

GOVERNANCE COMMITTEE WEBINAR

April 3, 2019 (1:00 – 2:30 ET)

APPROVED MINUTES

Committee Members in attendance			
R. Kinghorn, Chair	A. Bergeron	L. Champagne	J. Holm
S. Devereaux	L. Doig		
Staff			
S. Price	W. Guy		

	Item
1	<p><b>Opening of meeting and approval of agenda</b></p> <p>The Chair opened the meeting at 1:03pm and welcomed the committee, noting that there was further discussion required on the CEAB and CEQB before the close of the meeting.</p> <p>J. Holm moves, A. Bergeron seconds</p> <p><i>THAT the agenda be approved with an additional item.</i></p> <p>Carried</p>
2	<p><b>Approval of Minutes</b></p> <p>Moved by A. Bergeron, seconded J. Holm</p> <p><i>THAT the minutes from March 18 be approved as written.</i></p> <p>Carried</p>
3	<p><b>Policy 6.4 Finance, audit, and risk committee terms of reference</b></p> <p>It was clarified that every committee will have work plans, and will meet to complete those, as per policy 6.1</p> <p>It was agreed:</p> <ul style="list-style-type: none"> <li>• To add more text about all FAR responsibilities to the introductory paragraph.</li> <li>• To remove “annually” from investment report review #5.</li> <li>• That FAR should review selection of auditor every 3-5yrs. (Stephanie to provide CPA document with related recommendation.)</li> <li>• That the responsibility to maintain a relationship with the auditor (#11) could go in with the Role of the Chair.</li> <li>• To add under Authority that the Chair of the Committee can meet independently with the controller without having to go through the CEO.</li> <li>• To remove common competencies to all committees and put under 6.1, leaving only specialized skills in the Terms of Reference.</li> </ul>

	<ul style="list-style-type: none"> <li>• To remove item #7 under role of the chair.</li> <li>• To remove the section called Role of Chair, putting these competencies in the policy on board committees and leaving only specialized skills required for committees, in this case financial competencies.</li> </ul> <p>Questions regarding the operational and strategic risk registers were raised, and an explanation was provided and clarification added to the wording.</p> <p>J. Holm moves, L. Doig seconds</p> <p><i>THAT policy 6.4 is approved to go before the Board at the May 24, 2019 meeting with the above edits</i></p> <p>Carried</p>
	<p><b>Policy 6.1 Board committees</b></p> <p>It was agreed to add the common Role of the Chair and Chair Competencies to this policy.</p> <p>A discussion occurred surrounding the appointment of the chairs, and it was decided that the HR Committee will make recommendations for the chair, and each committee will ratify their own chair.</p> <p>It was agreed to put task forces back into this policy, put all specific task force related items into this policy.</p>
	<p><b>Policy 6.8 Governance committee terms of reference</b></p> <p>It was agreed to move Engineers Canada specific staff person to composition section, as this is different for each committee.</p>
	<p><b>Policy 6.12 Human resources committee terms of reference</b></p> <p>It was agreed to change point #2 to “review” these policies since they are operational.</p> <p>Clarification on how this committee was populated was provided: 3 out of the 5 members are the “3Ps”. Annually the outgoing committee members will nominate 3 directors to serve on the HR committee (one alternate – to serve if one of the 2 was nominated as President-elect).</p> <p>It was agreed that the past-president would normally serves as Chair of HR committee, unless the committee decides otherwise.</p>
	<p><b>Policy 6.13 Process to elect the president-elect</b></p> <p>No updates required.</p>
	<p><b>Policy 6.14 Task forces to the Board</b></p> <p>It was agreed to delete this policy, and incorporate it into 6.1</p>

	<p><b>Policy 7.1 Board, committee, and other volunteer expenses</b>  The committee discussed the policy, and the need for an update, and decided to put forward the policy as written, removing the restriction on alcohol, and making the meal expense section a guideline (from the federal government), not a limit.</p>
	<p><b>Policy 7.4 Board relationship with other organizations</b>  No updates required.</p> <p>L. Doig moves, J. Holm seconds  <i>THAT all policies discussed above be approved, with the noted edits, to be put before the Board on May 24, 2019.</i>  Carried</p> <p>Copies of the updated policies will be circulated for visibility.</p>
4	<p><b>Governance 2.0</b>  S. Price provided an overview on how the project will be closed out, and indicated that there is an item on the May agenda for information. This is a board project, so feedback will be solicited.</p>
5	<p><b>Update to policies 6.9 and 6.10</b>  Policies 6.9 and 6.10 relating to the CEAB and CEQB were discussed and it was agreed to amend the policies in regards to the director appointees. The current wording had stated they would be full members with voting rights, but this would allow them to qualify for the vice-chair, chair, and past-chair roles and this was not the intent. The policies will be updated to reflect that the director appointees will have voting rights but are not “full members”.</p>
6	<p>CLOSING – Meeting was closed at 2:32pm</p>