

Minutes of the Governance Committee Meeting  
 January 8, 2020 11:30-1:30pm ET (held via webinar)

<b>Committee members in attendance</b>	
J. Holm, Chair A. Bergeron	G. Faulkner C. Lamothe
<b>Observers in attendance</b>	
None present for this meeting.	
<b>Staff and support</b>	
C. Mash S. Price	E. Spence

**1. Call to order and approval of agenda**

J. Holm, Committee Chair, opened the meeting at 11:31am (ET) and welcomed the participants. The agenda was approved as presented by consensus.

**2. Review of last meeting**

**2.1. Approval of minutes**

The minutes from November 18, 2019 were approved as presented by consensus.

**2.2. Review of action table**

The Committee reviewed the list of past action items. A. Bergeron reported that the Human Resources (HR) Committee has not yet reviewed policy 4.7, and that an update will be provided once the action is complete.

**3. Review of policies - second round, first draft**

Following a preliminary review by Engineers Canada staff for editorial changes, the amended policies were circulated to the Committee.

It was decided to continue reviewing all policies on an annual basis, and that as the number of required changes becomes less frequent, the review period will increase from one year to two or three years, where possible.

It was noted that the preamble for all “Role of the Board” policies requires a minor adjustment made for grammatical clarity.

**ACTION: Staff to update all “Role of the Board” policies to move “roles and responsibilities” to before Board and staff, for grammatical clarity.**

Policy 1.3 - Purposes of Engineers Canada

No further adjustments were required for this policy.

Policy 2 - Definitions

No further adjustments were required for this policy. It was noted that the preferred term for Engineers Canada’s members is “regulators” and that further policy amendments will consider this.

#### Policy 4.13 – Individual director assessment

No further adjustments were required for this policy. A question was raised as to whether the process for director assessment should include a role for regulators. It was reported that the HR Committee also discussed the inclusion of regulators in the assessment process and ultimately decided that including regulators in Engineers Canada's process could lead to a duplication of efforts. Each regulator has a unique relationship with the director(s) that they nominate and in some cases they may already have an established performance assessment.

#### Policy 7.10 – Whistleblower policy and procedure

It was noted that this policy was drafted in a similar manner to the one available for staff. No further adjustments were required for this policy.

#### Policy 4 – Role of the Board (pre-amble)

It was agreed that since this document contains only the pre-amble text that is included at the top of every section 4 policy, it is not required as a stand-alone page in the policy manual.

**ACTION: Staff to remove policy 4 as a stand-alone document in the revised policy manual.**

#### Policy 4.1 – Board responsibilities

The first paragraph of this policy was identified as a duplication of the information available in the preamble and should be removed. Additionally, since the Board consists of the directors, the first point requires amending to address redundant terminology.

It was noted that currently, no definition exists for "direct reports to the Board". It was decided to add this to *policy 2 - definitions*, with the secretary included as a direct report.

**ACTION: Staff to adjust the first line of the policy 4.1 to remove the word "directors" to reduce duplication of terminology.**

**ACTION: Staff to add a definition for "direct reports to the Board", to section 2 of the policy manual and to include the secretary in the definition.**

#### Policy 4.2 – Director responsibilities

This policy required an adjustment to item seven, to ensure clarity between "regulators" and "members".

**ACTION: Staff to update policy 4.2, point seven, to reflect that directors advise their regulators of issues to be presented *for decision by the Members*.**

#### Policy 4.3 – Code of conduct

It was decided to include a statement to ensure that directors do not engage in behaviours that could be considered harassment. Although Engineers Canada has a staff policy for workplace, violence and harassment, the Board manual does not include a similar policy. The code of conduct policy will be updated to include appropriate language from the staff policy. Noting that rules are different across Canada, it was agreed that no legislation will be cited in this case.

It was reported that the volunteer management program will be investigated in 2020 and will provide an opportunity to address director training on harassment. The use of background checks for directors and volunteers will also be considered in this work.

