Nations Technical Services Corporation. Melanie was appointed to the Ontario Clean Water Agency Board of Directors in October 2013 where she serves as a Board Director and Chair of the First Nations Committee of the Board. In March 2018, she was appointed to the Board of Reconciliation Canada where she holds the position of Director/Treasurer. Melanie completed the Director’s Education Program at the Rotman School of Management and is a certified corporate director which complements her Master’s in Business Administration. Melanie was recognized in 2015 by the Canadian Board Diversity Council in the Diversity 50 which is a list of highly-qualified board candidates. In 2018, Melanie undertook the role as strategic advisor to the National Energy Board of Canada on Indigenous issues. In August 2019, she was appointed to the Board of Directors of the Canada Energy Regulator. In 2019, she was recognized in Canada’s Most Powerful Women: Top 100. Most recently she was appointed to the Ontario Provincial Sectoral Audit Committee, Community Services.

Ellen Barry, Director



Ellen Barry is a former Deputy Minister with the Province of New Brunswick. As a career public servant she served as Deputy Minister with the Departments of Tourism & Parks, Wellness, Culture and Sport and the Department of Human Resources. Previous to these assignments, she served as Assistant Deputy Minister in the Department of Natural Resources and Finance. Her public service experience has provided her the opportunity to work extensively with multi-stakeholder groups. Since her retirement, Ms. Barry has worked on consulting assignments in New Brunswick as well as with the Institute of Public Administration (IPAC). She is a graduate of the University of New Brunswick.

Cassie Doyle, Director



Cassie Doyle has had a distinguished career in the public service, where she served at the executive level in all three orders of government in Canada, including as Deputy Minister of Natural Resources Canada. She has gained a deep understanding of natural resource and environmental governance and management and has a strong track record of effective partnerships with non-governmental organizations, industry, First Nations, governments and academia. Ms. Doyle was recently the Chair of the Expert Panel on Integrated Natural Resource Management conducted by the Council of Canadian Academies and a Board Member of the Alberta Energy Regulator.

Karim Mahmud, Director



Karim Mahmud has enjoyed a 30 year career as a leading energy lawyer in Canada and overseas. Originally from Alberta, and following law degrees at Oxford and Dalhousie Universities, Mr. Mahmud has practiced in major law firms in Calgary, London, Hong Kong, and Dubai. Most recently, he was partner and Head of Energy & Infrastructure for EMEA for a major international law firm. He has extensive experience in executing major energy, infrastructure, and privatization projects in Canada as well as over 45 countries overseas. This has included structuring innovative Indigenous investment partnerships and sustainable ESG compliant project structures.

François Tanguay, Director



François Tanguay has been involved in environmental work for over 45 years. Co Founder of Friends of the Earth Québec, he was executive director for Greenpeace Quebec from 1992 to 1997, where his work centered on climate change issues.

Nominated as an administrative judge to the Quebec Energy Board in 1997, M. Tanguay served until 2007. He was then named Chair of the Quebec Energy Efficiency Agency. In 2008, he was asked by the Quebec Minister of Natural Resources to help put up a coalition for the promotion of wood in all sectors of construction. As director and main spokesperson of the Coalition Bois Québec, M. Tanguay worked closely with all levels of decision makers and investors.

M. Tanguay was nominated in July 2011 for a 30-month mandate to Quebec's Special Committee for a Strategic Evaluation Assessment on shale gas. In recent years he has worked on humanitarian projects in South Africa and with Oxfam-Québec in Peru.

Author of essays on environmental issues, including three on ecological housing, M. Tanguay was for five years columnist for The Sherbrooke Record on environmental issues. He has served as advisor to elected officials, private business, and labor unions.

Karen Leibovici, Director



Ms. Leibovici's professional background includes personnel management, labour relations and social work. She has over 20 years of combined political and public service experience as a Member of the Legislative Assembly of Alberta and as an Edmonton City Councillor. While on City Council, Ms. Leibovici was involved in numerous key policy issues and led many city wide initiatives. She served twice on the Edmonton Police Commission and was the Vice Chair of the Civilian Review and Complaint Commission for the RCMP. She was also a Board member of Alberta's Municipal Government Board. In addition, Ms. Leibovici has undertaken leadership positions in other organizations such as President of the Federation of Canadian Municipalities (FCM), Chair of the Green Municipal Fund and President of the Alberta Association of Former MLA's. Karen has a Masters of Social Work Degree and a Post Graduate Diploma in Management.

