



External Board of Director

MTE Consultants Inc.

MTE Consultants, an employee-owned consulting firm that provides services in the field of engineering, building and environmental science, toxicology and land surveying, is seeking candidates to join its Board of Directors.

MTE's Nominating and Governance Committee is seeking nominations for an external Director to join our Board which consists of three external Directors, and seven internal Directors. Directors are elected by our Shareholders to hold office for up to two three-year terms. Our shareholder body of approximately 140 Shareholders greatly values the impartiality and expertise that our external Directors bring to the Board.

MTE's criteria when searching for an external Director is as follows:

- A public image and reputation that is beyond reproach
- Proven track record for success in business
- Viewed by their peers as a business leader
- Experience working in a senior position
- Board experience – either not-for-profit or for-profit
- Publicly held and/or private corporation experience
- Experience and/or skill set complementing the current Board and future needs
- Understands and respects the confidential nature of all discussions

MTE is registered to provide consulting services through the Professional Engineers of Ontario and the Association of Professional Geoscientists of Ontario. The company also holds professional engineering and environmental licenses throughout Canada and the United States.

Areas of Expertise

- Structural Engineering
- Building Restoration Consulting Services
- Designated Substances & Hazardous Materials Consulting
- Environmental Site Assessment & Remediation
- Toxicology & Risk Assessment
- Ecological & Natural Environment Consulting Services
- Water Resources Engineering
- Hydrogeology
- Water & Wastewater Engineering
- Municipal Engineering
- Land Development Engineering
- Site Development Engineering
- Geotechnical Engineering
- Land & Legal Surveying
- Construction Services

Capacity

- 100+ Professional Engineers
- 8 Professional Geoscientists
- 50+ Certified Engineering Technicians and Technologists
- 5 Ontario Land Surveyors
- 10 Qualified Persons, Environmental Site Assessment
- 3 Qualified Persons, Risk Assessment
- 3 LEED Professionals

Locations

- Burlington
- Kitchener
- London
- Stratford
- Toronto

About the Role

The Board meets approximately six times per year and its members are required to sit on one committee of the Board, which also meets approximately six times per year. Board Meetings are held predominately out of MTE's Kitchener office with opportunities of some rotation to the remaining four offices. Committee Meetings are predominately held virtually. External Directors are compensated via a yearly retainer in addition to a fee per meeting attended. In respect of the environment, ease of reference and privacy, the Board operates through Aprio.

Excerpts from MTE's orientation guidelines as it relates directly to MTE include the following:



Overview – Director Responsibilities

Although Directors have varied duties and priorities, first consideration must be given to maintaining the credibility and vitality of MTE Consultants Inc. as a corporation, placing the best interests of the organization and its Shareholders ahead of any special interest, segment or individual stakeholder.

Fiduciary Responsibility

Each Director has a fiduciary responsibility and a standard of care to manage the affairs of the organization similar to a trustee.

In performing their duties and exercising their authority, every Director will:

- Act honestly and in good faith with a view to the best interests of MTE.
- Exercise the care, diligence and skill that a reasonable, prudent person would exercise in comparable circumstances.

Values

Board members are expected to demonstrate leadership, particularly the modelling of MTE's values of:

- Customer satisfaction
- Quality service
- Respect for others
- Integrity, honesty, ethics
- Supportive environment

Behaviours and Commitment

Directors are expected to demonstrate behaviours and commitment that promote the effectiveness of the Board, including:

- Commitment through consistent meeting attendance.
- Thorough meeting preparation in order to participate knowledgeably in Board deliberations.



- Bringing forward issues of concern in an appropriate manner.
- Active meeting participation, including:
 - Asking appropriate and, when necessary, challenging questions.
 - Providing relevant and helpful counsel and advice.
 - Bringing skills and experience to bear in appropriate ways to the decision-making process.
 - Encouraging constructive discussion of key issues.
 - Refraining from interfering with operational matters.
 - Respecting Management's role and those with whom the Board interacts.
 - Acting with integrity.
 - Complying with codes of conduct.
 - Promoting needed change.
 - Working to build consensus.
- Making a priority to attend and participate in orientation and education opportunities.

Specific Duties

- Be informed of and act according to all policies that pertain to the duties of a Board member including Shareholder's Agreement, by-laws, legislation, mission, and other key corporate documents.
- Keep informed about MTE activities and the communities in which it operates.
- Attend all Board and other related meetings.
- Voice clearly and explicitly, at the time a decision is being taken (any opposition to a decision being considered by the Board).
- Maintain solidarity with fellow Directors in support of a decision that has been made in good faith at a legally constituted meeting.
- Contribute to the fulfillment of the Board's responsibilities and mandate.

- Know and respect the distinction in the roles of Board and Management consistent with the principles underlying these governance policies.
- Exercise vigilance for and declare any apparent or real conflict of interest in accordance with MTE by-laws and policies.
- Be prepared to present issues and concerns on agenda items directly affecting stakeholder business.
- Facilitate feedback from Shareholders in a constructive manner.
- Devote time to serve effectively as a Director by not over-committing to other responsibilities.

Competencies

- **Knowledge:** Understand basic responsibilities, accountabilities and liabilities as a Director. Understand the competitive environment in which MTE operates and the factors influencing MTE's ability to compete. Understand MTE's strategy and the respective roles of the Executive Team in implementing this strategy as documented in the annual Strategic Plan.

- **Financial Acumen:** Can read and interpret financial reports.
- **Independent Thinking:** Maintains own convictions despite undue influence, opposition or threat.
- **Objectivity:** Draws conclusion by impartial evaluation of other perspectives and views without prejudice or bias.
- **Integrity:** Trustworthy and conscientious and can be relied upon to act and speak with consistency and honesty.
- **Open Mindedness:** Values the diverse opinions and builds innovation on the foundation of other people's views.
- **Effective Judgment:** Applies common sense, measured reasoning, knowledge and experience to come to a conclusion.
- **Leadership:** Models the values adopted and espoused by the organization. These include: personal service, professionalism and integrity.

How to Apply

In the event you apply for the position, and there is mutual interest in pursuing, you will be invited to an interview. Those selected to continue in the hiring process will be invited to attend two Board Meetings as a guest prior to the election in February of 2024.

Qualified candidates can submit their expression of interest (including a resume and cover letter explaining why you are interested and what you believe you could bring to the Board) to [Marie Sullivan](mailto:msullivan@mte85.com), Corporate Secretary at msullivan@mte85.com.

We thank you for your interest.

