

Minutes and Notes of the Governance Committee Meeting

April 1, 2020 11:30am-1:00pm ET (held via webinar)

Committee members in attendance	
J. Holm, Chair A. Bergeron	G. Faulkner C. Lamothe
Regrets	
None	
Observers in attendance	
D. Lynch	C. Sadr
Staff and support	
C. Mash S. Price	E. Spence

1. Call to order and approval of agenda

J. Holm, Committee Chair, opened the meeting at 11:33am (ET) and welcomed the participants. The agenda was approved as presented by consensus.

2. Review of last meeting

2.1. Approval of February 5 minutes and review of February 28 notes and action items

The minutes from February 5, 2020 were approved as presented by consensus and the notes from February 28 were reviewed with no noted amendments.

2.2. Review of action table

The committee reviewed the list of past action items, noting that all actions are complete or on track.

3. Board self-assessment

S. Price presented the report generated directly from the online survey results. The Governance Committee is tasked with extracting major trends to be supported with professional development opportunities. The committee noted the assessment survey participation rate of just over 60% as disappointing.

ACTION: Staff to modify the report to include the following, for final oversight by the committee via email:

- overall impressions following the review of results
- an endnote to the section on accreditation board (AB) oversight, to communicate the number of Board members who participated in AB visits this year

4. Draft net asset policy

The draft policy was presented, following input from J. Holm and S. Price. The committee agreed with the changes and comments proposed in the document, and that a clean copy should be circulated to the committee for final oversight prior to reverting to FAR.

ACTION: Staff to circulate a clean version of the net asset policy to the committee members, and to coordinate the final oversight by the FAR Committee.

5. Policy review

For policies not requiring major changes, it was agreed to recommend the review period be adjusted to bi-annual.

Policy 9.1 Board approved documents and products AB

It was noted that reference to the dean's association requires updating in point #7 and that "regulators" be moved from the bottom sentence to the first sentence, to highlight their important role in consultation. It was agreed to suggest that the review period be adjusted to bi-annual.

ACTION: Staff to amend policy 9.1, point 7 as noted above.

Policy 9.2 Board approved documents and products QB

No further changes were identified in reviewing this policy.

Policy 9.3 Board approved documents and products - NPS

No further changes were identified in reviewing this policy.

Policy 6.12 Human Resources committee terms of reference

The Human Resources (HR) Committee reviewed this policy at their March 31 meeting and edits were recommended, as listed in the action below, with support from the Governance Committee.

ACTION: Staff to adjust policy 6.12 as follows:

- **The CEO Group advisor serving on the HR Committee has been considered a voting member and will be adjusted in the policy for clarity**
- **Update the section addressing quorum, to provide clarity that the CEO advisor is a voting member, and to simplify the language**
- **Include oversight of succession plans for direct reports to the CEO**
- **Include review of the staff engagement survey**

ACTION: Staff to adjust the HR Committee webpage to reflect the voting status of the CEO advisor.

Policy 6.10 – CEQB Terms of refence

No other changes were identified in reviewing this policy, following the preliminary review on February 28.

Policy 6.13 President-Elect nomination and election process

No other changes were identified in reviewing this policy, following the preliminary review on February 28. Discussions were had concerning the online voting process that will be held this year, and although online processes are supported in the bylaws, it was proposed to consider adding some text to this policy to support virtual elections.

ACTION: Staff to coordinate with A. Bergeron to make any amendments, as necessary, to ensure virtual elections are supported.

Policy 6.1 Board committees and task forces

No further changes were identified in reviewing this policy.

Policy 6.8 Governance committee terms of reference

No further changes were identified in reviewing this policy. It was agreed to recommend the review period be adjusted to bi-annual.

Policy 6.9 Canadian Engineering Accreditation Board (CEAB)

No further changes were identified in reviewing this policy.

Policy 7.2 Board relationship with CFES

No further changes were identified in reviewing this policy.

Policy 7.3 Board relationship with NCDEAS (EDC)

No further changes were identified in reviewing this policy.

Policy 7.4 Board relationship with other organizations

No further changes were identified in reviewing this policy.