It was noted that the manual does not include the reasons for maintaining confidentiality. This concern will be addressed through onboarding, which is also being reviewed for improvements this year.

**ACTION: E. Spence adjust the code of conduct policy to include a general statement that harassment is not tolerated, considering the language used in the staff workplace violence and harassment policy.**

**ACTION: Staff to ensure that reasons for confidentiality are explicitly explained in the onboarding process for new volunteers.**

**ACTION: Staff to ensure that the volunteer management program work include the consideration of harassment training and background checks for volunteers.**

#### Policy 4.5 - CEO Group advisor to the Board

This policy was further adjusted to explicitly state that the CEO Group advisor is non-voting.

**ACTION: Staff to include statement at the beginning of the policy 4.5 that the advisor is a non-voting member of the Board.**

#### Policy 4.7 - Monitoring the CEO

It was agreed to request that the HR Committee review this policy as it relates directly to their work plan.

**ACTION: Staff to facilitate the HR Committee reviewing policy 4.7 at a future meeting.**

#### Policy 4.8 – Board competency profile

Minor edits were discussed for this policy to ensure consistency with the changes made to policy 4.1. Additionally, the title “Asset qualifications” was changed to “Behavioural skills” to better align with the content listed in the section and a skill was added to address the balance that directors require between the interests of their local regulator and the interests of Engineers Canada.

**ACTION: Staff to adjust policy 4.8’s reference to policy 4.1, removing duplicate terminology with Board and director as per the edit listed above.**

**ACTION: Staff to adjust “asset qualifications” to “behavioural skills” and include the skill of balance.**

#### Policy 4.12 – Board self-assessment

The timing of the Board assessment results report was discussed. The current process timing could lead to difficulties in meeting the deadlines for Board reporting. It was decided to leave the policy as written for now, and to adjust following the inaugural assessment process if required.

#### Policy 7.8 - Rules of order

No further changes were required for this policy.

#### Policy 7.9 – Process for in camera meetings

A concern was raised around the potential fraudulent attendance that can occur at in-camera sessions hosted through electronic channels (webinar/teleconference). Although it is preferred that the Board meet in person when an in-camera session is needed, depending on circumstances and timing, this may not be possible. This issue will be addressed through onboarding, and the Committee agreed to include a sentence to encourage the use of in-camera sessions at in-person Board meetings only, as much as possible.

**ACTION: Staff to include a sentence to policy 7.9 to encourage the use of in-camera sessions at in-person meetings, instead of at electronic meetings, as much as possible.**

**ACTION: Staff to ensure that in-camera confidentiality is included in the orientation materials.**

Policy 8.1 – Emerging disciplines

Points one and two of this policy were adjusted and merged to reduce duplication and redundancy. “Render a service” was adjusted to “provide consultations and advice”.

Additionally, adjustments were made to treat the first three points as a preamble to explain what public protection means and what emerging disciplines are, with the final four points being adjusted to become bullets, reflecting “what Engineers Canada should do”.

**ACTION: Staff to adjust the policy to merge point one and two, and to adjust the listing of the final four points to bullets, adding an introduction sentence to the preceding point.**

**ACTION: Staff to adjust “render a service” to “provide consultations and advice”.**

Policy 8.2 - Diversity and inclusion policy

Point two grammar was revised so that programs “have to” focus on greater participation of women and Indigenous people in the engineering profession, ensuring that this focus will continue to be considered as future programs emerge.

Point four was revised for consistency with *policy 4.8 Board competency profile*, that the Board strive to include at least 30% women, with a long-term goal of a female/male split representative of the Canadian population.

