

Minutes of the Human Resources Committee meeting
September 4, 2025 | 11:00am – 1:00pm ET | Virtual meeting

Committee members in attendance	
Marlo Rose, NB (Chair) Mike Wrinch, Past-President, EC John Van der Put, President, AB	Darlene Spracklin-Reid, President-Elect, NL Stormy Holmes, CEO Group member Lisa Doig, AB
Staff and support	
Philip Rizcallah, CEO Joan Bard Miller, Manager, Governance and Board Services	Juliet Chou, Governance Coordinator

1. Call to order and approval of agenda

M. Rose, HR 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.

3. Consent agenda

3.1. Approval of minutes

Moved and seconded

THAT the minutes of the May 24, 2025 meeting be approved.
Carried

3.2. Review of action table

3.3. Engineers Canada operational (HR) policies

Moved and seconded

THAT the consent agenda items 3.1 to 3.3 be approved.
Carried

3.4. Annual review of the competency profiles

It was confirmed that the two competencies identified for Engineers Canada Board recruitment in 2026 will be: Accounting / financial and Business / management. The HRC requested that the call for nominees circulated to the Regulators in early November include more information about the Board's collective skillset and demographics than has been provided in the past.

4. CEO objectives

4.1. Quarterly check-in on progress against CEO objectives for 2025

P. Rizcallah, Chief Executive Officer, presented a comprehensive progress update on his 2025 objectives. A discussion ensued about priorities, challenges and support needs.

4.2. Draft CEO objectives for 2026

P. Rizcallah presented draft 2026 objectives, which were pre-circulated, for feedback from the HR Committee.

The HR Committee suggested that:

- The list of objectives focus on key objectives rather than numerous activities.
- Each "Priority," comprising multiple "Actions/Initiatives", incorporates one stretch goal.
- Quarterly check-ins provide a chance to review whether objectives should be modified due to unexpected situations.

The CEO was asked to update his draft objectives for 2026, reflecting the recent discussion, so they can be reviewed again at the HR Committee meeting in November. At that time, he will highlight any objectives contingent on the Board's budget approval on December 8, 2025.

The HR committee will be asked to recommend the CEO's 2026 objectives for Board approval in February. This request will be brought forward to the HR Committee at either the November or December meeting, depending on whether budget approvals are needed first.

5. Chair assessment

J. Bard Miller presented the proposed 2025-2026 chair assessment survey which was pre-circulated. The annual assessment surveys are due for circulation to the Board and committees in December. It was confirmed that Directors will only be asked to assess chairs with whom they work directly.

Moved and seconded

THAT the HR Committee recommend that the Board approve the structure and content of the chair assessment surveys for 2025-2026.

Carried

Post-script: After the meeting, it was confirmed that final approval of the chair assessment surveys rests with the HR Committee. Accordingly, the committee's motion is understood as final approval.

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

J. Bard Miller presented Board policies 4.11, *Board management delegation*, and 5, *Executive duties and limitations*, which relate to HR Committee responsibilities and are due for regular review by the Governance Committee on November 17, 2025.

- The HR Committee considered the current policies to be too prescriptive and advised streamlining the content while adopting a more positive tone.
- The topic of FAR Committee membership, previously addressed in May, was revisited. It was suggested that consideration of any potential amendments to the FAR Committee's composition in its terms of reference would be postponed until completion of the Governance review.

7. Succession planning

Moved and seconded

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

Carried

8. CEO's informal evaluation

Moved and seconded

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

Moved and seconded

THAT KRonHR be contracted to conduct the informal CEO assessment for 2025; and that the resolution be moved out of camera.

Carried

9. Other business

10. Next committee meetings

11. Meeting evaluation

12. Closing

With no further business to discuss, the meeting closed at 1:09pm ET.