

Minutes of the Governance Committee Meeting

November 17, 2020 10:00am-12:30pm ET (held via webinar)

Committee members in attendance	
Nancy Hill – Chair	Jean Boudreau (ex-officio)
Maxime Belletête	David Lynch
Victor Benz	Richard Trimble
Regrets	
None	
Observers in attendance	
Changiz Sadr	
Staff and support	
Roseanne Gauthier	Evelyn Spence
Christina Mash	

1. Call to order and approval of agenda

N. Hill, Committee Chair, opened the meeting at 10:04 am (ET) and welcomed the participants. The agenda was approved by consensus.

Moved by D. Lynch, seconded by M. Belletête

THAT the agenda be approved as presented.

Carried

2. Last meeting review

2.1. Approval of September 9 minutes

The minutes were circulated in the agenda book. No feedback or comments were received.

Moved by V. Benz, seconded by D. Lynch

THAT the minutes of the meetings on September 9 be approved as presented.

Carried

2.2. Review of action table

The committee reviewed the list of past action items, noting that all work has been completed.

3. Proposed Bylaw revisions

The pre-circulated Bylaw revisions were presented. The committee agreed to put forward to the Board the two Bylaw amendments, for recommendation to the Members. It was clarified that they would be considered as one motion for Board approval.

4. Policy reviews

4.1. Consistency review of all policies

Committee members noted that a better understanding and placement of the terms “will, shall, may, and should” is needed to ensure consistent proper use throughout the manual.

ACTION: Staff to provide definitions for the terms “will, shall, may, and should” for discussion at the next committee meeting.

4.2. Round 2 policy reviews:

a) Policy 6.9 – Canadian Engineering Accreditation Board

Staff’s initial proposed changes were accepted.

Additional changes: the committee discussed the following additional changes to the policies:

- **6.9.1(B) – adding Regulator authority**

Referencing the authority of the Regulator in the jurisdiction where the Higher Education Institution (HEIs) is situated is needed to clarify the relationship. It was noted that, as currently drafted, it seems as though the AB has inherent authority to conduct accreditation visits, which is not the case.

- **6.9.1(C)(1) – considering the addition of a northern regional member category**

With HEIs emerging across the northern provinces and territories, it may be appropriate to form a separate “Northern” category under “Composition” to ensure a member is selected from Yukon, NWT or Nunavut. Although informal consultation has been supportive of this proposal, it may be hard to fill the new positions at this stage considering the new HEIs do not yet have engineering programs.

- **6.9.1(C)(9) – adding in aspects of the (to be rescinded) Board policy 8.2, Diversity and Inclusion policy**

The committee agreed to revise the section to incorporate relevant parts of current Board policy 8.2, Diversity and Inclusion, including the diversity goals to be achieved.

- **6.9.1(E) – volunteer planning**

The committee agreed that having volunteer plans in place is good practice and would like to clarify that this refers to a volunteer recruitment and succession plan. This ensures the sub-boards will practice advance planning.

- **6.9.3(D)(3) – filling vacancies**

The committee agreed that with the expertise required to serve on the CEAB, temporary appointments are impractical. This section will be rewritten to state that an individual filling a vacancy will be appointed for at least a three-year term, ending on June 30 three years later, and the volunteer recruitment and succession planning will ensure that staggered turnover is managed appropriately.

- **6.9.4(B) – elections**

The committee agreed to the proposed changes, adapted from Board policy 6.13, President-Elect nomination and election process.

ACTION: Staff to make additional policy revisions and consult with the Canadian Engineering Accreditation Board in respect of the proposed revisions to Board policy 6.9 (CEAB Terms of Reference) with a view to reconsidering the policy at the next Governance Committee meeting.

b) Policy 6.10 – Canadian Engineering Qualifications Board

Staff’s initial proposed changes were accepted.

Additional changes: See 4.2a. As appropriate, the same proposed changes, with necessary modifications to reference CEQB instead of CEAB, will apply to both 6.9 and 6.10.

