

Minutes of the Governance Committee Meeting

September 17, 2025 11:00 am – 1:30 pm (ET) | Virtual

Committee members in attendance	
Denise Pothier (Chair) Christopher Dixon (joined at 11:30) Tim Kirkby	Andrew Lockwood Jean-Luc Martel Michael Wrinch
Observers	
John Van der Put	
Regrets	
Nick Colucci	
Staff support	
Philip Rizcallah, CEO Light Go, General Counsel and Corporate Secretary Derek Menard, CFO (item 5, policy 7.12)	Joan Bard Miller, Manager, Governance and Board Services Juliet Chou, Governance Coordinator

1. Call to order and approval of agenda

D. Pothier, Governance Committee Chair, called the meeting to order at 11:02 a.m. ET. Participants were welcomed and the land was acknowledged.

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. Committee members were reminded to declare a conflict at any time during the meeting, as necessary.

3. Last meeting review

3.1. Review of minutes

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

Moved and seconded

THAT the minutes of the June 16, 2025 meeting be approved.

Carried

3.2. Action table

The action table was pre-circulated for information.

4. ESG policy

J. Bard Miller, Manager, Governance and Board Services, presented for consideration a new Board policy, 5.10, *Environmental sustainability*, and revisions to policies 1.2, *Guiding principles*, 2, *Definitions* and 4.1, *Board responsibilities*, all of which had been pre-circulated. Collectively, the new and revised policies aim to guide Engineers Canada's commitment to environmental sustainability. The proposal built on the Governance Committee's discussion of an ESG policy on March 11, 2025.

A fulsome discussion ensued, and the Governance Committee requested that staff revise the policy approach so to:

- Keep Board responsibilities focused and avoid mandate creep
- Not duplicate statements and commitments captured elsewhere
- Ensure guiding principles remain timeless and strategic
- Indicate the importance of environmental sustainability to Engineers Canada

Revised policies will be presented at the November 12 Governance Committee meeting.

5. Policy reviews

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

- The changes proposed by staff to policies 4.11, *Board management delegation*, and 5.4, *Communication and support to the Board*, be put forward to the Board for approval as presented.
- The changes proposed by staff to policy 1.5, *About this manual*, be presented to the Board pending further minor revisions.
- Policy 5, *Executive duties and limitations*, be substantially rewritten and restructured in a more constructive tone for committee consideration at a later date.
- Staff will advise if policy 5.5, *Asset protection*, should specifically reference protection of intellectual property, information and files from cyber threats.
- The composition section of 6.4, *Finance, Audit, and Risk (FAR) Committee terms of reference*, will be reconsidered following the current governance review.
- Further revisions be made to 7.12, *Net assets*, and the FAR Committee be consulted on increasing the internally restricted Contingency Reserve fund from a three-month to six-month operating expense target.

Moved and seconded

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

- i. 1.5, About this manual***
- ii. 4.11, Board management delegation***
- iv. 5.4, Communication and support to the Board***

Carried

D. Menard left the meeting.

6. Bylaw review

The Governance Committee agreed that revisions to the Bylaw are not required at this time and noted that potential revisions will be considered during the governance review.

7. Other business

No other business was raised.

8. Next committee meetings

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

- November 12, 2025 (11am – 1:30 ET)
- March 12, 2026 (11am – 1:30 ET)

9. Meeting evaluation

Governance Committee members provided positive and constructive feedback on the meeting. It was

suggested that the November 12 meeting include a discussion on the intersection of the Governance Committee's work with that of the Governance Review Task Force (GRTF), and that the GRTF Chair be asked to join the discussion.

10. Closing

With no further business, the meeting was closed at 12:58pm (ET).