

MINUTES of the HUMAN RESOURCES COMMITTEE MEETING

Tuesday, March 31, 2020 | 1:00pm-3:00pm ET | via webinar

Committee members in attendance	
D. Lynch (Chair) A. Bergeron J. Boudreau	J. Nagendran D. Nedohin-Macek
Regrets	
D. Gelowitz	
Observers in attendance	
C. Sadr	
Staff	
S. Francoeur C. Mash	G. McDonald

1. Call to order and approval of agenda

D. Lynch called the meeting to order at 1:02pm and acknowledged the unique working circumstances resulting from the global Covid-19 situation.

Agenda item three, HR Committee, was moved to follow other business, to facilitate technology efficiency and allow any individuals who may be in conflict in discussing the HR committee nominations to leave the call without having to re-connect. No other additions or changes were discussed.

The Committee approved the agenda as amended by consensus.

Moved by A. Bergeron, seconded by J. Nagendran

THAT the agenda be approved.

CARRIED

2. Review of last meeting

2.1. Approval of minutes

The Committee reviewed the pre-circulated minutes.

Moved by D. Nedohin-Macek, seconded by A. Bergeron

THAT the December 8, 2019 minutes be approved.

CARRIED

2.2. Review of action table

The action table was reviewed. The Committee was satisfied with the status of actions.

4. Results of the 2019 employee engagement survey and action plan

S. Francoeur provided an overview of the briefing note and executive summary circulated with the agenda book. Scores have increased and there was improvement in several areas. The report is very positive in reflecting the changes underway internally. The reporting was commended for clarity.

S. Francoeur highlighted that the responses were indicative of individuals' comfort with being open and honest. Three areas of focus for improvement have been identified:

- Performance Management
- Customer Focus/Innovation
- Organizational Vision

Staff working groups (volunteer participation) have been established to address each priority, and the first meetings are taking place this week. Future reporting mechanisms were discussed, and the following was captured:

- This briefing note and the executive summary (slides 1-38) will be circulated with the May Board agenda book.
- S. Francoeur will provide an update on this project to the 2020-2021 HR Committee at their first meeting. This update will likely focus on oversight on the work plans developed by staff working groups.
- The current plan is to share the results of the group efforts in the fall.

In addition to the working group efforts, an organization-wide succession plan is under development, which will also contribute to talent retention efforts.

ACTION: S. Francoeur to provide an update to the 2020-2021 HR Committee at their first meeting on the employee engagement improvement work, to include the work plans developed by the staff working groups as available.

5. Oversight of onboarding and director developments program

The Committee reviewed the suggestion improvements brought forward since the 2019 delivery of the orientation and the following was captured:

- a) Make sure directors understand that their fellow directors were not nominated the same way they were, and may not have the same relationship with their regulator*
This was recognized as an important point to highlight but should not receive significant focus other than raising awareness.
- b) Give directors an overview of the board policy manual and tell them where to focus (Section 4, Board responsibilities)*
The Committee supported this.
- c) Focus more on confidentiality and what it means (especially given that directors wear different “hats”)*
This was also recognized as important and it was agreed that focus should be given to this area.
- d) Explain the desire to limit the use of in-camera meetings - preferably only in face-to-face meetings, not via webinar*
The HR Committee agreed this was important to include and for good reason. It was agreed that when incorporating this into the presentations, common concerns and pitfalls with confidentiality should be included so that everyone understands the context is not to discourage in-cameras, but that they should be considered carefully in virtual settings. Directors who feel an in-camera will be important in a virtual setting should be encouraged to flag it in advance of the meeting so it can be considered within the agenda order and dealt with efficiently to respect individuals time, especially when participants need to hang up and reconnect.
- e) Explain harassment*
The Committee suggested that this topic should be more specific. A. Bergeron noted that this slide could be focused on understanding the code of conduct, as it has been recently revised to include harassment.
- f) Provide mentors for new directors – a more senior director who they are paired with to coach them and answer questions during their first year on the Board*
The Committee agreed that this item requires more consideration before it can be implemented. D. Lynch noted that mentors will need access to training, it is not an easy, straightforward role for some. The Board will need to be consulted and HR will need to be included in the oversight for the program to work. C. Sadr noted the informality of the mentorship he has experienced with A. Bergeron and D. Chui and how helpful it has been in his first year as a director.