ACTION: Staff to make additional policy revisions and consult with the Canadian Engineering Qualifications Board in respect of the proposed revisions to Board policy 6.10 (CEQB Terms of Reference) with a view to reconsidering the policy at the next Governance Committee meeting.

c) Policy 9.2 – Qualifications Board products

Staff’s initial proposed changes were accepted with no further adjustments required.

d) Policy 6.1 – Board committees and task forces

Staff’s initial proposed changes were accepted with no further adjustments required.

e) Policy 6.12 – Human Resources Committee terms of reference

Staff's initial proposed changes were accepted with no additional adjustments required. It was agreed to move to biennial review.

f) Policy 7.9 – Process for in-camera meetings

Staff's initial proposed changes were accepted.

Additional changes: The committee requested that language be added to address security on virtual meeting platforms, ensuring participants maintain confidentiality of discussions. As well, reference to Policy 4.12, Board Self-Assessment, was requested in subsection 1 to be added to clarify the source of the meeting assessment.

ACTION: Staff to make proposed additional changes to policy 7.9 and circulate to the Committee via email for further review and approval.

g) Policy 8.1 – Emerging disciplines policy

The committee agreed to rescind this policy. It was noted that the CEAB and CEQB watch out for emerging areas within their lines of work, but that the policy is more reflective of a directive to staff than a Board policy.

The committee discussed the fact that the topic of emerging disciplines is an important one and supporting the regulation of emerging areas is one of the priorities proposed to be included as part of the 2022-2024 strategic plan, currently under consultation. Concern was therefore expressed that rescinding this policy, and then putting the topic forward as a priority in the strategic plan, could be problematic because there would not be any policy in place to support the Regulators in this activity. Ultimately, however, the committee agreed that the policy is not the way to direct this work and that it has generally not worked well, as a policy, in the past.

h) Policy 8.2 – Diversity and inclusion

The committee agreed to rescind this policy. There was wide consensus that equity, diversity and inclusion is very important, and forms part of Engineers Canada's culture, but it was felt that the policy, as drafted, seemed like more of an aspirational guideline than a policy, and it was noted there is no real way to police this matter. The committee confirmed they did not want to lose the principles embedded within the policy, but felt that they would more effectively be communicated and operationalized if incorporated into other policies within the manual. Staff was asked to incorporate the provisions from this policy to other policies within the manual, where it makes sense to do so, such as the Board Competency Profile and the Code of Conduct.

ACTION: Staff to review the policy manual to determine where the diversity and inclusion concepts from policy 8.2 can be included to more effectively advance a culture of equity, diversity and inclusion in the organization.

i) Policy 7.1 – Board, committee and other volunteer expenses

Staff's initial proposed changes were accepted with no additional adjustments required.

j) Policy 9.3 – National position statements

Staff's initial proposed changes were accepted with no additional adjustments required.

k) Policy 7.7 – Investments (new policy)

The initial proposed draft policy was accepted, with one adjustment.

Adjustment: The committee requested clarification from the FAR Committee on who specifically will meet annually with the investment manager. The committee believed it would be the CEO, the Director, Finance, and the chair of the FAR Committee, but requested that this be confirmed with FAR.

ACTION: FAR Committee to clarify who, from Engineers Canada, will meet with the investment manager annually for the purposes of policy 7.7.

ACTION: Staff to make additional policy amendments as noted above.

5. Adjournment

The meeting was adjourned at 12:30pm ET, to be re-convened as determined by doodle poll.

Continuation of November 17 meeting November 25, 2020 12:30pm-2:30pm ET (held via webinar)

The meeting reconvened to continue the unfinished business of the November 17, 2020 meeting, with Governance Committee members Nancy Hill (Chair), Maxime Belletête, Victor Benz, David Lynch, and Richard Trimble in attendance and no regrets received. Staff support Evelyn Spence and Roseanne Gauthier were in attendance. Jean Boudreau, President, ex-officio non-voting member, was present; Changiz Sadr, Director, PEO, was an observer in attendance.

