

**Minutes of the Human Resources Committee meeting**  
September 5, 2024 | 11:00am – 1:00pm ET | Virtual meeting

<b>Committee members in attendance</b>	
Nancy Hill, Past-President, ON (Chair) Mike Wrinch, President, EC John Van der Put, President-Elect, AB Arjan Arenja, ON	Ann English, BC (left at 12:08pm) Stormy Holmes, CEO Group member Darlene Spracklin-Reid, NL Marisa Sterling, ON (joined at 11:41am)
<b>Staff and support</b>	
Juliet Chou, Governance Coordinator Joan Bard Miller, Manager, Governance and Board Services Melanie Ouellette, Manager, Manager, Strategic and Operational Planning	Philip Rizcallah, CEO Nicole Proulx, Director, Human Resources

**1. Call to order and approval of agenda**

N. Hill, HR Committee Chair, called the meeting to order at 11:01 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**

No conflicts were declared. As indicated in the agenda book, participants may declare a conflict at any time during the meeting, as necessary.

**3. Consent agenda**

3.1. Approval of minutes

Clarifying questions on the attendance were asked and answered.

***THAT the minutes of the June 17, 2024 meeting be approved as amended.***

3.2. Review of action table

3.3. Engineers Canada operational (HR) policies

***Unduly noted***

***THAT the consent agenda items be approved in one motion.***

***Carried***

**4. Annual review of the competency profiles**

J. Bard Miller, Manager, Governance and Board Services, presented the annual Board competency profile and demographic data that was pre-circulated as Appendix 1 and asked the HR Committee to consider:

- Competencies to highlight in the forthcoming call for nominees to the Engineers Canada Board, and
- Ways in which the Board and Regulators may work together to enhance Board recruitment.

With a view to the upcoming governance review and its potential to bring change, the HR Committee recommended that the call for nominees indicate the need for Directors with prior experience on not-for-profit boards and managing organizational change. Furthermore, recognizing that each Regulator's nominations are guided by different policies, the Engineers Canada President will request time on the CEO Group and President's Group's respective fall agendas to discuss Regulators nominating multiple candidates per Board vacancy.

## 5. Chair assessment

J. Bard Miller presented the proposed 2024-2025 chair assessment survey (Appendix 1) which was pre-circulated. A discussion ensued.

The HR Committee agreed to recommend the proposed structure and content to the Board for approval. The survey will assess the Board and its five standing committee chairs. To encourage a high response rate, it was suggested that:

- Staff circulate the survey once it has been approved during the December Board meeting, and
- The President alert Directors that the survey has been circulated and its importance.

### ***Unduly noted***

***THAT the HR Committee recommend that the Board approve the structure and content of the chair assessment surveys for 2024-2025.***

***Carried***

## 6. Review of Board policies that relate to HR Committee responsibilities

J. Bard Miller presented proposed revisions to Board policies 4.7, *Monitoring of CEO*, 5.2, *Treatment of staff and volunteers*, 6.2, *Board, committee and task force chair assessment*, and 6.12, *Human Resources Committee terms of reference*, which had been pre-circulated.

The HR Committee asked clarifying questions and was supportive of the proposed revisions being presented to the Governance Committee for consideration. At the HR Committee's request, staff will coordinate a review of Board policy 6.13, *President-Elect nomination and election process*, to align with its review by the Governance Committee.

### ***Unduly noted***

***THAT the proposed changes to the Board policies be accepted for recommendation to the Governance Committee.***

***Carried***

M. Ouellette joined the meeting.

## 7. Update on plans to strike a Governance Review Task Force

N. Hill updated the committee on the Governance Committee's work to prepare terms of reference (TOR) for a task force to oversee Engineers Canada's governance review. Task force recruitment will be led by the HR Committee. To inform the committee's discussion, a draft self-assessment rating scale for prospective members and recruitment timelines were pre-circulated as appendices 1 and 2.

The committee had an in-depth discussion about including a member of the President's Group on the task force as a voting member or observer. While the committee acknowledged the importance of regular updates to and feedback from the Presidents Group, it did not recommend appointing a representative to the task force.

Melanie left the meeting.

## 8. Update on the CEO transition activities

N. Proulx, Director, Human Resources, presented the updates of the pre-circulated CEO transition activities.

It was confirmed that the onboarding plan was on track and P. Rizcallah was satisfied with the orientation process.

## 9. Succession planning

**Unduly noted**

**THAT the HR Committee move in-camera. The attendees will include the HR Committee members, the Engineers Canada CEO, the Director, Human Resources, and the Manager, Governance and Board Services.**

**Carried**

**Unduly noted**

**THAT the HR Committee move in-camera. The attendees will include the HR Committee members and the Engineers Canada CEO.**

**Unduly noted**

**THAT the meeting moved out of camera.**

**Carried**

## **10. Other business**

No other business was brought forward.

## **11. Next committee meetings**

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

- 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

## **12. Meeting evaluation**

Committee members indicated that the meeting went well. It was requested that the HR Committee work plan be appended to future meeting agenda books.

## **13. Closing**

With no further business to discuss, the meeting closed at 12:55pm ET.