

Minutes of the Governance Committee (GC) Meeting

March 7, 2024 11:00 am – 1:30 pm (ET) | Virtual: Teams

Committee members in attendance	
Ernie Barber Heather Kennedy (Acting chair)	Geoff Connolly
Regrets	
Alison Anderson, Chair	Sophie Larivière-Mantha
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

L. Go, General Counsel and Corporate Secretary, opened the meeting at 11:16 am ET. He advised Governance Committee members that A. Anderson had sent their regrets. With the committee members' support, H. Kennedy agreed to act as meeting chair and welcomed everyone to the meeting.

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 (November 15, 2023)

Save for a typographical error in the attendance list, there were no changes requested to the minutes which had been pre-circulated.

Moved and seconded

THAT the minutes of the November 15, 2023, meeting be approved as amended.

Carried

3.2. Review of action table

The committee noted that all actions arising from the last meeting had been completed.

4. Policy reviews

H. Kennedy invited Governance 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 interest holders.

i. **Policy 6.9, Canadian Engineering Accreditation Board (CEAB)**

The committee recommended that policy 6.9 be revised to align with all the relevant revisions proposed to Board policy 6.10, *Canadian Engineering Qualifications (CEQB)*.

The committee also noted that a substantive review of the policy, whether it be through the forthcoming governance review or sooner, should be undertaken with input of the CEAB and its secretariat. Of note for future review, the committee questioned whether procedural details under the purview of the CEAB should be removed from the policy; and suggested that requirements for electronic voting in subsection 6.9.4(B) be clarified.

It was recommended that the revised policy be forwarded to the Board for approval recognizing the above-mentioned concern.

ii. Policy 6.10, Canadian Engineering Qualifications Board (CEQB)

The committee supported revisions proposed by staff, with the following adjustments to subsection 6.10.1(C):

- For improved readability, recommended inclusion of a member from Yukon, the Northwest Territories, or Nunavut will be separated from the list of members that the CEQB “shall include”.
- The language for achieving a diverse membership will be revised to state that “reasonable effort” rather than “every reasonable effort” shall be made.

The committee suggested that this policy be reviewed in-depth in tandem with policy 6.9, the governance review or sooner and in consultation with the CEQB and its secretariat.

It was recommended that the revised policy be forwarded to the Board for approval recognizing the above-mentioned concern.

iii. Policy 7.3, Board relationship with Engineering Deans Canada (EDC)

The committee supported the proposed change in review period from biennial to triennial and suggested that subsection 7.3(1) be revised to better reflect that Engineers Canada does not set EDC’s mandate but rather acknowledges it.

iv. Policy 7.11, Consultation

The committee supported revisions proposed by staff with the following additional edits:

- Replace the term “Stake Holder” with “Interest Holder” given the colonial connotations associated with the former,
- Note the statutory obligation to the Regulators which is different from the need to consult the broader engineering community,
- Reflect Engineers Canada’s ability to learn from its interest holders through two-way consultation,
- Demonstrate the organization’s commitment to sharing the outcomes of consultations with those who were consulted,
- Commit to consulting as often as needed in addition to early on in the development phase of an initiative.

Moved and seconded

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

Carried

ACTION: As part of the 2024-2025 Governance Committee work plan, the Board Policy Manual will be revised to replace the term “Stake Holder” with “Interest Holder” throughout. A statement explaining the change will also be developed.

5. Recommendation for Board education / Director development

H. Kennedy invited the committee to provide suggestions that would inform budget planning and priorities for Director development activities in 2025. The discussion was supported by a briefing note that had been pre-circulated.

The committee appreciated the quality and amount of training provided to Directors. Likewise, the committee provided positive feedback on the recent hybrid group trainings and their facilitators who encouraged interactive discussion. It was suggested that this format of delivery continue. Committee members also noted the potential value of providing an allowance for individual Director training and suggested that Directors may be aided in their selection of training based on a formal self-assessment. Topics recommended for Board training included conflict of interest, in-camera sessions and the CEAB and CEQB. It was also noted that training around the opportunities, risks and leading practices for not-for-profit organizations would help support the Board in the forthcoming governance review.

ACTION: Staff to share a summary of the Governance Committee’s input on Board education with those committee members not in attendance and seek any further recommendations that they may have.

6. Final 2023-2024 committee report

The committee was satisfied with its year-end report for 2023-2024 which would form the basis of the Chair’s report at the May Board meeting and inform development of the 2024-2025 Governance Committee work plan.

7. Other business

It was confirmed that the motion to rescind Board policy 7.4 *Board relationship with other organizations* had been defeated at the March 1, 2024, Board meeting and thus the policy remains in force. It was requested by the Board that the Governance Committee consider a plan to establish guidelines for organizational partnerships that may replace the policy. The Governance Committee suggested that an alternative policy be developed that allows staff flexibility to make decisions while remaining accountable to the Board.

ACTION: H. Kennedy to circulate a sample policy that may inform the development of an alternative policy for Board policy 7.4, *Board relationship with other organizations*.

ACTION: Staff to draft a replacement policy for Board policy 7.4, *Board relationship with other organizations* based on the sample policy provided.

8. Next committee meetings

No further meetings planned.

9. Meeting evaluation

Overall, the Governance Committee was pleased with the meeting.

10. Closing

With no further business, the meeting was closed at 12:13pm (ET).