

Minutes of the Governance Committee (GC) Meeting

November 15, 2023 11:00 am – 1:30 pm (ET) | Virtual: Teams

Committee members in attendance	
Alison Anderson, Chair Ernie Barber Heather Kennedy	Sophie Larivière-Mantha Geoff Connolly
Observers	
Marlo Rose	
Staff support	
Joan Bard Miller, Manager, Governance and Board Services Juliet Chou, Governance Coordinator	Light Go, General Counsel and Corporate Secretary Gerard McDonald, CEO

1. Call to order and approval of agenda

A. Anderson, GC Chair, confirmed quorum and called the meeting to order at 11:03 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. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

3. Last meeting review

3.1. Review of minutes (September 20, 2023)

The committee had no comments or questions regarding the minutes which had been pre-circulated.

Moved and seconded

THAT the minutes of the September 20, 2023, meeting be approved as presented.

Carried

3.2. Review of action table

Staff confirmed that the one outstanding action would be completed on Friday, November 17, through the CEO's weekly message. The message would note the committee's recommendation to conduct the next governance effectiveness survey of the Regulators at the outset of the governance review process.

The committee discussed revisions to Board policy 4.12, *Board self-assessment* and also suggested that the Board's involvement in the periodic governance effectiveness survey may be added to the policy when it is next reviewed.

4. Process to manage committee work plan additions

L. Go, General Counsel and Corporate Secretary, noted that revisions have been proposed to Board policy 4.9, *Role of the Presidents (President-Elect, President, and Past President)* in follow-up to the GC's recommendation. As noted in the pre-circulated briefing note, the Presidents will be consulted on this proposal at their next meeting on January 11. Staff will inform the Governance Committee if the Presidents provide substantive feedback.

ACTION: Staff will consult with the Presidents for any substantive feedback.

5. Policy reviews

A. Anderson invited committee members to present the policies for which they were assigned to conduct an in-depth review and consider the pre-circulated revisions proposed by staff and/or other committees.

i. Policy 4.1, *Board responsibilities*

The committee supported the proposed revision which aims to better reflect the Board's governing duties.

ACTION: Staff to consult with the Human Resources (HR) Committee about appropriately documenting procedures related to CEO dismissal in the CEO's contract and/or policy.

ii. Policy 4.8, *Board competency profile*

The committee supported revisions proposed by staff, with some adjustments. The committee also recommended that the policy: 1) encourage inclusion of at least one Director under the age of 35 on the Board; and 2) allow for the HR Committee to identify an additional competency(ies), if needed, to inform Board development and/or Board recruitment so that the Board may be positioned to respond to emerging issues.

ACTION: Staff will consult with Engineers Canada's Belonging and Engagement team to improve the language around demographics in sections 4.8.1(B) and 4.8.3(B) of the policy to address the committee's feedback.

The committee also opted to exclude the competency rating scale from the policy. The scale will be set by the HR Committee when preparing the annual Director assessment survey.

ACTION: Staff will inform the HR Committee of the GC's preference for a four-point rating scale of competencies in the Board and Director assessment survey.

iii. Policy 4.9, *Role of the Presidents*

The committee supported revisions proposed by staff and suggested that the policy also be updated to note that the Past President is "usually" rather than a "required" member of the Governance Committee.

iv. Policy 5.3, *Financial condition*

The committee supported presenting to the Board the proposed change in review period from biennial to triennial. It was requested that the Board be made aware of when the quarterly financial statements have been posted to the Board's portal.

v. Policy 5.7, *Compensation and benefits*

The committee supported presenting to the Board the proposed change in review period from biennial to triennial.

vi. Policy 6.1, *Board committees and task forces*

- The committee supported presenting to the Board the proposed change in review period from biennial to triennial.
- The first line in 6.1(1) should continue to include "perform ongoing tasks."

- 6.1(6) will be amended to clarify that the CEO does not monitor Board committee and task force performance but rather ensures that they are provided with appropriate staff support.
- Staff will modify section 6.1.3 to ensure that the chair’s role in developing the work plan and leading the committee to actionable outcomes are included and prominent.
- Furthermore, staff will update section 6.1.4 to include the chair’s leadership competencies.

vii. Policy 7.4, Partnerships with external organizations

The committee agreed with the recommendation to rescind the policy.

viii. Policy 7.11, Consultation

Recognizing that the duty to consult with Regulators is embedded throughout the Board’s policies, including 4.1, *Board responsibilities*, the committee agreed with the recommendation to rescind the policy, pending feedback from the CEO Group Advisor.

ACTION: Staff to consult with the CEO Group Advisor on the GC’s recommendation to rescind Board policy 7.11, Consultation. Any concerns raised will be communicated to the Governance Committee.

ix. Policy 7.12, Net assets

The committee accepted the changes as proposed by staff and further amended the sentence in subsection 7.12.3(1)(b) as follows: “Upon approval of the Strategic Plan, the FAR Committee shall review the internally restricted reserves and make recommendations to the Board through the budgeting **and as otherwise needed.**”

Moved and seconded

That the aforementioned policies, as revised, be presented to the Board for approval.

Carried

6. Board policy 7.1, Board, committee, and other volunteer expenses

Committee members noted their support of the proposed motion for the December 4, 2023, Board meeting which if passed would “amend previously adopted Board policy 7.1 by reverting any reference to business class travel to the formerly adopted version.”

7. Other business

There was no other business.

8. Next committee meetings

The dates of the upcoming Governance Committee meetings were provided to the committee in its meeting agenda:

- Tentative: January 16, 2024 (virtual)
- March 7, 2024 (virtual)

9. Meeting evaluation

Overall, the Governance Committee was pleased with the meeting.

10. Closing

With no further business, the meeting was closed at 1:35pm (ET).