Minutes of the Governance Committee Meeting
June 14, 2021 11:15am-12:30pm ET (held on Microsoft Teams)

Committee members in attendance	
Michael Wrinch – Chair	Danny Chui (ex-officio)
Arjan Arenja	Nicolas Turgeon
Jean Boudreau	
Regrets	
None	
Observers	
Anne Baril	Stormy Holmes
Geoff Connolly	
Staff and support	
Christina Mash	Evelyn Spence

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

J. Boudreau called the meeting to order. The Committee members were welcomed, and the meeting opened at 11:18am (ET).

M. Wrinch suggested the following additions to item 2 of the agenda:
- 2.2 committee communications; and
- 2.3 introduction of members and observers.

Moved by M. Wrinch, seconded by A. Arenja
THAT the agenda be approved as amended.
Carried

2. **Administration for the 2021-2022 Governance Committee**
   2.1. Selection of Committee Chair
   The HR Committee recommended Mike Wrinch to serve as chair. The committee agreed with this recommendation.

   Moved by A. Arenja, seconded by N. Turgeon
   THAT Mike Wrinch be appointed committee chair for 2021-2022.
   Carried

   2.2. Committee Communications
   M. Wrinch discussed expectations for the year. Committee members were asked to:
   - arrive to meetings a few minutes in advance, so that potential connection issues could be dealt with, and the meeting can begin on time. Those members who anticipate connection issues were asked to notify M. Wrinch or E. Spence in advance so that lines could be opened and tested earlier than normal to ensure no issues in beginning on time.
   - be prepared for the meetings, which is critical to ensuring the committee stays on schedule.
   - provide their preferred contact method (including to provide an email address or phone number) to E. Spence, for circulation to the other committee members. This list of committee contact information would be used if an urgent issue arises, or if the Chair needs to discuss an issue with members individually, or if people are late connecting to a meeting.

   Since the meeting schedules and times are strict, M. Wrinch noted that some topics of conversation may

need to be deferred to a future meeting or handled via email. Members were asked to advise M. Wrinch at any point if this practice is used more often than is comfortable.

ACTION: E. Spence to collect and distribute the committee members' numbers and emails.

2.3. Introduction of members and observers
Meeting attendees were asked to share the following with the group: who they are, where they are from, how long they have been with Engineers Canada, and one piece of good news.

3. Last meeting review
3.1. Review of minutes
The minutes of March 3, 2021 were included in the agenda book and had been previously circulated to the 2020-2021 Governance Committee members, receiving unanimous approval by email. M. Wrinch highlighted section 4.2, and the use that Engineers Canada will be employing moving forward for shall, should, and may:

- "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.

No further comments were received.

3.2. Review of action table
The Committee reviewed the list of past action items, noting that all work has been completed or is underway. E. Spence explained that the recommendation to add percentages to the status of the new performance reporting template will be coming into effect in January with the new strategic plan. No feedback was received.

4. Approval of the 2021-2022 work plan
The committee reviewed the work plan, which was produced using terms of reference and feedback from the 2020-2021 committee. The primary role of the Governance Committee is to maintain currency of the Board policies. Other activities have been brought forward from Board approvals and may arise from other committees in the future. The following discussion and feedback was captured:

- In response to a question about whether the governance effectiveness survey should be an HR Committee responsibility, it was noted that this survey is broader than the Board assessment survey, since it reaches out to other groups within Engineers Canada's governance structure. When the governance effectiveness survey is run again in two or three years, it will again be overseen by the Governance Committee.
- The committee will review, at their meeting in March, how to ensure that Directors are not in a conflict situation when approving the Board committee and Director role appointments, which takes place annually at the June meeting.
- Staff are currently reviewing options for Board management software. The current timeline is to have the most appropriate solution for Engineers Canada's needs in place for early 2022. It was clarified that while Engineers Canada is not required to have all Board materials and minutes publicly posted, this practice supports the Regulators' request for transparency in these areas.

Moved by A. Arenja, seconded by J. Boudreau
THAT the 2021-2022 Governance Committee work plan be approved as presented.
Carried

5. **Policy reviews**

   5.1. 2021-2022 policy review schedule

   The policy review schedule is developed using the policy review frequency and the last dates of review to ensure the manual remains accurate and up to date. The committee reviewed and confirmed the schedule as proposed.

   Moved by A. Arenja, seconded by N. Turgeon
   THAT the 2021-2022 policy review schedule be approved as presented.
   Carried

   5.2. Round 1 policy updates

   a) Policy 1.1 – History

   Minor changes were recommended by staff for this policy, including removal of one statement to be moved to the definitions policy, and to change the terminology of "owners" to "Members" for consistency in the manual. The committee agreed to the changes as circulated and to further adjust the review schedule to triennial.

   b) Policy 4.4 – Confidentiality

   Staff's proposed changes were accepted, with the exception of adding that the confidentiality policy be signed by Board members annually, since the committee members felt it was necessary to only sign once. Additionally, in point 7, the instance of "will" was requested for update to "must". Brief discussion was had on whether reference to electronically held meetings should be added, and it was agreed that reference to meetings relates to both in person and electronic.

   c) Policy 5.1 – Relationship with Engineering Regulators

   Staff's minor proposed changes were accepted.

   d) Policy 5.2 – Treatment of staff and volunteers

   Staff's minor proposed changes were accepted. It was noted that the term "workers" in (2)(iv) had previously been used as it referred to language used in Ontario's health and safety legislation, however it was recommended that it be updated to reflect consistency with the rest of the policy.

   e) Policy 2 – Definitions

   This policy was recently reviewed and approved, however at the December 2020 Board meeting, it was noted that the definition of "President" may be too narrow. This definition has since been expanded, and the committee agreed to the adjustment. Additionally, the policy now includes the statement as removed from policy 1.1, *History* noted above. The committee also requested that "engineering" be removed before the word "Regulators" from the "owners" definition to ensure consistency, and to clarify that the Board approves the standing down of a task force rather than the task force ceasing to exist once the task is complete.

   ACTION: E. Spence to propose wording for the "task force" definition, to be circulated to the committee for approval by email.

   f) Policy 7.7 – Investments

   This policy was recently approved, and it has been further expanded to include a reference to Engineers Canada's commitment to investing in ESG-focused funds. The committee agreed to the change, although the statement was adjusted to remove the "excluding any fossil-fuel-free funds" to avoid confusion.

A suggestion was brought forward for the next meeting, where committee members would be asked to rule by exception, where they would identify those areas of disagreement or where further changes or additions to add to the policy work done by staff were necessary, rather than discussing each policy individually.

ACTION: Staff to update the policies as noted above for circulation in the October agenda book.

Moved by J. Boudreau, seconded by A. Arenja
THAT the policies, as revised at the June 14 meeting, be presented to the Board for approval at the October meeting.
Carried

6. Other business
No other business was brought forward.

7. Next committee meetings
The next meetings are as follows, all to be held virtually on Microsoft Teams:
- September 15, 2021 (11am–1:30 ET)
- November 17, 2021 (11am–1:30 ET)
- March 14, 2022 (11am–1:30 ET)

Staff will circulate Outlook meeting invitations for each of the above-noted meetings.

8. Closing
With no further business to address, the meeting was terminated at 12:28pm ET.