Minutes of the Governance Committee Meeting
March 3, 2021 10:30am-1:00pm ET (held via webinar)

Committee members in attendance	
Nancy Hill – Chair	Jean Boudreau (ex-officio)
Maxime Belletête	David Lynch
Victor Benz	Richard Trimble
Regrets	
None	
Staff and support	
Roseanne Gauthier	Stephanie Price
Mélanie Ouellette	Evelyn Spence

1. **Call to order and approval of agenda**
N. Hill, Committee Chair, opened the meeting at 10:31 am (ET) and welcomed the participants.

Moved by R. Trimble, seconded by D. Lynch
THAT the agenda be approved as presented.
Carried

2. **Last meeting review**
   2.1. Approval of November 17 minutes
   The minutes were circulated in the agenda book. No feedback or comments were received.

   Moved by R. Trimble, seconded by D. Lynch
   THAT the minutes of the meetings on November 17 be approved as presented.
   Carried

   2.2. Review of action table
   The Committee reviewed the list of past action items, noting that all work has been completed.

3. **Governance effectiveness survey review**
The pre-circulated governance effectiveness report and survey results were reviewed. The Committee members expressed their disappointment of the survey's overall low response rate and made the following suggestions:
   - For future surveys, the President of the Board or Chair of the Governance Committee should communicate the importance of responding to the governance effectiveness survey.
   - When distributing the survey, the Committee should better communicate the relationship between the survey results and Board operation.

A discussion ensued on the onboarding and orientation of new Directors, and the following recommendations were captured:
   - It would be useful for new Directors to receive an informal presentation from the chairs of the CEAB and CEQB, so the Directors can get a better sense of the work of these particular Direct Reports.
   - There was a feeling that in the orientation sessions, there was not enough focus on Directors' fiduciary duties and the critical importance of representing the needs and interests of Engineers Canada instead of the individual Directors' home Regulator views. The thinking was that if this were better laid out in the orientation sessions, the 'regionalism' issue might appear less in Board business.

- Notwithstanding that Engineers Canada provides new Directors with a copy of the By-laws and the Board Policy Manual when they are first onboarded, it would be useful to provide these documents again later (when new Directors are less overwhelmed with all the new information).
- That the online training for new Directors include an interactive component.

The Committee was reminded that new Director orientation and onboarding falls within the responsibility of the HR Committee and that the Governance Committee's focus with the governance effectiveness survey is to analyze the results received and make recommendations for any necessary governance improvements. The Committee approved the draft report, including the recommendations contained therein, and requested that staff make a small amendment to ensure the percentage breakdown of respondent groups is included on p. 2 of the report, in the 'Findings and Conclusions' section.

Moved by R. Trimble, seconded by V. Benz
THAT the governance effectiveness report be presented to the Board for consideration at their May meeting.
Carried

ACTION: Staff to share the Governance Committee's recommendations regarding Board Director orientation/onboarding with the HR Committee for consideration.

ACTION: Staff to add the percentage breakdown of respondent groups to the 'Findings and Conclusions' section of the governance effectiveness report.

4. **Policy reviews**
   4.1. Policy review schedule
   The Committee noted the proposed edits to the policy review schedule, as pre-circulated.

   4.2. Common understanding of terms "will, shall, may and should"
   The Committee recommended that future Governance Committees consider adopting the standard as applied by the Canadian Standards Association (CSA) to its documents in future policy reviews and development. The CSA standard states:

   - "shall" is used to express a requirement, i.e., a provision that the user is obliged to satisfy in order to comply with the standard;
   - "should" is used to express a recommendation or that which is advised but not required; and
   - "may" is used to express an option or that which is permissible within the limits of the standard.

   ACTION: Staff to incorporate use of the CSA standard for future policy reviews, and include this as a recommendation to the 2021-2022 Governance Committee.

   4.3. Incorporating equity, diversity, and inclusion into policy manual
   - **Policy 1.2 – Guiding principles**
   Staff's proposed changes were accepted, which included several additions from the current Board Policy 8.2, *Diversity and Inclusion*.