Dale Eisler, Director



Dale Eisler has an extensive background in the federal public service and Canadian journalism. He spent 16 years in senior positions with the Government of Canada, including Assistant Secretary to Cabinet (Consultations and Communications) at the Privy Council Office. He was also Assistant Deputy Minister for the Energy Security, Prosperity, Sustainability Task Force at Natural Resources Canada, Assistant Deputy Minister of Communications at Finance Canada and Consul General for Canada in Denver, Colorado. Before joining the federal government, Mr. Eisler spent 26 years as a journalist in Saskatchewan and Alberta. He is also the author of three works of nonfiction and one historical novel, based on his family history which became the basis for a feature film. His most recent book was shortlisted by the Writers' Trust of Canada for the 2023 Shaughnessy Cohen Award as political book of the year.

Mr. Eisler received the 2013 Joan Atkinson Federal Public Service Award of Excellence. He is a senior policy fellow at the Johnson Shoyama Graduate School of Public Policy at the University of Regina and the Principal of Anton Group. He holds a Master of Arts from Vermont College (Union Institute) and Bachelor of Arts from the University of Saskatchewan.

Darlene Halwas, Director



Darlene Halwas currently serves on the boards of Carbon Management Canada, Alberta WaterPortal Society and chairs the Departmental Audit Committee for Infrastructure Canada. She is Metis and a member of the Manitoba Metis Federation. Ms. Halwas has almost 30 years of work experience, with 15 years focused on leading risk management functions for companies. In the past, she has served on a number of boards, including the Safety Codes Council, Commission for Complaints for Telecom-television Services, Canada Development Investment Corporation, Aquatera Utilities Inc, CKUA Radio Foundation, the Management Employees Pension Board, and the Calgary Police Commission.

Ms. Halwas holds a Bachelor of Commerce (Hons.) from the University of Manitoba, and the Chartered Financial Analyst (CFA), Financial Risk Manager (FRM), Institute of Corporate Directors (ICD.D), and Qualified Risk Director (QRD) designations as well as certification in tribunal administrative justice. Since 1995, she has been an active volunteer with the CFA Institute, and she completed a four-year term on the global Disciplinary Review Committee. Ms. Halwas was awarded the Queen Elizabeth II Diamond Jubilee Medal for her contributions to Canada. She is a member of Diversity 50, and was awarded an Exemplar from the Director and Chief Risk Officers Group in 2019.

The Indigenous Advisory Committee

Tribal Chief Tyrone McNeil, Chairperson



Tribal Chief Tyrone McNeil is Stó:lō and a member of Seabird Island Band. He has extensive experience working to advance First Nations languages and education, collaborating with First Nations across the country, and developing agreements and partnerships with government. Tribal Chief McNeil manages a First Nation construction company that employs up to 70 Indigenous men and women, with expertise in Operational Health and Safety, safety audits, human resources management, operations and budgeting in civil construction and pipeline industries.

Tribal Chief McNeil works closely with the Indigenous Advisory and Monitoring Committee (IAMC) for the Trans Mountain Expansion and Existing Pipeline, including as a member of several leadership and sub-committees, driving changes to improve practices of regulators to better align with the United Nations Declaration on the Rights of Indigenous Peoples, and to advance reconciliation. He holds numerous leadership positions including, President of Stó:lō Tribal Council, President of First Nation Education Steering Committee, AFN Chiefs Committee on Education rep for BC, Chair of Emergency Planning Secretariat, Chair of Seabird College, President of the Sqewqel (Seabird) Development Corporation and Standing Chair of Union of BC Indian Chiefs.

Tribal Chief Tyrone McNeil is an active hunter, fisher and gatherer and looks forward to teaching his four grandchildren as he has been taught and learned.

Kaella-Marie Earle, Vice-Chairperson



Kaella-Marie Earle is an Anishinaabekwe from Wiikwemkoong Unceded Territory and Aroland First Nation. She currently works at Enbridge in hydraulic system design engineering for liquid pipelines across Canada and the US. She previously worked at Enbridge in engineering construction field operations where she managed storage and transmission expansion work and integrity of major natural gas pipelines. She additionally serves as Vice-Chairperson of the Indigenous Advisory Committee of the Canada Energy Regulator, working with a team of Indigenous leaders across Canada to advise the Board of Directors on building strategy for the inclusion of Indigenous people in energy as well as the implementation of UNDRIP. She holds an Advanced Diploma in Chemical Engineering Technology from Cambrian College as well as a Bachelor of Chemical Engineering from Laurentian University. Ms. Earle also served as a former member of the NWMO Indigenous Council of Youth and Elders, as previous Co-Chair of the Indigenous Inclusion Committee for the Young Pipeliners Association of Canada, and other leadership roles on energy transition and the inclusion of women in energy. Ms. Earle's career goal is to weave her Anishinaabe cultural values into her engineering work in a way that will lead the oil and gas industry to a lower carbon energy future, especially in frontline operations.

