

**Minutes of the Human Resources Committee meeting**  
December 8, 2020 | 10:00am-1:00pm ET | via webinar

<b>Committee members in attendance</b>	
David Lynch, Chair, Past President, APEGA Jean Boudreau, President, APEGNB Danny Chui, President-Elect, PEO	Ann English, CEO Group Advisor, Engineers & Geoscientists BC Dawn Nedohin-Macek, Engineers Geoscientists MB Kelly Reid, PEO
<b>Regrets</b>	
None	
<b>Observers</b>	
None	
<b>Staff and support</b>	
Eric Beaudan, Odgers Berndtson Chris Chen, Compensation Governance Partners Sylvie Francoeur, Director, HR Marlene Georges, Compensation Governance Partners	Amrit Litt, Odgers Berndtson Christina Mash, Governance Administrator Gerard McDonald, CEO Matthew Tripp, Compensation Governance Partners

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

The meeting was called to order at 10:02am ET. D. Lynch welcomed the committee members, and the agenda was approved by consensus.

*The meeting moved in-camera following the approval of agenda to address agenda items 2-4.*

**2. CEO Formal 360-degree evaluation reporting**

S. Francoeur was the only staff member present for the discussion, and representatives from Odgers Berndtson joined the meeting to present their findings.

**3. CEO comprehensive compensation review reporting**

S. Francoeur was the only staff member present for the discussion, and representatives from Compensation Governance Partners joined the meeting to present their findings.

**4. Organization HR assessment**

G. McDonald joined the meeting to present and discuss the assessment.

*The meeting moved out of in-camera to complete the agenda.*

**5. Review of last meeting**

**5.1. Approval of minutes**

The committee reviewed the pre-circulated minutes. No feedback was received.

***Moved by K. Reid, seconded by D. Nedohin-Macek***

***THAT the September 17, 2020 minutes be approved.***

***CARRIED***

**5.2. Review of action table**

The action table was reviewed, noting that the only current outstanding action regarding Board member mentorship will be included on the March meeting agenda.

**ACTION: Staff to ensure Board member mentorship is included on the March meeting agenda.**

## 6. Confirmation of 2021 CEO Objectives

G. McDonald presented the draft CEO objectives, noting this is the second year for this process. The following feedback was captured:

- Success measurement for the Engineering Deans Canada (EDC) relationship needs to be included.
- There is confusion around how the rating of the activities contributes to the calculation of the CEO's short-term incentives. For future processes, it would be helpful to add more detail about how the process works, and to include/clarify the weighting for each item.
- The objectives relate mostly to the strategic plan, which could be considered part of the CEO's main duties. More metrics should be added to the operational items, to clarify what constitutes success.
- OP5 should be adjusted to "implementing the advocacy plan as approved by the Board."
- An action word is required for the Human Resources Information System item (e.g., implement/develop).
- It was noted that the employee engagement work will continue into 2021 to complete the projects.
- A focus on work environment following the office closure due to the pandemic should be added to the financial and operational management section. An organic approach that considers what the organization can accommodate will be considered, to ensure culture is maintained with existing staff and developed within new hires.

A discussion was had on the numerical assessment scale and whether a "good" category should be added to create five choices. The committee agreed to maintain the scale to four choices to encourage critical thought and discourage individuals from selecting the median, and "satisfactory" covers the intent of "good". It was noted that scoring of particular items may differ among members resulting in an "average" score instead of a consensus.

**ACTION: G. McDonald to revise the CEO objectives as discussed and staff to circulate the amended version to the committee for approval by email.**

## 7. Confirm questionnaires for the Director self- and peer-assessments

J. Boudreau presented the structure and content of the survey and highlighted the changes made, similar to the chair assessment adjustments:

- Improving the timing so the surveys are spread out, reducing the risk of survey fatigue.
- Adding messaging to encourage responders to not use "same as above" or similar, which hinders data delivery as the reference is hard to clarify while maintaining confidentiality.
- Ensuring the President-Elect is experienced in delivering constructive feedback. This is a specialized skill that may vary in level amongst candidates holding the position, and the HR Committee will discuss annually to determine if/what support is required.
- Adjusting the committee participation question to a ranked response format, and to include the 30 by 30 champion position, which was omitted in 2020.

J. Boudreau reported that overall, the 2020 process was successful.

It was agreed to expand the rating scales to include very strong contributor/strong contributor/moderate contributor/limited contributor and to include yes/no choices as appropriate.

**Moved by A. English seconded by J. Boudreau**

**THAT the HR Committee recommend the 2021 Director assessment content, as amended, for Board approval.**

**Carried**

**ACTION: Staff to adjust the chair assessment survey rating scales as required, for presentation to the Board.**

## 8. Review and oversight of HR Committee strategic risk

The committee discussed the status of risk #3 – *succession planning for the CEO* and agreed that no further changes are needed at this time. It was noted that changes may be required once the new risk process is in

place (if a “retired/mitigated/parking lot” category is established), but until then, it will most likely remain unchanged.

**ACTION: Staff to report to FAR that the HR Committee recommends the risk remain as currently presented.**

#### **9. Oversight of HR Committee’s strategic performance reporting – BR# 1 and 6**

The strategic performance, which will be included in the 2020 reporting provided for Board approval at the February meeting, was reviewed. It was agreed to add the Four Seasons training and the Board-on-Board course as examples of director training.

The committee provided feedback that they do not find the report format helpful in monitoring progress of the strategic plan, noting that changes have been requested at the Board level and are expected in future reporting.

**ACTION: Staff to communicate the feedback that the format of the strategic reporting is not helpful in monitoring progress.**

**ACTION: Staff to include the Four Seasons training and the Board-on-Board course as examples of director training in the BR# 6 reporting provided to the Board.**

#### **10. Work plan review**

The work plan was reviewed, with two additional meetings noted for committee representatives (the three presidents) to meet with G. McDonald to review the assessment reports (in late January) and to communicate the Board’s decision regarding the CEO assessment recommendations (immediately following the Board’s in-camera session on Feb. 24).

**ACTION: Staff to amend the work plan to include the additional meetings, consistent terminology, and to revise the meeting locations as needed.**

#### **1. Other business**

No other business was brought forward.

#### **2. Next committee meetings**

The next meetings will take place as scheduled:

- Jan. 11, 2021 In-camera (Virtual)
- Mar. 29, 2021 (Virtual)

#### **3. Closing**

With no further business to discuss, the meeting closed at 12:55pm ET.