

## Minutes of the Governance Committee Meeting

March 8, 2023 11:30 am – 2:00 pm (ET) | Virtual: Teams

Committee members in attendance	
Ann English, Chair Danny Chui, Past President	Alison Anderson Anne Baril
Regrets	
None	
Observers	
Marlo Rose	
Staff support	
Gerard McDonald Light Go	Joan Bard Miller

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

The chair, A. English, welcomed everyone and called the meeting to order at 11:35 pm.

#### *Moved and seconded*

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

***Carried***

### 2. Last meeting review

#### **2.1. Review of minutes (November 16, 2022 & January 24, 2023)**

The minutes of the November 16, 2022 and January 24, 2023 meeting were presented. A comment was received to ensure the final version of Policy 7.1 to address any possible concern that travel due to unforeseen circumstances (even if the travel could not be completed as happened with the Covid-19) would be reimbursed. The committee was considering expense policies for the board directors and its volunteers, and did not assume or agree that the same would apply to staff. The policies for staff are the purview of the CEO.

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

***THAT the minutes of the November 16, 2022 and January 24, 2023 meeting be approved as amended.***

***Carried***

#### **2.2. Review of action table**

The committee reviewed the list of action items, noting that all work has been completed or would be reviewed at this meeting. No questions or comments were received.

### 3. Observers at Board meetings

The chair provided the feedback from the February 23, 2023 Board meeting discussion on observers attending Engineers Canada's Board meetings. The chair invited the Governance Committee to discuss.

A discussion took place regarding the current seating arrangement. G. McDonald noted that the current arrangement was prepared and adopted by the Board as part of its Governance, Strategic Planning and Consultation Project and was also communicated to the regulators and that no concerns were expressed to date back to the CEO with the current arrangement. It was further noted that no additional communication was necessary and the committee accepted this.

The committee further discussed the observers were mainly comprised of CEO's, Presidents, and the

advisors to the Board (chairs of CEO Group, Canadian Engineers of Accreditation Board, and Canadian Engineers of Qualification Board).

It was further noted that there having been no external governance expert review the current governance process and structure, the staff should engage and consult the same on observer attendance at the Board meeting immediately or as a part of Strategic Priority and review governance as a whole. It was recognized that the governance consultant would only be providing research and best practices and that ultimately the decision would need to be taken by the Board as a whole, with any bylaw changes to approved by the Members.

Following a discussion, a majority, but not all, of the committee agreed to propose to the Board that Engineers Canada engage an external governance expert with regard to observer attendance at Board meetings as an independent item to be conducted on or before 12 months period, or through the whole governance review as a part of Strategic Priority(providing it could be done within 12 months.

***Moved and seconded***

***THAT the recommendation to consult an external governance expert be presented to the Board for approval at the May Board meeting.***

***Carried.***

#### **4. Policy review**

Several policies were presented to the committee for review. Revisions proposed by staff, the CEAB and the CEQB were pre-circulated. Individual committee members were assigned specific policies to review in-depth. Each policy was presented by the assigned committee member and a discussion followed on their suggested amendments (if any). Comments were also invited from the other committee members.

**i) Policy 1.2, Guiding Principle**

The proposal by staff to extend the policy's review period from biennial to triennial was accepted by the committee. Further changes were proposed and accepted by the committee, pending further wordsmithing.

**Action: Staff to revise the proposed revision to the language, if necessary.**

**ii) Policy 4.3, Code of conduct**

Staff's proposed changes were accepted. It was reminded the committee of the Board's discussion at its February meeting regarding the potential inclusion of "appeals" in the policy. Section 4.3.4(5) provides for an appeal process within Engineers Canada's current authority.

**iii) Policy 4.9, Role of the Presidents (President-Elect, President, and Past President) and Policy 6.13 President-Elect nomination and election process**

The committee discussed whether the term of President should be two years as opposed to one year to learn and excel in the role. However, it was also noted that a two-year position may deter some individuals from applying for the position. The committee noted that if there are changes to the term, it will be applied in the future years in 2024 or 2025, and will also result in modifications to the bylaws and other applicable policies. The committee recommends the two-year President term, two-year President-Elect term and one-year Past President term. It was recommended that if the Board passes this, the next Governance committee, with assistance from staff, develop a timeline for implementation to allow any future candidates to be fully informed of the impacts that the change in term length would have on their commitment.

**Action: Staff to make changes to applicable policies, and present to the Board for approval at the**

### **May Board meeting.**

G. McDonald explained that the responsibility of 4.9.1(6) is operational in nature and has been satisfied by the CEO of Engineers Canada after extensive consultations with the regulators. It was also noted that presidents from other jurisdiction do not participate at the meetings of the International Engineering Alliance in the past years. Staff's proposed deletion of 4.9.1(6) was accepted.

#### **iv) Policy 6.9, Canadian Engineering Accreditation Board**

The committee discussed the technical nature of the work of the board of CEAB. The committee considered the proposed extension of terms of its members. It was raised that a complete cycle of the previous recommendation of two 3-year term by the Nomination Task Force had not been elapsed or fully tested yet. However, the committee was considerate of the requests and concerns raised by the CEAB in their request and the CEAB's proposed changes were accepted.

**ACTION: Staff to make communication to the CEAB secretariat on the recommendation, and present to the Board for approval at the May Board meeting.**

#### **v) Policy 6.10, Canadian Engineering Qualifications Board**

The CEQB's proposed changes were accepted. The committee discussed and approved the proposed extension of terms of its chair.

**ACTION: Staff to make communication to the CEQB secretariat on the recommendation, and present to the Board for approval at the May Board meeting.**

#### **vi) Policy 7.1, Board, committee, and other volunteer expenses**

After discussion, Staff's proposed changes were accepted. In addition, subsection 7.1.4(H) was discussed and the committee agreed to discard on the requirement of travel receipts and to follow Canadian Government guideline on meal expenses.

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

***THAT the policies, as further revised, be presented to the Board for approval at the May Board meeting.***

***Carried***

### **5. Final 2022-2023 committee report**

The Governance Committee's annual report was reviewed, containing the committee's work completed to-date and recommendations for the 2023-2024 committee. The Chair of the Governance Committee added to the recommendation that the committee should implement a process on how an agenda item are added to the governance committee.

### **6. Other business**

There was no other business.

### **7. Next committee meetings**

No further meetings planned.

### **8. Meeting evaluation**

There was no meeting evaluation discussion, but the Chair of the committee thanked all members, observer, and staff for their participation and commitment.

### **9. Closing**

With no further business, the meeting was closed at 2:00 (ET).