Harvey McLeod



Harvey McLeod served as the Chief for the Upper Nicola Band for nine years with his last term concluding on March 20, 2023. He has approximately 40 years of experience in working on First Nations issues including developing and bridging communities on the executive, political, relationship and partnership level.

Harvey McLeod continues to serve as a Director for the BC Assembly of First Nations, and has contributed extensively and directly to the development and operations of the Indigenous Advisory Monitoring Committee (IAMC) for the Trans Mountain Expansion and Existing Pipeline.

Scott Patles-Richardson



Mr. Scott Patles-Richardson is the founder of Indigenous Financial Solutions, a First Nations-owned company focused on economic development for Indigenous communities across Canada. He has extensive experience advising Indigenous communities, corporate finance, mergers and acquisitions, and has negotiated for First Nation and Métis communities in the area of land claims and Impact Benefit Agreements, specific to energy and resource development projects.

Mr. Patles-Richardson is also the CEO of an Indigenous private-equity fund, Métis Infinity Investments, and is the majority shareholder of Nations Translation Group (NTG) and acts as their Executive Chair. NTG is one of Canada's largest privately-held translation companies and is 100% First Nation owned and controlled with the balance of the shares held by the Little Red River Cree Nation's investment arm. He has previously worked in leadership roles with Ishkonigan Consulting and Mediation, Tribal Council Investment Group of Manitoba, Scotiabank, and Royal Bank of Canada. Mr. Patles-Richardson is a Mi'gmaq citizen from Pabineau First Nation in northern New Brunswick of which he has been active as a key senior advisor.

Chief Matthew T. Peigan



Chief Matthew T. Peigan is Chief of the Pasqua First Nation. Chief Peigan is the youngest of 5 boys to parents Ronald Peigan Sr. and Grace L. Peigan. He was first elected in 1993-2001 and again in 2011, currently serving a fifth consecutive term. Upon his initial election in 1993, Chief Peigan was the youngest serving Chief in Canada at just 26. Chief Peigan has also served as Director of Operations and Housing Coordinator with Pasqua First Nation, and as Flood Claim Lead Negotiator for other First Nations.

Chief Peigan has been very active in engaging with industry as well as in interventions before the Canada Energy Regulator (formerly National Energy Board), including but not limited to the Energy East Project and Enbridge Line 3 Replacement Project. Chief Peigan is also a member of the Indigenous Advisory and Monitoring Committee (IAMC) for the Enbridge Line 3 Replacement Project. Chief Peigan is committed to both his home First Nation and to the advancement of all First Nations, and is a strong advocate for environmental, air and water protection measures. Chief Peigan was nominated to sit as a member of the Indigenous Advisory Committee by the Assembly of First Nations.

Marci Riel



Marci Riel is the Senior Director of Energy, Infrastructure and Resource Management at the Manitoba Metis Federation (MMF). The department was created by the Metis government in Manitoba to address the development and management of energy projects and infrastructure constructed on lands utilized by the citizens and harvesters of the Manitoba Metis Community. The amalgamated department also manages the MMF's Resolution 8 engagement and consultation process and lands management files as well as the natural resources and conservation portfolios related to harvesting, environmental assessment, Metis monitoring, forestry, mining, migratory birds, commercial fisheries, wetland restoration, fish and fish habitat, environment and climate change.

Marci is not an elected representative of the Metis Nation. Her role on the Line 3 - Indigenous Advisory and Monitoring Committee is to best represent the needs of the citizens of the Metis Nation's Manitoba Metis Community and to assist Canada and the Canada Energy Regulator (CER) in better understanding the lifecycle impacts of projects on the collectively held rights, claims and interests of the Metis Nation. Ms. Riel holds a Master's Degree in Sociology and prior to joining the Manitoba Metis Federation in 2011, Marci worked in the field of public safety and crime prevention.

Marci is the mother of two active teenage boys and together with her husband Kevin is proud to be raising the next generation of citizens of the Metis Nation. Marci lives in Winnipeg, Manitoba – in the heart of the Homeland of the Metis Nation – on one of the original Red River lots next to the historic Riel House site.

