

## Minutes of the Governance Review Task Force meeting

January 15, 2025 | 11:00am – 1:00pm ET | Virtual meeting

Committee members in attendance	
Christian Bellini Sophie Larivière-Mantha Jennifer Quaglietta	Darlene Spracklin-Reid John Van der Put Mike Wrinch
Guests	
Stephanie Price, Executive Director, Federation of Medical Regulatory Authorities of Canada	
Staff and support	
Joan Bard Miller, Manager, Governance and Board Services Light Go, General Counsel and Corporate Secretary	Mélanie Ouellette, Manager, Strategic and Operational Planning Philip Rizcallah, CEO

### 1. Selection of the task force chair

L. Go opened the meeting at 11:02 am. The HR Committee recommended Christian Bellini be the Governance Review Task Force chair for the two-year term.

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

***THAT Christian Bellini be appointed Governance Review Task Force Chair for a two-year term.***

***Carried***

### 2. Call to order and approval of agenda

C. Bellini welcomed everyone to the first meeting of the Governance Review Task Force.

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

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

***Carried***

### 3. Declaration of conflict of interest

No conflicts were declared.

### 4. Project overview

L. Go, J. Bard Miller, and S. Price provided a recap of previous governance review projects and outlined the issues identified for the current review. To augment the presentation, a backgrounder was pre-circulated to the task force. A discussion ensued. The task force noted the need for Member consensus on recommendations before they are presented for approval.

S. Price left the meeting at about 11:50am.

J. Bard Miller presented the draft Governance Review Task Force work plan that had been pre-circulated.

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

***THAT the Governance Review Task Force work plan be presented to the Board for approval.***

***Carried***

## **5. Statement of work for consultant**

J. Bard Miller presented the Statement of work that was pre-circulated to the Governance Review Task Force. The task force suggested the following revisions:

- Organizations that the consultant will benchmark Engineers Canada against should be regulators that operate at the same scale as Engineers Canada.
- The Statement should provide flexibility to the contractor to suggest any other innovative model outside the regulatory world. There are best practices in other areas.
- The consultant should have the flexibility to propose other topics for the review, outside the Terms of Reference.
- The wording should reflect that the consultant provides advice and that the Task Force provides recommendations.

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

***THAT the statement of work be included in the request for proposals for a governance consultant be approved as amended.***

***Carried***

## **7. Next task force meetings (proposed)**

The next task force meeting was proposed to take place from 11am-1:00pm ET March 17, 2025 (virtual). C Bellini suggested that all meetings take place via virtual as much as possible.

## **8. Closing**

With no further business to discuss, the meeting closed at 12:27pm ET.