1. Call to order

The meeting was re-convened at 12:30pm ET.

4.2 Round 2 policy reviews (cont'd):

a) Policy 4.12 – Board self-assessment

Staff's initial proposed changes were accepted with no further adjustments required.

b) Policy 4.2 – Directors' responsibilities

Staff's initial proposed changes were accepted.

Additional changes: replace "which" with "that" under subsection 1, bullet ii. Include the proposed additional examples of director responsibilities into section 2, and ensure all points relating to decision-making are moved to subsection 1(d).

c) Policy 5.4 – Communication and support to the Board

Staff's initial proposed changes were accepted.

Additional changes: That all references to the month of the Annual Meeting of Members be removed.

d) Policy 6.8 - Governance Committee terms of reference

Staff's initial proposed changes were accepted with no additional adjustments required.

e) Policy 6.13 – President-elect nomination and election process

Staff's initial proposed changes were accepted, with some adjustments.

The committee agreed to add reference to in-person and electronic ballots since virtual and hybrid meetings will continue.

Additional changes: a lengthy discussion ensued regarding section 6.13.2, eligibility, which the committee felt was problematic in practice. Under the current policy, a director could run for presidency in their third year of their second term, which would create issues and require special consideration should the candidate not be elected. The committee agreed to delegate final approval of this policy to N. Hill and

D. Lynch, following their further discussion of this policy offline. The committee also discussed and determined that it would be beneficial to restrict directors in their final year of their final term from running for election. This would mean that a director could, if they ran in their second year of their second term, sit on the Engineers Canada Board for up to 8 years, but not 9. It was decided that this provision (making a person in their third year of their second term ineligible) would not come into effect until 2022, so that directors have advance notice and knowledge of this policy change and can plan accordingly.

ACTION: N. Hill and D. Lynch to work together to confirm eligibility criteria and finalise the revised Policy 6.13, for presentation at the Board's February meeting.

f) Policy 7.9 - Process for in-camera meetings

The committee reviewed the additional changes, as discussed and requested at the November 17 meeting, and accepted them with no additional adjustments required.

ACTION: Staff to make additional policy amendments as noted above.

5. Code of conduct

Staff's initial proposed changes were accepted with some adjustments.

Adjustments to proposed changes: The committee discussed whether the revised Code of Conduct works in the context when the President has the conflict or is the subject of a complaint.

Additional changes: Staff to correct typos "of" to "or" under 4.3.2(1) and in 4.3.1(3)(a) – "origi" to "origin".

M. Belletête noted a preference that the code of conduct be separate from Board Policies.

ACTION: Staff to correct typos and further review the revised Code of Conduct and consider whether it works in the context where it is the President with the conflict or is the subject of a complaint. Once further adjustments are made, staff to circulate to the committee for email approval.

6. Review and oversight of Governance Committee strategic risks

The committee agreed that the governance processes currently in place are sufficient and it is therefore appropriate to keep the score for risk #5 (Duty of care – Board) and #43 (Implementation of governance improvements), as stated.

Additionally, the committee discussed risk #28 (AB and QB oversight) and questioned whether the score should increase, given concerns that the sub-committees are not pivoting as quickly as some key stakeholders need them to. It was clarified that risk #28 refers specifically to the Board's oversight of AB and QB, and not the accreditation process generally (which is a separate risk, #26). It was agreed that the processes currently in place (e.g. having the AB and QB representatives attend each meeting and provide updates to the Board on their performance against the strategic plan, as well as the AB's additional recent reporting on how it is addressing the EDC's concerns) are sufficient and it is therefore appropriate to keep the risk rating for this item as stated.

7. Work plan review

The committee reviewed the work plan.

8. Other business

No other business was discussed.

9. Next meeting

The final committee meeting is scheduled for March 3, 2021.

10. Termination

With no further business to address, the meeting was terminated at 2:00pm ET.