Tristan Zachow



Tristan Zachow is the Chief Executive Officer (CEO) of SaskMétis Economic Development Corporation (SMEDCO) where he has been employed for over 20 years. SMEDCO is a Métis Capital Corporation that specializes in developmental lending for the start-up, acquisition, or expansion of Métis owned or controlled enterprises, and business advisory services. He is also the CEO of Muskwa Development Corporation, a wholly owned economic entity of the Métis Nation –Saskatchewan, mandated to engage in strategic investments through equity positions, strategic partnerships, and financial holdings. Recently, he was appointed as the inaugural Chair of the association of Métis Capital Corporations, which consists of four high-performing Métis Capital Corporations located throughout the métis Homeland.

Tristan is a proud Saskatchewan Métis originally from the Prince Albert area where his ancestors go back well over a century. He is an avid hunter that provides for his family and friends throughout the year. His post-secondary education includes certification as an economic development officer from Dumont Technical Institute and a certificate in business administration from the University of Saskatchewan's Edwards School of Business.

Tristan's expertise includes: developmental lending, Indigenous economic development leadership, intergovernmental affairs, corporate development and operations, capital attraction, business development and entrepreneurship, product frameworking and implementation, financial negotiations, governance, and delivering results in complex situations.

Commissioners

Mark Watton, Lead Commissioner



Mark Watton was named Lead Commissioner in August 2022. He was first appointed as a Canada Energy Regulator (CER) Commissioner in 2019. Mark Watton has twenty-five years of experience in government and public policy development, litigation and regulatory law. First called to the bar in Ontario, he practiced as a litigator in the Toronto office of Fasken Martineau DuMoulin before relocating to Calgary to join the CER's predecessor, the National Energy Board, as legal counsel, advising on multiple major project applications. Before he was appointed a Commissioner with the CER, he held the position of Senior Legal Counsel with TC Energy. He has also worked in executive and policy advisory roles for numerous cabinet ministers in several federal government departments and the Prime Minister's office. He graduated from Dalhousie University Law School (LL.B.) with specializations in Marine Law and Business Law. Mr. Watton also holds a Bachelor of Social Sciences (Political Science) from the University of Ottawa and is a member of the Alberta Law Society.

Kathy Penney, Deputy Lead Commissioner



Kathy Penney was a permanent member of the Canadian Nuclear Safety Commission until her appointment as a Commissioner. She has over 25 years of regulatory, environmental, health and safety (HSE) experience in the public and private sectors. Ms. Penney has expertise in environmental assessments, HSE assurance and compliance processes, quasi-judicial and federal government project hearings, community consultation, and engagement with Indigenous peoples. Her career includes roles with Jacques Whitford, in Newfoundland and Labrador and in Western Canada, and with Royal Dutch Shell, both in Canada and in Australia. Recently she was on the Assessment Review Board for the Rocky View County. She holds a Master of Science from the University of British Columbia and a Bachelor of Science from the University of Toronto. Ms. Penney is a Pearson College scholar and holds an Executive Management Certificate from Queen's University.

Trena Grimoldby, Commissioner



Trena Grimoldby was appointed as a Commissioner in 2019. She is a lawyer and an adjudicator. Prior to her appointment as Commissioner, she was a Public Chairperson at the Insurance Councils Appeal Board of Alberta (ICAB). She has also previously served as in-house counsel to two multinational energy companies (Shell Canada and PETRONAS Canada), a midstream energy company (Pembina Pipelines Ltd.), the provincial oil and gas regulator in Alberta (the Alberta Energy Regulator (AER)), and in a private practice setting. She is the CER's representative at CAMPUT (the Association of Canada's Energy and Utility Regulators), where she is a member of the Executive Committee, Chair of the Regulatory Affairs Committee and Lead of the Women in Energy Community of Interest. She holds a Bachelor of Laws from the University of Alberta and a Bachelor of Arts with a specialization in English from the University of Alberta.

Wilma Jacknife, Commissioner



Wilma Jacknife served as a temporary member of the National Energy Board until December, 2018. She has more than 20 years of experience in practicing law, both in private practice and as legal counsel for Cold Lake First Nation in Alberta. She specializes in First Nations governance and law-making, consultation and negotiation of impact benefits agreements, business development, administrative law and employment and estates law. Ms. Jacknife also has participated in joint task forces to develop legislative frameworks for First Nations in Canada (Specific Claims Tribunal Act, Indian Oil and Gas Act and regulations). Ms. Jacknife holds a Doctor of Juridical Science in Indigenous Peoples Law and Policy and a Master of Laws in Indigenous Peoples Law and Policy from the University of Arizona – College of Law and a Bachelor of Laws from the University of British Columbia and two Bachelor of Art degrees from the University of Alberta.

