

Minutes of the Governance Committee Meeting

September 21, 2022 11:00 am – 1:30 pm (ET) | Virtual: Teams

Committee members in attendance	
Ann English, Chair Danny Chui, Past President	Alison Anderson Anne Baril
Regrets	
None	
Staff support	
Evelyn Spence	Liz West

1. Call to order and approval of agenda

The chair, A. English, welcomed everyone and called the meeting to order at 11:03 am.

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 (June 20, 2022)

The minutes of the June 20, 2022 meeting were presented. No questions or comments were received.

Moved and seconded

THAT the minutes of the June 20, 2022 meeting be approved as presented.

Carried

2.2. Review of action table

The committee reviewed the list of action items, noting that all work has been completed or would be reviewed at this meeting.

2.3 Confirmation of motion approved electronically

A. English reviewed the process that had been followed to secretarially approve the 2022-2023 Governance Committee work plan and requested that confirmation of the motion be made at this meeting.

Moved and seconded

THAT the amended 2022-2023 Governance Committee work plan, as electronically approved by the committee, be confirmed.

Carried

3. Policy Reviews – Round 2 policy updates

Individual committee members were assigned specific policies to review in a more in-depth manner. Each policy was presented by the assigned committee member and discussion followed on their suggested amendments, if any, and comments were also invited from the other members.

E. Spence, Corporate Secretary, outlined the internal process followed to review the policies prior to circulation to the Governance Committee. It was agreed that a similar explanation should be included in the chair's report to the Board when introducing the policy revisions at the December Board meeting.

i) Policy 1.4, Strategic Plan

The committee agreed to accept the changes, as proposed by staff. There were no additional amendments suggested.

ii) Policy 1.5, About this manual

The committee agreed to accept the changes, as proposed by staff. There were no additional amendments suggested.

iii) Policy 4.7, Monitoring of CEO

The committee agreed to accept the changes, as proposed by staff.

A discussion followed regarding the actual evaluation process for the CEO, specifically regarding how the CEO's annual objectives are set and the weighting assigned to each of those objectives. E. Spence advised that the HR Committee reviews the list of CEO objectives for the following year at its meeting in November/December and recommends them to the Board for approval in February. At that time, the HR Committee also makes a recommendation to the Board regarding the amount of the bonus to be paid to the CEO, which relates back to the CEO's achievement of the objectives.

In light of the discussion, it was decided that the title of the heading for section 4.7.1 should be changed so that it includes reference to the CEO's "objective setting" exercise. Moreover, the members discussed that the policy should state that the CEO's objectives are approved by the full Board at its meeting in February. It was agreed that this should be added within section 4.7.1(1).

iv) Policy 4.11, Board management delegation

The committee agreed to accept the changes, as proposed by staff, and also noted that proper reference to Board policy 5 and its correct title (*Executive Duties and Limitations*) should be reflected in paragraph (3)(c). The members also agreed to change the review period to a triennial review, given the minimal revisions that were suggested.

v) Policy 4.13, Individual Director assessment

The committee agreed to accept the changes, as proposed by staff. An additional revision was proposed, to change the reference from "all" to "those" to describe the individuals who are subject to the peer-review process in any given year.

(vi) Policy 5, Executive duties and limitations

The committee agreed to accept the changes, as proposed by staff. Additionally, the lead reviewer identified that paragraph (2) of this policy was the same as paragraph (2) within Board policy 4.11, *Board Management Delegation*. The committee agreed that it is not desirable to have two policies referencing the exact same statement and decided that the paragraph should be retained in Board Policy 4.11 and removed from Board Policy 5, with paragraph (2) of Board policy 5 amended to state that "All Board authority delegated to staff is delegated in accordance with Board policy 4.11." The members also agreed to change the review period to a triennial review, given the minimal revisions that were suggested.

(vii) Policy 5.4, Communication and support to the Board

The committee agreed to accept the changes, as proposed by staff, and further agreed to add the word “financial” to section 5.4.3(c), which referred to the audited (financial) statements. The members also agreed to change the review period to a triennial review, given the minimal revisions that were suggested.

