

## Minutes of the Human Resources Committee meeting

May 25, 2024 | 1:00pm - 3:00pm CT | Virtual meeting

Committee members in attendance	
Nancy Hill, Past-President, ON (Chair) Arjan Arenja, ON Ann English, BC	Mike Wrinch, President, EC Stormy Holmes, CEO Group member John Van der Put, President-Elect, AB
Staff and support	
Gerard McDonald, CEO Nicole Proulx, Director, Human Resources (joined at 1pm)	Juliet Chou, Governance Coordinator Joan Bard Miller, Manager, Governance and Board Services

### 1. Confirmation of the committee chair

As per the HR Committee's terms of reference (Board policy 6.12), the Past President normally serves as chair of the committee unless the HR Committee decides otherwise. The committee members unanimously supported N. Hill, Past President, to be the HR committee Chair for the 2024-2025 term.

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

The meeting was called to order at 10:25am (CT), with a planned break from 11am to 1pm.

#### *Moved and seconded*

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

***Carried***

### 3. Declaration of conflict of interest

No conflicts were declared. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

### 4. Last meeting review

#### 4.1. Review of minutes

No questions were raised with regard to the minutes from the April 8, 2024, meeting which had been approved by the outgoing 2023-2024 HR Committee and provided for information.

#### 4.2 Review of action table

No comments or questions were received with regard to the pre-circulated action table.

### 5. Approval of the 2024-2025 work plan

The HR Committee discussed the 2024-2025 draft work plan which had been pre-circulated. It was recommended that the work plan include CEO transition and development planning. Moreover, the HR Committee agreed to have an additional meeting on June 17, 2024, to discuss CEO transition planning.

To support the development of quantitative goals for the CEO in 2025, the HR Committee considered a proposal which was included as part of Boyden's response to the RFP for the CEO search in December 2023.

#### *Moved and seconded*

***THAT Boyden be engaged to assist with preparation of measurable performance goals for Engineers Canada's CEO in 2024 and 2025.***

***Carried***

Discussions related to 2025 performance goals will be accounted for in the work plan. The HR Committee agreed to defer approval of its 2024-2025 work plan until its June meeting.

## **6. Directors appointments to committees and roles**

The HR Committee reviewed the 2024-2025 committee and role recommendations that had been pre-circulated. In its review of the recommendations, the HR Committee aimed to ensure that the Directors were placed in their first or second choices, where possible.

The committee supported the proposed appointments with the following adjustments:

- That the HR Committee’s membership be increased by two positions to be filled by M. Sterling and D. Spracklin-Reid.
- M. Mekomba be reappointed to the FAR Committee.
- A. Mullick be appointed to the FAR Committee.
- M. Rose be recommended as the FAR Committee Chair.
- S. Jha be appointed to the CEQB.
- A. English be appointed to the CEAB.
- T. Joseph be reappointed as 30 by 30 Champion.
- S. Larivière-Mantha be recommended as Governance Committee Chair. C. Cumming be recommended in the event that S. Larivière-Mantha is unavailable to serve in the role.

### ***Moved and seconded***

***THAT the individuals shown in Appendix 3, as amended, be recommended to the Board for appointment to Board committees.***

***Carried***

**ACTION: N. Hill to reach out to all Directors prior to the circulation of the June Board meeting agenda book to convey the HR Committee’s recommendations for the Directors’ respective committee appointments.**

The committee noted that prior to the May 2025 Board meeting, the HR Committee Chair should reach out to any Director who was not recommended to the HR Committee despite it being their first choice and explain the rationale for the decision.

## **7. HR Committee budget planning**

### **7.1 Director development**

The committee supported the recommendation outlined in the pre-circulated briefing note that a maximum of \$20,000 be budgeted for 2025 Director development. It was noted that the proposed budget envelope included funds for a corporate membership with the ICD and in-person training sessions for the full Board but did not include individual Director training funds as had been made available in 2023.

### ***Moved and seconded***

***THAT the 2025 budget include \$20,000 for Director development activities.***

***Carried***

## 7.2 Board and chair assessments

The HR Committee discussed the proposed budget envelope of \$40,000 for the 2025 Board, individual Director and Chair assessments, as outlined in the pre-circulated briefing note. The committee noted the value of retaining the same assessment questions year-over-year to reveal performance trends within the Board. It was further noted that revisions to the questions would result in increased consulting fees. With this in mind, the committee discussed ways to improve the user experience and response rate, and suggested that:

- The ratings to which the Directors self-assess their individual competencies be further defined, and
- Time be built into the late fall and winter Board meeting agendas for Directors to complete the chair assessment survey and the Board and individual Director assessment surveys, respectively.

### ***Moved and seconded***

***THAT the 2025 budget include \$40,000 for external consultants to administer the Board, individual Director, peer, and chair assessment surveys.***

***Carried***

## 7.3 Annual CEO evaluation

The committee considered the proposed maximum budget of \$15,000 be budgeted for 2025 informal CEO evaluation, as outlined in the pre-circulated briefing note.

### ***Moved and seconded***

***THAT the 2025 budget include \$15,000 to secure external consultants for the 2025 informal CEO evaluation.***

***Carried***

## **8. Other business**

It was suggested that the Board engage a volunteer at the beginning of each of its meetings to serve as an equity, diversity and inclusion (EDI) champion to remind the Board, as necessary, to consider EDI principles in its decision making. The President will socialize the idea with the Board at its June 2024 workshop.

The HR Committee also reflected on the forthcoming governance review that will be undertaken as part of the 2025-2029 Strategic Plan.

## **9. Next committee meetings**

At the request of the HR Committee, an additional meeting will be held on June 17, 2024. The remaining meeting dates will be confirmed at the June meeting when the committee considers the revised work plan.

## **10. Meeting evaluation**

Overall, the HR Committee and staff were pleased with the meeting.

## **11. Closing**

With no further business to discuss, the meeting closed at 2:33 pm CT.