

Minutes of the Governance Committee (GC) Meeting

September 20, 2023 1:30 pm – 4:00 pm (ET) | Virtual: Teams

Committee members in attendance	
Alison Anderson, Chair Ernie Barber	Sophie Larivière-Mantha Geoff Connolly
Regrets	
Heather Kennedy	
Staff support	
Joan Bard Miller, Manager, Governance and Board Services Juliet Chou, Governance Coordinator	Light Go, General Counsel and Corporate Secretary Gerald McDonald, CEO

1. Call to order and approval of agenda

A. Anderson, Governance Committee Chair, confirmed quorum and called the meeting to order at 1:31 p.m. ET.

Moved and seconded

THAT the agenda be approved, and the chair be authorized to modify the order of discussion.

Carried

2. Declaration of conflict of interest

No conflicts were declared. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

3. Last meeting review

3.1. Review of minutes (June 19, 2023)

The committee had no comments or questions regarding the minutes which had been pre-circulated.

Moved and seconded

THAT the minutes of the June 19, 2023, meeting be approved as presented.

Carried

3.2. Review of action table

The committee noted that all actions arising from the last meeting had been completed.

4. Process to manage committee work plan additions

L. Go presented the proposal outlined in the pre-circulated briefing note that decisions to add tasks to a Board committee's workplan be made collectively by the President, President-Elect, and the Past-President (the "Board officers").

- The committee supported the proposal but added that the Board officers should first consult with the impacted committee chair to inform their decision making.
- Staff will update Board policies 4.9, *Role of the Presidents (President-Elect, President, and Past President)*, and 6.1, *Board committees and task forces*, to reflect the proposed process, as necessary. Both policies will be presented to the Governance Committee at its meeting in November 2023.

5. Timing and approach of the next Governance Effectiveness Survey (GES)

J. Bard Miller presented the recommendation outlined in the pre-circulated briefing note that the next GES of the engineering regulators be deferred so that it can be incorporated in the governance review that has been proposed for the 2025-2029 Strategic Plan.

- The GC supported the proposal to defer the survey in recognition of the following:
 - Engineers Canada’s ongoing discussions with the Regulators that a governance review be included in the forthcoming strategic plan.
 - A survey of Regulators is expected at the outset of the governance review process, which could begin as early as fall 2024.
- The GC recommended that the Regulator CEOs and presidents be informed of this proposal prior to the Board meeting on December 4, 2023.

ACTION: That the Regulators be informed of the GC’s recommendation that the GES be conducted at the beginning of the forthcoming governance review.

6. Policy reviews

A. Anderson invited committee members to present the policies for which they were assigned to conduct an in-depth review and consider the pre-circulated revisions proposed by staff and/or other committees.

6.1. Policy 2, *Definitions*

The committee supported revisions proposed by staff, save the recommendation to delete the definition for “process”. It was decided that the definition for “process” should remain in the policy. It was also noted that standing and ad hoc committees are differentiated in the respective definitions for “committee” / “Board committee” and “task force”.

6.2. Policy 4.1, *Board responsibilities*

The committee agreed to defer the discussion of this policy to the next meeting when the committee member assigned to it is present.

6.3. Policy 4.4, *Confidentiality policy*

The committee supported presenting to the Board the proposed change in review period from biennial to triennial and provided final approval of the proposed editorial change in subsection 8.

6.4. Policy 4.5, *CEO Group advisor to the Board*

The committee supported revisions proposed by staff, pending review by the current CEO Group Advisor.

It was suggested that as part of the forthcoming governance review the CEO Group advisor’s responsibility outlined in subsection 1(e)(v), to “communicate the views, activities, decisions, and plans of the Board to the CEO Group”, be considered further to ensure that it aligns with the Board Chair, Directors and Engineers Canada’s CEO’s respective roles communicating on behalf of the Board. Furthermore, it is important that the authority and responsibility of each group be consistently defined and articulated across the policy manual.

6.5. Policy 4.10, *Standing agenda items*

The committee agreed with the recommendation to rescind the policy, and that the requirement for committee reporting at every Board meeting, currently captured in sub-section 2, be added to Board policy 6.1, *Board committees and task forces*.

6.6. Policy 4.12, Board self-assessment

In addition to the revisions proposed by staff, the committee suggested that the section headings be updated to better match the self-assessment process outlined in 4.12.1(1). It was also suggested that staff revise the introductory paragraph of the policy to reflect that groups beyond the Board would conduct Board assessments. Furthermore, the committee recommended that approval of the structure and content of the annual survey of the Board rest with the HR Committee rather than the Board. This does not preclude the Board from reviewing the survey should the committee signal the need for significant changes to the annual survey's structure and/or content.

ACTION: Staff to revise Board policy 4.12, Board self-assessment, as recommended by the Governance Committee and circulate it via email to the committee for validation.

6.7. Policy 4.13, Individual Director assessment

The committee supported the revisions proposed by staff, with some adjustments. In particular, the committee recommended that the survey questions be approved by the HR Committee, rather than the Board in time for circulation following the Winter (February) Board meeting.

6.8. Policy 6.4, Finance, Audit, and Risk (FAR) Committee terms of reference

The committee supported the revisions which staff had proposed in consultation with the FAR Committee at its meeting on August 11, 2023.

6.9. Policy 7.8, Rules of order

The committee accepted the changes as proposed by staff and further amended the second sentence in subsection 7.8(10) as follows: "There shall be unanimous consent of the Board officers to add an item to the agenda **before the call to order** at the meeting". The amendment clarifies that the Board approves the agenda as its first order of business at the meeting and that the statement refers to the period between the distribution of the agenda and meeting itself, as noted in the preceding sentence. The committee did not deem it necessary to add further language to the policy around the destruction of Board meeting notes beyond what was already included in subsection 3.

6.10. Policy 7.10, Whistleblower policy and procedure

The committee supported the proposed change to the review period.

6.11. Policy 9.1, Accreditation Criteria and Procedures report

The proposal by staff to extend the policy's review period from biennial to triennial was accepted by the committee.

ACTION: THAT the policies, as further revised, be presented to the Board for approval at the December Board meeting.

7. Bylaw review

The committee agreed that no Bylaw revisions are required at this time.

8. Other business

The Governance Committee engaged in a discussion of the Members' response to the Board's decision

to allow for Board members and members of Board committees (including CEAB and CEQB members) to fly business class for Engineers Canada business when flying time for one leg of the journey is longer than four hours, as captured in approved changes to Board policy 7.1, *Board, committee, and other volunteer expenses* material. The committee noted the Board's forthcoming open discussion on the matter at its meeting on October 5, 2023, which will be informed in part by Engineers Canada's draft budget that will be presented at the same meeting with a proposed increase to the Per Capita Assessment Fee (FCAF) that requires Member approval. It was also noted that as a result of its discussion, the Board may ask the Governance Committee to further review policy 7.1.

9. Next committee meetings

The dates of the upcoming Governance Committee meetings were provided to the committee in its meeting agenda:

- November 15, 2023 (virtual)
- March 7, 2024 (virtual)

10. Meeting evaluation

Overall, the Governance Committee was pleased with the meeting.

11. Closing

With no further business, the meeting was closed at 3:59pm (ET).