

Minutes of the Governance Committee Meeting

September 18, 2024 11:00 am – 1:30 pm ET

Virtual: Teams link in OnBoard and Outlook invitation sent to members

Committee members in attendance	
Elliott Coles Chris Dixon Nancy Hill	Andrew Lockwood Sophie Larivière-Mantha Jean-Luc Martel
Regrets	
Crysta Cumming	
Observers	
John Van der Put	
Staff support	
Philip Rizcallah, Chief Executive Officer Light Go, General Counsel and Corporate Secretary Melanie Ouellette, Manager, Strategic and Operational Planning	Joan Bard Miller, Manager, Governance and Board Services Juliet Chou, Governance Coordinator

1. Call to order and approval of agenda

S. Larivière-Mantha, GC Chair, welcomed committee members and staff. The meeting was called to order at 11:03 a.m. ET.

Unduly noted

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

Carried

Upon the Chair’s recommendation, agenda item 6 followed agenda item 3.

2. Declaration of conflict of interest

No conflicts were declared. As indicated in the agenda book, participants may declare a conflict at any time during the meeting, as necessary.

3. Last meeting review

3.1. Review of minutes (August 27, 2024)

There were no comments or questions regarding the minutes which had been pre-circulated.

Unduly noted

THAT the minutes of the August 27, 2024, meeting be approved.

Carried

3.2. Review of action table

The Chair provided the requested clarifications on Board policy 7.7, Investments, and confirmed that the Governance Committee’s proposed revision to section 7.7.1(2)d will be put forward to the Board for approval.

4. Policy reviews

The Governance Committee agreed with the revisions proposed to each of the policies and offered further minor revisions for presentation to the Board. Additional substantive revisions were also put forward by the committee, pending consultation with the appropriate interest holders:

- **Policy 1.3, Purposes of Engineers Canada:** That purpose 1 listed in the policy be revised to include assessment.
- **Policy 4.7, Monitoring of CEO:** That a reasonable timeframe be added for the CEO to submit their annual objectives after being hired.
- **Policy 6.12, Human resources committee terms of reference:** That HR Committee responsibilities include reviewing the annual Board assessment results and referring any substantial issues to the Board for consideration.

Unduly noted

THAT the following policies, as revised, be presented to the Board for approval:

- Policy 1.3, Purposes of Engineers Canada***
- Policy 2, Definitions***
- Policy 4.7, Monitoring of CEO***
- Policy 6.2, Board, committee, and task force chair assessment***
- Policy 6.12 Human Resources Committee terms of reference***

Carried

Unduly noted

THAT the Governance Committee approve the typographical changes made to Board policy 3, Reporting Structure.

Carried

5. Bylaw review

The Governance Committee agreed that no changes are needed to the Bylaw at this time and that potential revisions may be identified through the forthcoming governance review.

M. Ouellette joined the meeting.

6. Governance Review Task Force terms of reference

S. Larivière-Mantha presented the revised Governance Review Task Force terms of reference that had been pre-circulated to the committee along with major milestones for the governance review.

The Governance Committee noted the importance of the task force maintaining a neutral stance to support consensus building among interest holders by identifying key priorities, facilitating open dialogue, and developing recommendations. The committee also reconfirmed its earlier recommendation not to include in the task force a representative from the Presidents Group but rather to provide updates and seek feedback at their meetings.

Unduly noted

THAT the Governance Committee recommends that the Board approve the terms of reference for the Governance Review Task Force, as amended.

Carried

M. Ouellette left the meeting.

7. Other business

There was no other business.

8. Next committee meetings

The dates of the upcoming Governance Committee meetings were provided to the committee in its meeting agenda:

- November 13, 2024 (virtual)
- March 13, 2025 (virtual)

9. Meeting evaluation

It was suggested that an in-camera item be added to future Governance Committee meeting agendas to be used at the committee's discretion.

10. Closing

With no further business, the meeting was closed at 1:04pm (ET).