

Draft Minutes of the Human Resources Committee meeting
 May 28, 2022 | 1:00pm – 3:00pm ET | Hybrid meeting (Toronto/Zoom)

Committee members in attendance	
Mike Wrinch, Director, Engineers and Geoscientists BC (Chair) Kathy Baig, President, OIQ Janet Bradshaw, CEO Group member, PEGNL	Danny Chui, Past President, PEO Geoff Connolly, Director, Engineers PEI Nancy Hill, President-Elect, PEO
Regrets	
Sylvie Francoeur, Director, HR	
Observers	
None	
Staff and support	
Roseanne Gauthier, Executive Assistant Christina Mash, Governance Administrator	Gerard McDonald, CEO Evelyn Spence, Corporate Secretary

1. Call to order and approval of agenda

The meeting was called to order at 1:14pm ET and committee members were welcomed.

It was moved and seconded

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

Carried

2. Confirmation of committee chair

D. Chui recommended to the committee that a member with a strong understanding of HR practices consider taking on the role of chair. Following a brief discussion, the committee members unanimously agreed to the nomination of M. Wrinch, who accepted the position of HR committee chair.

Upon assuming the chair, M. Wrinch reminded committee members of the meeting norms, that a safe and respectful environment is always encouraged, and that meeting participants are asked to arrive at meetings on time, be prepared, and raise any concerns as soon as possible.

3. Review of last meeting

3.1. Approval of minutes

The 2021-2022 committee approved the pre-circulated minutes from March 29, and the committee was advised that they were provided for information only. No feedback was received.

3.2. Review of action table

All actions were noted as being complete. No questions were received.

4. Approval of the 2022-2023 work plan

The pre-circulated draft work plan was reviewed. No questions were received, and the committee agreed to the consistent meeting time of 12-1:30pm ET.

It was moved and seconded

THAT the 2022-2023 HR Committee work plan be approved as presented.

Carried

5. Nominating Directors to 2022-2023 committees, task forces, and roles

The committee reviewed the matrix and committee, task force and role recommendations prepared by staff. It was agreed that Directors who noted interest in future Board presidency (via the 2022 Board self-assessment survey) should be prioritized for committee chair roles over those who did not indicate this particular interest.

M. Wrinch agreed to reach out to all Directors to discuss their placements and ensure they agree with the HR Committee's recommendations. This will be done before June 13, when the June Board materials are circulated.

It was moved and seconded

THAT the proposed appointments to the 2022-2023 committees, task forces, and roles be approved, as amended, for recommendation to the Board, pending confirmation of agreement from the Directors placed within the roles.

Carried

6. HR Committee budget planning

6.1. Director development

The committee reviewed the pre-circulated briefing note, which suggests that a maximum of \$30,000 be budgeted for 2023 Director development. This budget includes a newly proposed budget "envelope" amount of \$500 per Director for professional development activities, which would enable Directors to obtain training outside the opportunities provided to the Board as a whole. When advising Directors of this change, it was noted that the committee will need to clarify that this is a pilot project intended to provide flexibility for Directors who are interested in accessing further training. The current maximum of \$500 will be re-evaluated as the program progresses, and the committee will have the discretion to approve higher amounts per individual if needed, as long as they remain within the allotment of \$11,500 for all 23 Directors. To receive the funds, Directors will be asked to provide a brief summary of the training they would like to pursue, for email pre-approval by the HR committee, and also provide documentation upon successful completion.

It was moved and seconded

THAT the 2023 budget include a maximum of \$30,000 for Director development activities.

Carried

6.2. Annual CEO evaluation

A concern was brought forward about Board policy 4,7, *Monitoring the CEO*, that specifically mandates a 360-degree evaluation during formal review years. This type of evaluation is generally known to work well with performers but could have adverse affects with other types of leaders. It was agreed to have Board policy 4.7 reviewed by Odgers Berndston, or another external HR consultant as required, to ensure it meets industry standards and best practices.

It was moved and seconded

- ***THAT the 2022 budget forecast be adjusted to include \$15,000 for external consultant support for the 2022 informal CEO evaluation.***
- ***THAT the 2023 budget include a maximum of \$30,000 to secure external consultants for the 2023 formal CEO 360-degree evaluation and comprehensive compensation review.***

Carried

ACTION: Staff to facilitate the review of Board policy 4.7, *Monitoring the CEO*, with Odgers Berndston.

7. Other business

No further business was brought forward.

8. Next committee meetings

The next committee meetings were confirmed as follows, to take place from 12-1:30pm ET:

- Thursday, September 8, 2022
- Thursday, November 24, 2022
- Thursday, December 15, 2022
- Thursday, February 23, 2023 (following the Board meeting) – Participants for this meeting include only the 3 Presidents (3Ps) and the committee chair, who meet with the CEO to deliver the results of the CEO assessment (including the short-term incentive).
- Thursday, March 30, 2023

9. Meeting evaluation

The group agreed that the meeting went well.

10. Closing

With no further business to discuss, the meeting closed at 2:00pm ET.