

## Minutes of the Governance Committee Meeting

March 11, 2025 11:30 am – 2:00 pm ET

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

Committee members in attendance	
Sophie Larivière-Mantha (Chair)	Chris Dixon
Elliott Coles	Nancy Hill
Crysta Cumming (left meeting at 11:58 am)	Jean-Luc Martel
Regrets	
Andrew Lockwood	
Observers	
John Van der Put	
Staff support	
Philip Rizcallah, Chief Executive Officer Light Go, General Counsel and Corporate Secretary	Joan Bard Miller, Manager, Governance and Board Services

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

S. Larivière-Mantha, GC Chair called the meeting to order at 11:32 a.m. ET.

***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.

### 3. Last meeting review

#### 3.1. Review of minutes (January 29, 2025)

There were no comments or questions.

***THAT the minutes of the January 29, 2025, meeting be approved.***  
***Carried***

#### 3.2. Review of action table

There were no comments or questions.

### 4. Policy reviews

The Governance Committee reviewed and discussed the proposed Board policy revisions that were pre-circulated to the committee. It was agreed that:

- No revisions are required to policies 6.9, *Canadian Engineering Accreditation Board (CEAB)*, and 6.10, *Canadian Engineering Qualifications Board (CEQB)*, given their impending review as part of the governance review.
- The changes proposed by staff to policy 6.13, *President-Elect nomination and election process*, be put forward to the Board for approval, as presented.
- The changes proposed by staff to policies 1.4, *Strategic Plan*, and 7.4, *Engineers Canada partnerships with external organizations*, be put forward to the Board with additional edits proposed by the committee.

- The review period for policy 4.3, *Code of conduct*, be changed to “triennial”.
- Staff will further revise policy 7.2, *Board relationship with the CFES*, to include a requirement that the effectiveness of the relationship is periodically validated for the Board’s oversight.

It was suggested that the Governance Committee note for the Governance Review Task Force certain items which it may consider as part of the governance review, including the current requirement that the Members rather than the Board, as is common practice, approve the strategic plan.

***THAT the following policies, as revised, be presented to the Board for approval at the May Board meeting:***

***1.4, Strategic plan***

***4.3, Code of conduct***

***6.13 President-elect nomination and election process***

***7.2 Board relationship with the CFES***

***7.4 Engineers Canada partnerships with external organizations***

***Carried***

## **5. ESG policy**

J. Bard Miller, Manager, Governance and Board Services, asked the committee to provide feedback on a proposal to embed Engineers Canada’s commitment to sustainability into existing Board policies.

Several Board policies already address social and governance issues; adding environmental sustainability would round out the issues that may otherwise be captured in a single environmental, social and governance (ESG) policy. Supporting documents to inform discussion were pre-circulated.

The Governance Committee supported the proposed approach. It was suggested that an ESG scorecard be developed to measure progress and set priorities.

The feedback provided will be considered in the final proposal presented in June 2025 to the Governance Committee for recommended Board approval.

## **6. Recommendations for Board education / Director development**

S. Larivière-Mantha invited the committee to advise on Director development activities. Discussion was supported by a pre-circulated briefing note.

It was suggested that:

- In-person training be of high-quality to ensure the effective use of Directors’ time,
- It be made clear to Directors if certain training is considered mandatory,
- Training be offered on the topics of the chair’s role at the Board and committee level, and the Board’s role in overseeing large information technology projects without delving into operations, and
- The Governance Review Task Force be consulted at a future date on where Board training may be required to address elements of the governance review.

Staff will relay the suggestions above to the HR Committee for its discussion of the 2026 Director development budget.

## **7. Final 2024-2025 committee report**

The committee was satisfied with its year-end report for 2024-2025.

#### **8. Other business**

No other business was raised.

#### **9. Next committee meetings**

No further meetings are planned. The 2025-2026 Governance Committee will have its first meeting in June.

#### **10. Meeting evaluation**

With a view to continuous improvement, the committee conducted a roundtable meeting evaluation.

#### **11. Closing**

With no further business, the meeting was closed at 12:44pm (ET).