Stephania Luciuk, Commissioner



Stephania Luciuk was appointed as a Commissioner in 2019. Prior to her appointment, Ms. Luciuk was in legal practice for over 20 years, with extensive experience in the energy sector, serving as in-house counsel at Imperial Oil Limited and Canadian Oil Sands Limited and in private practice with Macleod Dixon and Fasken Martineau DuMoulin. Her legal practice has spanned regulatory, commercial and environmental work as well as engagement with Indigenous peoples related to conventional/unconventional oil and gas development and pipelines. In 2017, Ms. Luciuk was appointed as an assistant professor in the Bissett School of Business at Mount Royal University. She also served part-time as a commissioner of the Appeals Commission for Alberta Workers' Compensation and as a mediator for the Provincial Court of Alberta. She is currently the CER representative to NARUC (the National Association of Regulatory Utility Commissioners). Ms. Luciuk holds a Juris Doctor from Osgoode Hall Law School at York University and a Master of Laws in international environmental law, focused on freshwater protection, from Dalhousie University.

Mélanie Chartier, Commissioner



Mélanie Chartier is a lawyer, with more than 20 years of experience in a variety of areas, including aboriginal, environmental and administrative law, having practiced primarily with the Department of Justice. Ms. Chartier also served as a Member of the Immigration and Refugee Board of Canada from 2016 to 2019. Most recently, Ms. Chartier served as Crown Counsel at the Public Prosecution Service of Canada where she prosecuted regulatory offences. She is a passionate advocate for official languages and has occupied various roles promoting official languages within the federal public service as well as in her community. Ms. Chartier holds a Bachelor of Laws (civil) from Laval University, a Certificate of Qualification in common law from the National Committee on Accreditation, and a Master of Laws from the University of British Columbia, focused on the Crown's duty to consult with Indigenous peoples.

Sandor Sajnovics, Commissioner



Sandor Sajnovics was appointed a Commissioner in May 2023. Mr. Sajnovics has over 15 years of experience as a lawyer and accountant in both government and industry, including roles involving compliance auditing and environmental, regulatory, and Indigenous law. He is a lawyer and accountant (CPA, CGA) and holds a Bachelor of Laws, a Bachelor of Arts in Economics and a Bachelor of Commerce all from the University of Manitoba. Prior to his appointment, Mr. Sajnovics was legal counsel for the Department of Justice, supporting Crown-Indigenous Relations and Northern Affairs Canada. He also previously served as general counsel for the South Calgary Primary Care Network, commission counsel for the Alberta Utilities Commission (AUC), legal counsel for KGHM International Ltd., legal counsel for Cenovus Energy Inc., and as a regulatory analyst and auditor at the Government of Alberta, Department of Energy.

Senior Management Committee

Alex Ross

Executive Vice President, Law and General Counsel

Mr. Ross became Executive Vice-President, Law and General Counsel in July 2018.

He joined the regulator in August of 2001 where he has served as Associate General Counsel for seven years and counsel for ten years.

Between being called to the Bar in 1997 and starting at the organization, he worked as a lawyer at Dentons Canada LLP (formerly, Fraser Milner Casgrain LLP).

His career has focused on energy regulation (including aboriginal, environment, energy and natural resources management issues), and associated public and administrative law.

Professional Affiliations, Degrees and Distinctions:

- LL. B., University of Toronto
- Called to the Bar in Alberta in 1997 and a member of the Law Society of Alberta

Chris Loewen

Executive Vice President, Regulatory

Chris Loewen became Executive Vice President, Regulatory in February 2024.

Prior to this role, Chris served as Vice President of Field Operations from April 2016 and Vice President of Operations from September 2014.

Chris joined the regulator in 2009 and has served as the Director for Oil/Natural Gas Liquids, Energy Trade, Corporate Performance, and Safety Management.

Chris' public service career began in 1995 with (formerly) Indian and Northern Affairs Canada, as a Policy Analyst and as a negotiator on several modern treaty and self-government agreement negotiations, including the Labrador Inuit Land Claim.

Before joining the regulator, Chris led federal Crown consultation on the Mackenzie Gas Project.

