

Minutes of the Governance Review Task Force meeting
November 4, 2025 | 12:00pm – 1:30pm ET | Virtual meeting

Committee members in attendance	
Christian Bellini Sophie Larivière-Mantha Jennifer Quaglietta	John Van der Put Darlene Spracklin-Reid Michael Wrinch
Guests from Cosgrove & Co.	
Kathryn Cosgrove	Roddy MacDonald
Staff and support	
Joan Bard Miller, Manager, Governance and Board Services Mélanie Ouellette, Manager, Strategic and Operational Planning	Philip Rizcallah, CEO

1. Call to order and approval of agenda

C. Bellini welcomed everyone and called the meeting to order at 12:02 p.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 of interest were declared. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

3. Last meeting review

3.1 Approval of minutes

No comments or questions were received.

Moved and seconded

THAT the minutes of the October 20, 2025 meeting be approved.

Carried

3.2 Review of action table

No comments or questions were received.

4. Round 1 reporting

The Governance Review Task Force discussed the Round 1 reporting documents that were pre-circulated:

- *Draft Memo to Governance Review Workshop participants*
- *Round 1 Update and Future Direction* (outcomes of the workshop)
- *Draft Report on Round 1: Problem Identification*

The Task Force approved the Final Report on Round 1: Problem Identification. Subject to the suggested revisions to the Memo, the Memo and the Round 1 Update and Future Direction will be distributed to all workshop attendees on behalf of the Chair of the Task Force.

It was noted that a Presidents Group meeting will be organized to discuss the governance review in December. The Task Force Chair, Cosgrove & Co, the Engineers Canada CEO and President will be invited as observers. Presidents Group members will be asked how Engineers Canada can assist in providing information on the review to their respective council or board. Additionally, they will be asked if they would like the Task Force Chair to attend their respective council or board meetings to provide additional information or answer questions.

5. Round 2 Consultations

Cosgrove & Co. outlined for the Task Force their plan for Round 2 Project Activities. It was noted that an email will be sent on behalf of the Chair of the Task Force to the selected comparator organizations requesting an interview on their existing governance practices.

The Task Force discussed moving the Round 2 workshop from February to April to allow more time for consultations. A few members expressed the need to bring recommendations to Members at their May meeting before there is turnover in the Regulator Presidents and Engineer Canada Board Directors. It was agreed that the discussion would continue offline to ensure recommendations can be brought forward to the Members in May, regardless of any changes to the workshop schedule.

Task Force members were also encouraged to reach out to Cosgrove & Co. should they have any feedback on the proposed Table of Contents for the Round 2 report.

6. Other business

There was no other business.

7. Next Task Force meetings

The Task Force was satisfied with the proposed meeting schedule:

- February 6, 2026
- February 26, 2026 (to follow the Round 2 workshop)
- March 4, 2026
- March 17, 2026

It was noted that no further meetings will be held ahead of the December Board meeting. Documents for the December meeting will be made available to the Task Force via email prior to their circulation the Engineers Canada Board.

8. Meeting evaluation

The meeting was evaluated, and attendees agreed the meeting was productive and efficient.

9. Closing

With no further business to discuss, the meeting closed at 1:27pm ET.