(viii) Policy 5.5, Asset protection

A recommendation was put forward to change the review period to triennial. It was agreed to accept this recommendation and the other changes, as proposed by staff.

(ix) Policy 6.2, Board, committee, and task force chair assessment

The committee agreed to accept the changes, as proposed by staff, and further agreed with the lead reviewer’s recommendation to add the words “training and” within paragraph (1), which references “the (training and) development of leadership for individuals who have agreed to serve as chairs of the Board, committees and task forces.” Further, the committee agreed to change the review period to a biennial review.

(x) Policy 6.12 Human Resources Committee terms of reference

The committee agreed to accept the changes, as proposed by staff. It was noted that this policy had also been reviewed by the HR Committee at its September 8th meeting, with no further revisions being proposed at that time.

(xi) Policy 7.11, Consultation

The committee agreed to accept the changes, as proposed by staff. Additionally, at the suggestion of the lead reviewer, the committee agreed to add the following sentence to paragraph (1), after the first sentence: “Engineers Canada’s effectiveness is greatest when the Regulators’ decision-makers are well informed, consulted, and regularly updated on Engineers Canada activities and issues.” The committee also agreed to change the policy review period to a triennial review.

(xii) Policy 7.13, Vaccination for in-person meetings

A. English noted it had been agreed to review this policy at each meeting of the Governance Committee due to the fact the COVID-19 situation is constantly evolving. Committee members shared their views on whether to maintain the policy or recommend it be rescinded. Ultimately, there was agreement that since the virus still presents a threat to public health and safety, the policy should be maintained for now, with the committee reviewing it at each meeting.

There was a discussion on what constitutes the “required” number of vaccine doses and it was agreed that the following wording would be added to paragraph (1), which states the Chief Medical Officer’s current position that “Health Canada recommends that all Canadians should be up-to-date with their vaccines.”

Moved and seconded

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

Carried

4. Evaluation of Board management software (OnBoard)

A. English referred to the questions related to the evaluation of the Board management software that were

being proposed to be added to the Board self-assessment survey, which would be distributed with the Board assessment survey in March 2023.

E. Spence noted the Board management software was implemented to enhance Board effectiveness, both at an individual and group level and adding the proposed questions to the survey would assist in determining if the software is serving its intended purpose. She clarified that the questions are not intended to evaluate the software, but rather to understand whether it has any impact on the Board's effectiveness.

The members of the committee agreed that the questions, as proposed, were adequate and should be recommended to the HR Committee for inclusion with the next Board self-assessment survey.

5. Format of the annual performance report

A. English noted this agenda item was added in error and should not have been added to the Committee's work plan. As such, it would be removed from the work plan.

ACTION: Remove reference to committee's approval of the format for the annual performance report from the committee work plan.

6. Bylaw amendments

A. English noted that a number of Bylaw amendments had been recommended to and approved by the Members over the past two years and advised that staff were not recommending any changes to the Bylaw at this time. A discussion followed on whether the Bylaw should be reviewed by the committee on an annual basis. E. Spence noted that it was a good governance practice to do so.

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

7. Other business

There was no other business.

8. Next committee meetings

- November 16, 2022 (virtual) (11am – 1:30 ET)
- March 8, 2023 (virtual) (11am – 1:30 ET)

A. English noted that, due to personal reasons, she may not be able to attend the Board meeting taking place on September 29, 2022 and, if that was the case, A. Baril would make the report of the Governance Committee on her behalf. She undertook to keep everyone informed.

9. Meeting evaluation

No comments were brought forward, but a request was made that staff set up a separate meeting with committee members to assist them to understand how they can share annotations in OnBoard. It was agreed that this would facilitate the committee's policy review discussions.

ACTION: Organize a meeting, to take place before the November Governance Committee meeting, to train committee members on how to create and view shared annotations in OnBoard.

10. Closing

With no further business, the meeting was closed at 1:37pm (ET).