Professional Affiliations, Degrees and Distinctions:

- Masters of Public Administration, Carleton University
- Bachelor of Arts, Political Sciences, University of Calgary

Geneviève Carr

Executive Vice President, Transparency and Strategic Engagement

Geneviève Carr, Ph.D. (she/her) is Executive Vice President, Transparency and Strategic Engagement at the Canada Energy Regulator (CER).

Dr. Carr has been with the CER since 2021, when she first served as Professional Leader, Environment. She assumed the position of Executive Vice President, Transparency and Strategic Engagement in 2023.

Dr. Carr joined the federal public service in 2005 and has worked on energy, Indigenous policy, and environment matters at Crown-Indigenous Relations and Northern Affairs Canada, Natural Resources Canada, and Environment and Climate Change Canada. Through her leadership, Geneviève has contributed to files such as Bill C-69, which led to the Canadian Energy Regulator Act, Bill C-15 and the United Nations Declaration on the Rights of Indigenous Peoples Act, renewed Crown consultations for the Trans Mountain Expansion project, and the Beaufort Regional Environmental Assessment.

Geneviève's roots regularly draw her and her family back to Wolfe Island, Ontario, part of the traditional lands of the Haudenosaunee and Anishnaabek peoples, where a formal peace agreement known as the Dish with One Spoon alliance was meant to assure mutual benefit to all parties, including Indigenous nations and settlers to the Great Lakes region.

Professional Affiliations, Degrees and Distinctions:

- Doctor of Philosophy, Biology, University of Ottawa
- Master of Science, Environmental Biology and Ecology, University of Alberta
- Bachelor of Science, Biogeography and Environmental Studies, McGill University

Jason Reid

Executive Vice President, People, Innovation & Results

Jason Reid (he/him) joined the Canada Energy Regulator on September 5, 2023, where he accepted the role of Executive Vice-President of People, Innovation, and Results & Chief Financial Officer.

He has a long and distinguished career in the federal public service, working as a senior leader in various departments and agencies. Most recently, Jason held the position of Chief Information Officer, Information Management Senior Official and Director General at Natural Resources Canada and at the Canadian Institutes of Health Research. He also spearheaded two major digital transformation initiatives for the Government of Canada: Web Renewal and GCDocs. Jason was awarded the Queens Golden Jubilee medal for his outstanding service.

Jason has a bachelor's degree in social science (economics) from the University of Ottawa. He currently resides in Ottawa, Ontario, which is built on unceded Anishinaabe Algonquin territory. The peoples of the Anishinaabe Algonquin Nation have lived on this territory for millennia. Their culture and presence have nurtured and continue to nurture this land.

Professional Affiliations, Degrees and Distinctions:

- Bachelor of Social Science, University of Ottawa

Ramona Sladic

Vice President, Secretary of the Commission

Ms. Sladic joined the Canada Energy Regulator in 2021, as Vice President, Secretary of the Commission. She is responsible for executive leadership of the Secretary and Regulatory Services business unit, and is as a member of the organization's executive team.

Ramona Sladic is a lawyer and an experienced federal public servant who joined the CER from the Privy Council Office legal services sector, specializing in environmental and natural resources matters.

Prior to her role at PCO, Ramona practiced law with Global Affairs Canada, focusing on international oceans treaty and resolutions development before the United Nations, and related multilateral processes.

Ms. Sladic also practiced as a Justice Canada lawyer with the Department of Fisheries and Oceans, and the Northern region in Yellowknife, focusing on resource project development, environmental assessments, and Indigenous matters.

Professional Affiliations, Degrees and Distinctions:

- Master of Laws, George Washington University Law School, Environmental law specialization, Fulbright scholar
- Bachelor of Laws, Dalhousie University Law School, Marine law specialization
- Bachelor of Arts (Honours), Carleton University
- Member of the Law Society of the Northwest Territories

Katherine Murphy

Acting Vice President, Chief of Staff

Ms. Murphy joined the regulator in June 2014. She became the acting VP, Chief of Staff and Corporate Secretary in May 2023.

Previously, Ms. Murphy led organizational efforts to implement engagement-related aspects of the Canadian Energy Regulator Act as well as leading change and project management around data visualization and innovation. She has 20 years of experience in the federal public service focused on communications, public relations, marketing, and project management.

Professional Affiliations, Degrees and Distinctions:

- Bachelor of Arts (Joint Major, Communications and Anthropology), Simon Fraser University