

Minutes of the Human Resources Committee meeting

June 17, 2024 | 11:00am – 12:00pm PDT | Hybrid meeting (Osoyoos/Teams)

In-person: Spirit Ridge Resort, Osoyoos, BC | Virtual: Teams

Committee members in attendance	
Nancy Hill, Past-President, ON (Chair) Mike Wrinch, President, BC John Van der Put, President-Elect, AB Arjan Arenja, ON	Ann English, BC Stormy Holmes, CEO Group member (virtual) Darlene Spracklin-Reid, NL Marisa Sterling, ON
Observers	
Philip Rizcallah, incoming CEO, Engineers Canada	
Staff and support	
Gerard McDonald, CEO Nicole Proulx, Director, Human Resources (virtual)	Joan Bard Miller, Manager, Governance and Board Services Juliet Chou, Governance Coordinator (virtual)

1. Call to order and approval of agenda

N. Hill, HR Committee Chair, called the meeting to order at 11:08 a.m. PDT.

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. As noted in the agenda book, participants may 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.

3.2. Review of action table

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

4. Approval of the 2024-2025 work plan

The HR Committee reviewed the 2024-2025 draft work plan which had been revised based on discussion at its May 25, 2024, meeting. Through its discussion the HR Committee confirmed that:

- Discussion of the CEO objectives and performance indicators will take place at the November and December meetings. The proposed timing will allow for the new CEO to transition into his role before setting measurable objectives. The consultant engaged to assist with the preparation of the CEO's objectives will be invited to the November meeting. At its meeting in December the HR Committee will be asked to recommend that the Board approve the objectives at its February meeting.

- During the annual review of the competency profiles for the Board, individual Directors and chairs in September, the HR Committee will consider ways in which the Board and Regulators may work together to enhance the identification and recruitment of specific competencies to the Board.

Moved and seconded

THAT the 2024-2025 work plan be approved as presented.

Carried

5. CEO transition plan framework

N. Proulx, Director, Human Resources, presented an up-to-date version of the CEO onboarding plan and draft CEO transition plan framework, based on best practices shared by Boyden. Both documents were pre-circulated.

Through its discussion and clarifying questions it was confirmed that:

- In the President's absence, the President-Elect and Past President will aim to be present at the Engineers Canada office on August 6, 2024, to introduce the new CEO to staff.
- The CEO onboarding plan which had been pre-circulated will serve as a reference for CEO onboarding in the future.
- The Canadian Engineering Accreditation Board (CEAB) and Canadian Engineering Qualifications Board (CEQB) should be listed in the Governance section of the plan as direct reports to the Board.

6. Other business

- The HR Committee noted the feedback provided at the Board meeting in May, which led to the increase in the committee's size, and recognized the importance of, 1) providing to the Board clear and transparent rationale for committee membership recommendations, and 2) adjusting membership proposals when needed.
- It was also noted that in the coming months the Governance Committee is looking to develop terms of reference (TOR) for a Governance Review task force. The TOR would include competencies required of its members. It is anticipated that Board members would have the opportunity to demonstrate their related competencies through expressions of interest in serving on the task force, and that the HR Committee will have a role in recommending the task force's membership to the Board based on said competencies. An update on the Governance Committee's work in developing the TOR and impacts on the HR Committee's work plan will be discussed at the September HR Committee meeting.

7. Next committee meetings

The next committee meetings were confirmed as follows, to take place from 11-1:00pm ET:

- Thursday, September 5, 2024
- Thursday, November 21, 2024
- Thursday, December 12, 2024
- Friday, February 28, 2025 (following the Board meeting) - 3Ps and committee chair meet with CEO
- Wednesday, April 2, 2025

8. Meeting evaluation

Committee members indicated that the meeting went well.

9. Closing

With no further business to discuss, the meeting closed at 11:46am PDT.