

Minutes of the Human Resources Committee meeting
April 8, 2024 | 11:00am – 12:25pm ET | Virtual meeting

Committee members in attendance	
Arjan Arenja, ON (Chair) Ann English, BC Mike Wrinch, President-Elect, EC	Stormy Holmes, CEO Group member Nancy Hill, President, ON
Regrets	
Kathy Baig, Past-President, QC	
Staff and support	
Juliet Chou, Governance Coordinator Joan Bard Miller, Manager, Governance and Board Services	Gerard McDonald, CEO Nicole Proulx, Director, Human Resources

1. Call to order and approval of agenda

Arjan Arenja, HR Committee Chair, confirmed quorum and called the meeting to order at 11:02 a.m. ET.

Unduly noted

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

Carried

2. Declaration of conflict of interest

A. English and A. Arenja declared conflicts of interest in relation to the agenda item 9 as both committee members are nominated to the 2024-2025 HR Committee. Committee members were otherwise reminded to declare a conflict at any time during the meeting, as necessary.

3. Review of last meeting

3.1. Approval of minutes

No comments or questions were received on the pre-circulated minutes.

Unduly noted

THAT the minutes of the November 23, 2023, meeting be approved.

THAT the minutes of the December 14, 2023, meeting be approved.

Carried

3.2 Review of action table

No comments or questions were received on the pre-circulated action table.

4. Board self-assessment report

B. Quinn from *tng* presented the results of the 2024 Board assessment and Director self- and peer-assessment survey which were pre-circulated to the committee. Overall, the benchmarked results were positive and indicated that Engineers Canada is governing at a high level. No result areas indicated that the Board is performing below “Acceptable”, as defined in the survey. As identified in the executive summary of the report, there are certain areas for the Board to move to the highest standard of performance. These areas are generally consistent with those identified in the 2022-2023 survey.

With a view to continuous improvement, the committee considered:

- The role that the forthcoming governance review will play in improving the Board’s relationship with its direct reports,
- The applicability of certain questions, and
- Ways to improve the user experience and response rate of the survey, and to get the most out of the process overall.

Committee members suggested the following ways to improve the next Board, Director, and Chair assessment surveys:

- Streamline the number of survey questions.
- Define the rating options to aid Directors in their self-assessment questions.
- Consider the timing of the surveys, including whether they be completed during a Board meeting.
- Include in Director onboarding and training education the importance of completing the assessments.
- Ensure Directors are assessing only those Chairs in which they have direct interaction through committee participation.

The assessment report will be provided to the Board in May and discussed at the Board’s workshop in June.

ACTION: A. Arenja, B. Quinn, and J. Bard Miller to discuss improvements to the assessment surveys.

5. Director onboarding program

- The committee supported the pre-circulated onboarding plan for new Directors, noting the staged approach throughout the year responded to feedback received.
- The President and the President-Elect confirmed their willingness to onboard new Directors with information/support provided by the staff.
- It was suggested that the Director’s obligation to complete the Board assessment survey be included in Director onboarding.

6. Final 2023-2024 committee report

The committee reviewed its year-end report and considered recommendations for the 2024-2025 HR Committee work plan and suggested the following:

- The committee reflect on any lessons learned throughout the year and ensure that they are either codified in policy or in a letter shared with the incoming chair, as appropriate.
- At year end, review the terms of reference and propose changes as needed.
- Review guidelines and policies on how committees are populated.

7. Next committee meetings

- No further meetings are scheduled for the 2023-2024 committee.
- The first meeting of the 2024-2025 committee is May 25, following the Annual Meeting of Members.

8. Recommendation to the Members for the election of Directors

Moved

THAT the HR Committee move in-camera. The attendees will include the HR Committee members and staff.

Carried

Moved

THAT the meeting moved out of camera.

Carried

9. Recommendation for HR Committee nominees for 2024-2025

A. English and A. Arenja left the meeting given their conflict as nominees under consideration.

N. Hill served as acting chair for the item and presented the pre-circulated briefing materials. The HR Committee's membership is comprised of the President, President-Elect, and Past President as well as a member from the CEO Group and a minimum of two other Directors. In its recommendation to fill the two Director positions, the committee sought continuity in its membership for the coming year.

Unduly noted

THAT the HR Committee recommends to the Board that the following Directors be appointed to the 2024-2025 HR Committee: Ann English, Arjan Arenja, Darlene Spracklin-Reid (alternate in the event that any of the previous are elected as President-Elect).

Carried

10. Recommendation for the CEAB Director appointee

A. Arenja introduced the item. In addition to the details in the pre-circulated briefing note, G. McDonald provided further information about L. Doig's experience and considerations that went into the staff recommendation.

Given that L. Doig is an incoming Director with whom not all Board members will be familiar, it was suggested that supplementary materials describing her experience be included in the Board's May 24, 2024, agenda book to inform its decision making. It was also suggested that an additional Director appointee be considered by the HR Committee at its May meeting.

Unduly noted

THAT the HR Committee recommends to the Board that incoming Director Lisa Doig be the Director appointee to the CEAB for a two-year term beginning May 25, 2024, and ending at the June 2026 Board meeting.

Carried

11. Other business

No other business was brought forward.

12. Meeting evaluation

Overall, the HR Committee and staff were pleased with the meeting and provided positive feedback on the tool created to support item 8 of the agenda. With a view to improvement, it was suggested that all committee materials be provided well in advance of the meeting and that discussion not get "caught in the weeds".

13. Closing

With no further business to discuss, the meeting closed at 12:33 pm ET.