- g) *Teach directors how to “wear different hats” given their roles as EC director and as members of other councils and/or reporting to other councils.*

The Committee suggested that this item focus on raising awareness of what it means to wear “different hats” and that the quoted information originally included as part of the briefing note should not be included in the presentation.

The conversation sparked a reminder that the Board requires a secure method to share confidential in camera documents. This has been documented as part of the investigation into appropriate board tools taking place in 2020-2021.

ACTION: Discuss Board member mentorship at a future meeting, to capture next steps prior to consulting with the full Board. Staff to include mentorship training as a potential “director development” activity.

ACTION: Staff to use the feedback, in addition to the Committee suggestions as noted above, with the exception of the Board mentors, to augment the slides for circulation by email to the HR Committee for input and feedback prior to delivery to the new directors, currently scheduled for Thursday, May 21.

6. Recommendation from the Governance Committee – Appointment of new directors to Board committees

The HR Committee reviewed the Governance Committee’s recommendation, formulated with direct feedback received from first- and second-year directors based on their experience with committee involvement. It was noted that the responses vary significantly based on the individual and their level of experience with Engineers Canada. The HR Committee agreed to the Governance Committee’s recommendation and will consider each candidate’s involvement on an individual basis.

ACTION: Staff to communicate that the HR Committee accepts the recommendation, to be implemented for the upcoming committee structure discussions.

7. Policy review requests from the Governance Committee

The Committee discussed the policy review requests and the following was captured:

Policy 4.7 – Monitoring the CEO

The Committee agreed that Policy 4.7 accurately supported the process followed this cycle. One change was suggested, to add “subject to contract” to #1 and #3 under annual compensation review, to support that any changes made will not negatively affect an established contract. This change ensures the existing contract cannot be violated.

Policy 5.7 – Compensation and benefits – (new item #2)

The HR Committee agreed to the Governance Committee’s proposed addition, that any changes to the CEO benefits be approved by the Board. Oversight of this will be answerable through the existing processes.

Policy 6.12 – HR Terms of Reference

The Governance Committee requested guidance on whether an additional responsibility should be added to the terms of reference, to support the oversight of succession planning for key personnel. The Committee discussed the level of adequate oversight required in this area, and agreed to suggest adding the following responsibility to address the gap:

- Annually confirm with the CEO the presence of succession planning for the direct reports to the CEO.

ACTION: Staff to prepare a response to the Governance Committee using the feedback presented above.

8. Review of the work plan

8.1. 2019-2020 work plan

The work plan was reviewed, no comments or questions were received.

8.2. Discussion on 2019-2020 achievements and recommendations for 2020-2021 work plan for year-end Board report

The Committee noted the following areas of focus for 2020-2021:

- The formal 360 and compensation review for the CEO will be undertaken, marking three years since G. McDonald was appointed to the role in 2018.
- Oversight of director professional development planning.
- Oversight of volunteer database project (middle to end of 2021).
- Oversight of the employees' engagement work plans resulting from the 2019 survey

9. Other business

No further business was brought forward.

3. Recommendation for HR Committee nominees for 2020-2021

D. Nedohin-Macek and C. Sadr exited the webinar.

The remaining Committee members reviewed the list of individuals who indicated an interest in serving on the HR Committee via the director self-assessment survey. Diversity, representation of various sizes of regulators across the country, and the appropriate level of knowledge continuity were all considered, and the 2019-2020 HR Committee agreed to recommend the following 2020-2021 HR Committee composition:

- a. Past-president David Lynch, APEGA
- b. President Jean Boudreau, APEGNB
- c. *President-Elect as selected in agenda item 7.1*
- d. Ann English, CEO, Engineers and Geoscientists BC (CEO Group member, as communicated at Feb 26 Board meeting)
- e. Dawn Nedohin-Macek, Engineers Geoscientists MB
- f. Kelly Reid, PEO
- g. Chris Zinck, Engineers Nova Scotia (alternate, in the event that any of the previous are elected as President-elect)

ACTION: Staff to follow up with directors who did not submit their committee preferences when reaching out to soon-to-be-appointed directors, in advance of the May HR Committee meeting.

10. Adjournment

With no further business to discuss, the meeting was closed at 3:00 pm.

Moved by A. Bergeron, seconded by J. Boudreau

THAT the meeting be terminated.

CARRIED