   4.4. Returning policies:
   a) Policy 6.10 – Canadian Engineering Qualifications Board
   Staff's proposed changes, as tracked throughout the policy, were accepted.
   Additional changes made by the Committee:

- **6.10.1(C)(1) – considering the addition of a northern regional member category**

The Committee considered the CEQB/CEAB feedback regarding the additional cost and difficulty associated with requiring that one member be from a newly constituted northern category comprised of Yukon, Northwest Territories or Nunavut. Ultimately, the Committee agreed to revise the section by adding permissive language for that category, so that section 6.10.1(C)(1) will read:

> The CEQB is composed of the Chair, the Vice-Chair and the Past Chair and shall include one member from each of the following regions:
>
> …
>
> and should include one member from Yukon, the Northwest Territories or Nunavut.

The Committee recognized that it might be hard to fill positions from the northern region, particularly considering the new HEIs do not yet have engineering programs, but felt it was important that there be northern representation on the committee.

The Committee identified that this revision should be mirrored in section 6.9.1(C)(1) of Policy 6.9, CEAB.

- **6.10.3(C)(5)b)(iv) – members-at-large**

The Committee agreed on the staff-recommended insertion of "all qualified" to clarify the type of candidates further considered for positions.

The Committee identified that this revision should be mirrored in section 6.9.1(C)(5)(b)(iv) of Policy 6.9, CEAB.

- **6.10.3(D)(3) – filling vacancies**

The Committee agreed to the revise the wording from "new term" to "initial term".

The Committee identified that this revision should be mirrored in section 6.9.3(D(3) of Policy 6.9, CEAB.

b) Policy 6.9 – Canadian Engineering Accreditation Board
Staff's proposed changes, as tracked throughout the policy, were accepted.
Additional changes: The Committee applied the same proposed changes as above, with necessary modifications to reference CEAB instead of CEQB.

- **6.9.1(B) – adding Regulator authority**

The CEAB's comments on the authority of the local Regulator were noted, and the Committee opted to take a wait-and-see approach, with the potential to revisit this again in the next review cycle.

c) Policy 8.2 – Diversity and inclusion
The Committee supported the rescinding of this policy, following confirmation that the diversity and inclusion concepts have been included throughout the policy manual as noted in appendix 4.3., *Incorporating Equity, Diversity, and Inclusion into Policy Manual*.

ACTION: Staff to ensure Appendix 4.3 of the Committee agenda book (Incorporating Equity, Diversity and Inclusion into Policy Manual) is included as supporting documentation in the May Board meeting agenda book.

Moved by D. Lynch, seconded by R. Trimble
THAT the Governance Committee recommend that the Board approve at their May meeting:
    a) the following revised policies:
        i. 6.10, CEQB
        ii. 6.9, CEAB
        iii. 1.2, Guiding Principles
    b) rescinding policy 8.2, Diversity and Inclusion
    Carried

5. Strategic performance reporting

S. Price presented the proposed new reporting template. The committee commended S. Price and M. Ouellette on their efforts and remarked on the noted improvements. The committee proposed that percentage (%) amounts be added to support the status legend.

ACTION: Staff to add percentage amounts to the status legend of the new strategic performance reporting template.

6. Work plan review

The Committee reviewed the work plan and agreed to the recommended areas of focus for the 2021-2022 Governance Committee, as set out in the briefing note. In addition, the Committee recommended that next year's committee consist of four or five members, given the large volume of policies that still require regular review, and to ensure the inclusion of experienced and/or returning Governance Committee members.

ACTION: Staff to communicate the Committee's composition recommendation to the HR Committee, and include it in the year-end reporting to the Board.

7. Other business

The Four Seasons of Reconciliation training was noted as an outstanding and appreciated educational opportunity. The Committee agreed that it should be offered again in the future.

ACTION: Staff to share the Committee's positive feedback regarding the Four Seasons of Reconciliation training with Engineers Canada's Manager of Diversity, Equity, and Inclusion.

8. Termination

With no further business to address, the meeting was terminated at 12:53pm ET.