

**Minutes of the Governance Committee Meeting**  
 March 14, 2022 11:00am-1:30pm ET (held on Microsoft Teams)

<b>Committee members in attendance</b>	
Michael Wrinch – Chair Arjan Arenja Jean Boudreau	Danny Chui (ex-officio) Nicolas Turgeon
<b>Regrets</b>	
<b>Observers</b>	
Anne Baril	Geoff Connolly
<b>Staff and support</b>	
Roseanne Gauthier Gerard McDonald Anna Murphy-Dow	Melanie Ouellette Evelyn Spence Heidi Theleen

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

M. Wrinch, Committee Chair, opened the meeting at 11:00am (ET) following his demonstration on the use of annotations in documents as part of the new OnBoard software.

***Moved and seconded***

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

***Carried***

**2. Last meeting review**

**2.1. Review of minutes**

The minutes from the 2021 meetings of November 17 and December 16 were circulated in the agenda book. No feedback or comments were received.

***Moved and seconded***

***THAT the minutes of the November 17, 2021 meeting be approved as presented.***

***Carried***

***Moved and seconded***

***THAT the minutes of the December 16, 2021 meeting be approved as presented.***

***Carried***

**2.2. Review of action table**

The action table was reviewed.

**3. Operational reporting to the Board**

G. McDonald provided a slide presentation outlining upcoming operational reporting under the new Strategic Plan. Starting in May, inessential operational elements will be removed from the Board’s quarterly strategic reports and annual reports (starting in February 2023). The reason for the change in reporting is that the Board already has several tools in place to monitor operational performance, for instance within the annual detailed reviews of the budget, the risk management process, CEO objectives, performance assessments, and CEAB/CEQB work plans

H. Theelen and M. Ouellette were introduced to the committee as the staff responsible for developing and implementing the new planning and strategic reporting format.

#### **4. Policy reviews**

Following the Governance Committee's decision to approach policy reviews by ruling by exception, all pre-circulated changes proposed by staff were accepted, with additional discussion held in relation to the following specific policies:

##### **Policy 6.9, CEAB**

Staff's proposed changes were accepted, with a minor correction to clause a) under 6.9.1 (B)(1) adding an "s" to "recognizes". The committee agreed that the additional section 6.9.2 (F) provisions accurately reflected the Board's directions from its February 2022 meeting to give one EDC representative and one CFES representative speaking rights at CEAB meetings, while maintaining their status as observers.

##### **Policy 6.10, CEQB**

The proposed changes, which were entirely focused on revising the Vice-Chair election process, were accepted. The revisions to the Vice-Chair election process were exactly as written in policy 6.9, CEAB, and were developed with the assistance of a Certified Professional Parliamentarian (the "parliamentarian") who had been engaged for the purpose of identifying a process that was defensible and in line with industry best practices. The committee was informed that the CEQB Executive Committee had reviewed the revisions and was not fully supportive of them, particularly given that they felt it would be best to have an option to abstain from voting. Under the new (candidate ranking) process, abstentions would result in a ballot being spoiled. The committee considered the CEQB's feedback, but in accepting the revisions, as proposed, favoured the technical advice provided by the parliamentarian.

##### **Policy 7.2, Board relationship with CFES and Policy 7.3, Board relationship with EDC**

The committee agreed that the revisions mirrored the changes they agreed to make to Policy 6.9, CEAB, in respect of the provision of speaking rights to the CFES and EDC at CEAB meetings.

##### ***Moved and seconded***

***THAT the policies, as revised, be recommended to the Board for approval.***

***Carried***

**ACTION: Update Policy 6.9, CEAB, as further revised by the committee, for inclusion in the May Board agenda book.**

#### **5. Policy reviews: Rescind / Revise**

##### **a) Policy 7.13, Vaccination for In-Person Meetings**

##### **b) Guideline 1, In-person Meetings During COVID-19**

The committee discussed whether the in-person meeting guideline should be maintained or rescinded. In deciding to recommend it be rescinded by the Board in April, the committee considered that the guideline's primary purpose is to assist staff with its meeting planning efforts. With the expected lifting of event space capacity and other restrictions, it was agreed that the challenges the guideline was meant to address have largely now been mitigated, so that the guideline is not currently needed.

The committee also reviewed and discussed the continued applicability of Policy 7.13, *Vaccination for In-Person Meetings*, and agreed to keep that policy in place, notwithstanding the easing of vaccine mandates across the various jurisdictions. The committee was advised that staff have developed processes to give effect to the vaccination policy (including to confirm vaccination status at events), and it was agreed that the next Governance Committee should review and assess the practicality of maintaining the policy when it first meets in June 2022. This will allow some time to elapse following the easing of restrictions, and will provide the committee and the Board more time to evaluate the situation.

***Moved and seconded***

- a) ***THAT Guideline-1, In-Person Meetings During Covid, be rescinded;***
- b) ***THAT Policy 7.13, Vaccination for In-Person Meetings, be maintained but reviewed in June 2022.***

***Carried***

**ACTION: Review Policy 7.13, *Vaccination for In-Person Meetings*, at the Governance Committee’s June 2022 meeting.**

**6. Work plan review**

The Governance Committee’s annual report was reviewed, containing the committee’s work completed to-date and recommendations for the 2022-2023 committee. The proposed recommendations indicate that the next committee should review Policy 7.13, *Vaccination for In-Person Meetings*, in conformance with the committee’s discussion under agenda item 5.

It was noted that the committee has completed a significant amount of work in the past several months and staff and committee members were commended for their contributions.

**7. Other business**

A brief discussion ensued regarding the use of multifactor authentication for OnBoard, the Board’s new portal, and whether staff should turn this feature on. All members agreed that, given the nature of certain information within the portal, it would be a safe and sound decision to implement this process.

**8. Meeting evaluation**

There was no meeting evaluation discussion, but the Chair of the committee did thank all members and staff for their participation and commitment.

**9. Closing**

With no further business to address, the meeting was terminated at 12:06 pm ET.