

Minutes of the Finance, Audit, and Risk Committee Meeting

May 8, 2025 | 11:30 am – 1:30 pm (ET)

Virtual: Teams Link

| Committee members in attendance | |
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| Marlo Rose (Chair) Christian Bellini (joined at 11:42) Anjum Mullick | Jitendra Paliwal Nicolas Turgeon Steve Vieweg |
| Regrets | |
| Menelika Mekomba | |
| Observers | |
| John Van der Put | |
| Staff and support | |
| Philip Rizcallah, CEO Derek Menard, CFO | Joan Bard Miller, Manager, Governance and Board Services |

1. Call to order and approval of agenda

M. Rose, FAR Committee Chair, opened the meeting at 11:32 a.m. (ET).

Moved and seconded

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

Carried

2. Declaration of conflict of interest

No conflicts were declared. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

3. Last meeting review

3.1. Review of minutes (March 6, 2025)

There were no questions or comments about the pre-circulated minutes.

Moved and seconded

THAT the minutes of the March 6, 2025, meeting be approved as presented.

Carried

3.2. Review of action table

The committee received the action table for information.

4. Review of Q1 financial and investment performance reporting

D. Menard, Chief Financial Officer (CFO), presented 2025 Q1 Financial statements, Q1 Forecast and Q1 Investment performance report, all of which had been pre-circulated.

The FAR Committee did not identify anything of significance to report to the Board.

5. Review of finance-related operational policies

D. Menard presented the operational finance policies that were pre-circulated to the FAR Committee as per Board policy 6.4, *Finance, Audit, and Risk (FAR) terms of reference*. As noted in the briefing materials, the only significant update to the policies since the FAR Committee's last review was an increase to the amount for which a request for proposal (RFP) is required. The revised amount of

\$25,000 aligns with industry norms and was discussed by the FAR Committee at its May 9, 2024, meeting.

Feedback on certain policies was provided to the CFO for consideration during the next review of the policies. As operational policies, any revisions will be approved by Engineers Canada's senior leadership team.

6. Review of board policy 7.12, *Net Assets*

D. Menard outlined the history of "Appendix A: Net Asset Structure Document" in Board policy 7.12, and the auditor's pre-circulated recommendations for each internally restricted reserve target level. He noted that staff recommend maintaining the current targets. The FAR Committee was invited to provide its feedback.

Given that the strategic plan initiatives are typically paid for using unrestricted net assets, questions emerged about the structure and purpose of the internally restricted Strategic Priorities fund.

It was agreed that the FAR Committee should review the Strategic Priorities fund following the renewal of the TD national programs in 2027. In the interim, it was noted that the Governance Committee will review the policy as a whole and consider changes to its wording.

7. Other business

Upon request from a committee member, the CEO confirmed that staff were looking into reducing organizational costs and travel times for volunteers by hosting Board meetings in metropolitan locations and/or merging the number of Board meetings.

FAR Committee members also discussed the status of presentations to the Regulator councils regarding the proposed 2027 per capita assessment fee, which will be voted on by the Members on May 24, 2025.

8. Next committee meetings

It was noted that no further meetings are scheduled for the 2024-2025 committee, and that the first meeting of the 2025-2026 committee will be held on June 16, 2025.

9. Meeting evaluation

With a view to continuous improvement, the FAR Committee conducted a roundtable evaluation.

10. Closing

With no further business, the meeting was closed at 12:23 pm (ET).