Minutes of the Governance Committee Meeting

September 16, 2026 11:00 am – 1:00 pm (ET) | Virtual

Committee members in attendance	
Marisa Sterling (Chair) Menelika Bekolo Christopher Dixon Andrew Lockwood	Sophie Larivière-Mantha Jean-Luc Martel (joined at 12:25 pm) Denise Pothier John Van der Put
Observers	
Marlo Rose	Darlene Spracklin-Reid
Guest	
Christian Bellini	
Regrets	
Nick Colucci	
Staff support	
Philip Rizcallah, CEO Light Go, General Counsel and Corporate Secretary	Antheia Rae, Manager, Governance and Board Services Juliet Chou, Governance Associate

1. Call to order and approval of agenda

M. Sterling, Governance Committee Chair, called the meeting to order at 11:00 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. 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

Moved and seconded
THAT the minutes of the June 15, 2026 meeting be approved as presented.
Carried

3.2. Action table

The action table was pre-circulated for information.

4. Accreditation Board Liaison Group (ABLG) proposal

The Committee discussed the ABLG proposal as presented in the meeting materials and expressed mixed views on recommending the board adopt the proposal. Members sought further clarification on the challenges the proposal was intended to address, the implications of introducing an additional governance layer, and its relationship to broader governance renewal efforts. The Committee Chair agreed to consolidate the questions raised and provide them to the Accreditation Board representatives for further consideration ahead of the October Board meeting, at which staff would also be invited to provide commentary.

5. Governance Review Task Force updates

C. Bellini, Chair, Governance Review Task Force (GRTF), delivered an update on the governance review and motions to be presented to the October Board meeting and Special Meeting of Members, as outlined in the pre-circulated briefing materials.

The Committee discussed the proposed bylaw amendment regarding independent directors, including perspectives on the eligibility of P.Eng. designation holders. Some members noted that excluding P.Eng holders from eligibility would better align with the intended purpose of creating independent director positions. Others expressed the view that holding a P.Eng designation should not, in itself, be disqualifying. Members also considered whether independent directors should be eligible to serve as Engineers Canada President. The Committee did not reach a consensus or formulate a formal recommendation on the matter.

Members also considered two proposed definitions of a National Alliance" and reached consensus to recommend the definition in the Cosgrove Report. In addition, members expressed support for recognizing and celebrating the adoption of the National Alliance definition at the 2027 Annual Meeting of Members.

Moved and seconded
THAT the Governance Committee recommend the Board to approve the definition of "National Alliance" as set out in the meeting materials and recommend that the definition, together with the proposed Regulator Forum process, be presented to the Members at the May 2027 Members' meeting, with authority delegated to the Chief Executive Officer to make any necessary administrative revisions.
Carried

C. Bellini left the meeting.

6. Policy reviews
Christopher Dixon presented an overview of policies 4.4 (Confidentiality), 7.7 (Investment), 7.10, (Whistleblower) noting that no amendments were recommended to the Confidentiality Policy. The Committee requested that the Whistleblower policy be revised to incorporate the feedback discussed and returned for future consideration. Consideration of the policy approach motion was deferred due to insufficient time remaining on the agenda.

Moved and seconded
THAT policy 4.4, Confidentiality be approved with no revisions and that policy 7.7, Investment, as revised, be presented to the Board for approval.
Carried

7. Other business
No other business was raised.

8. Next committee meetings
- November 24, 2026
- January 12, 2027 (if needed)
- March 9, 2027

9. Meeting evaluation
Governance Committee members provided feedback on the meeting.

10. Closing

With no further business, the meeting was closed at 1:10pm (ET).