**ACTION: Staff to amend point two from “...programs regarding diversity and inclusion are focused on greater participation...” to “...programs regarding diversity and inclusion ~~are focused~~ have to focus on greater participation...”**

**ACTION: Staff to amend point four to incorporate consistency with *policy 4.8 Board competency profile* on the matter of female/male participation on the Board.**

**4. Report to members on Board responsibility 4**

S. Price presented the Governance Committee’s contribution to the *2019 Annual performance report*, reflecting the outcomes for the 2019 calendar year. This report demonstrates to the membership the progress made on the current strategic plan and provides a base for any adjustments that might be required.

It was agreed to adjust the report to indicate the transfer of “implementing the Funding Task Force recommendations” to the Finance, Audit, and Risk (FAR) Committee.

**ACTION: Staff to adjust the report to include the transfer of the implementation of the Funding Task Force recommendations to the FAR Committee, and the outcomes achieved by FAR in this area.**

**5. Plan to reduce Board Size**

S. Price presented the updated draft, adjusted based on the feedback received at the last meeting.

It was agreed to add reference to the *Council for Healthcare Regulatory Excellence’s (UK) “Board size and effectiveness: advice to the Department of Health regarding health professional regulators”* report in support of the board effectiveness section of the plan. No further changes were required.

While this plan was requested for presentation to the Board for decision in May, the Committee agreed it would be best to circulate the draft plan to the directors and regulators as soon as possible to ensure proper consultation time. It was decided to circulate the draft plan to the Board with the February agenda book (for information only), to be raised during the Governance Committee's update.

**ACTION: Staff to add reference to the *Council for Healthcare Regulatory Excellence's (UK) "Board size and effectiveness: advice to the Department of Health regarding health professional regulators"* in the Board effectiveness section of the plan.**

**ACTION: Staff to coordinate the inclusion of the *draft plan to reduce Board size (for information only)* in the February Board agenda book.**

#### **6. Request from HR Committee: Review of Draft policy 6.2 chair assessment**

This new policy was provided to the Governance Committee upon request from the HR Committee, to ensure that the draft is appropriate for addition to the Engineers Canada's Board manual in advance of presentation to the Board for decision at the February meeting. The Governance Committee agreed that the policy as drafted was appropriate and no changes were required.

**ACTION: Staff to coordinate with the HR Committee to ensure that the policy is included in the February Board agenda book.**

#### **7. Review of work plan**

##### **7.1. Request from HR Committee: Board assessment questionnaire**

Due to the fit with the Governance Committee's work of identifying gaps and recommending training to support Board governance, the HR Committee proposed, at their December 8 meeting, that the Governance Committee consider assuming the oversight of reporting the results of the Board assessment portion of the survey. The Governance Committee agreed to assume the task.

**ACTION: Staff to communicate to the HR Committee that the Governance Committee agreed to assume oversight of the Board assessment report and recommendations and to update the work plans (both Governance and HR) as appropriate.**

##### **7.2. Decision on governance effectiveness survey**

Following a discussion on workload, the 2019-2020 Committee agreed to build the content of the governance effectiveness survey, with circulation and reporting being overseen by the 2020-2021 Governance Committee in the fall of 2020.

**ACTION: Staff to include the governance effectiveness survey on the next agenda, ensuring at least two hours booked for the meeting.**

#### **8. Other business**

The Committee members were encouraged to plan their February Board meeting travel to ensure they are able to participate until the close of the meeting at 5pm ET.

The Committee expressed confusion around their participation in the foresight workshop at the February meeting and it was suggested that a dedicated email with details be circulated to those invited to the session.

**ACTION: Staff to circulate a notice to clarify the purpose and schedule of the foresight workshop to those invited to attend.**

## **9. Next meetings**

The Committee discussed having an in-person meeting in Ottawa following the Board meeting in February. Due to scheduling conflicts, it was decided to meet via webinar instead. Staff will circulate doodle polls to reflect the meetings required to complete the work plan initiatives. It was noted that March is not an ideal month to host webinars due to vacation schedules.

**ACTION: Staff to circulate a doodle for the next meetings.**

## **10. Adjournment**

With no further business to discuss, the meeting was adjourned at 1:15 pm ET.