Policy 1.4 Three-Year Strategic Plan

This policy has been referred to the Strategic Plan Task Force for review, and it was noted that most likely, the task force will be recommending removal of the reference to “three-year”, to provide more flexibility. Additionally, the Governance Committee agreed to add a sentence to clarify how adjustments are made to an approved plan.

ACTION: Staff to adjust Policy 1.4 to include a sentence for the process to adjust the plan.

Policy 4.10 Standing Agenda Items

No further changes were identified in reviewing this policy.

Due to time constraints, the following items were deferred to a future meeting:

- New adjustments: Policies 4.3, 5.0/5.4, 4.0 (*addressed April 6 meeting, below*)
- Proposed changes following review by FAR of finance related policies (Summary, 5.3, 5.5, 5.6, 5.7, 6.4, 7.1) (*Deferred to 2020-2021 Governance Committee*)

6. Board size report

J. Holm provided an update on the feedback received, following the draft presentation at the February meeting. The committee discussed the proposed motions, and the original goal of completing the task as assigned by the Board to the Governance Committee which was to produce the requested report. The briefing note language will be revised to ensure the intent is clear, that the Governance Committee is presenting a report for consideration, and not recommending that the Board consider reducing its size.

ACTION: S. Price to circulate the revised briefing note with the feedback above, for committee approval via email before April 7.

7. Content of governance effectiveness survey

This item was deferred to a future meeting.

8. Review of work plan

This item was deferred to a future meeting.

9. Other business

No other business was discussed.

10. Next meetings

This meeting marked the last scheduled meeting of the 2019-2020 committee. J. Holm was thanked for his work as chair. Plans for additional meetings will be circulated via email, as required.

11. Adjournment

The business of the meeting was not finished; however the meeting ran over the allotted time and was adjourned at 1:15pm ET.

Continuation of April 1 Governance Committee Meeting - April 3, 2020 11:30am-12:00pm ET (held via webinar)

The meeting re-convened to continue the unfinished business of the April 1, 2020 meeting, with Governance Committee members J. Holm, A. Bergeron, G. Faulkner and staff support S. Price and C. Mash in attendance; C. Lamothe sent regrets. No observers were in attendance.

1. Call to order

The meeting was re-convened at 11:30am ET.

2. Draft net asset policy

Following the April 1 committee meeting, S. Price and J. Holm completed their review of the policy and circulated the revised draft by email. The committee agreed that the revised draft is ready for referral back to the FAR Committee, for review in advance of recommending to the Board for approval at a future meeting.

3. Board size report

S. Price circulated a revised version of the motion text, following the committee's feedback provided on April 1. The committee agreed that the new motions capture the intent of the task that was delegated, and further adjustments were made to the report to remove reference to "proposal", and to change the report title to "Governance Committee report on Board size", to better reflect the content and the source of the work.

4. Board self-assessment

The report was adjusted to address the feedback received on April 1. The committee agreed that the revised draft is ready for presentation to the Board.

5. Next meeting

The committee agreed to reconvene briefly again on April 6 in order to conclude the business of the April 1 meeting, with the focus on completing its review of policies already underway, specifically policies 4.3, 5.0/5.4 and 4.0. Oversight of the FAR committee's review of finance-related policies, completed in March, will be transferred to an agenda for the 2020-2021 Governance Committee, before recommending approval of the suggested changes at a future meeting of the Board.

6. Adjournment

The meeting was adjourned at 11:55am ET.

Continuation of April 1 Governance Committee Meeting - April 6, 2020 11:30am-12:00pm ET (held via webinar)

The meeting re-convened to continue the unfinished business of the April 1, 2020 meeting, with Governance Committee members J. Holm, G. Faulkner and staff support S. Price in attendance; A. Bergeron and C. Lamothe sent regrets. No observers were in attendance.

There was no quorum for the meeting, notes only.

1. Call to order

The meeting was re-convened at 11:37am ET.

2. Policy review

Policy 4 Roles of the Board pre-amble

No further changes were identified in reviewing the revised pre-amble, which will be added to the beginning of all section 4 policies following Board approval.

Policy 4.3 – Code of conduct

No further changes were identified in reviewing this policy, which was revised to include a statement that harassment is not tolerated, and that that directors and committee members who are no longer in good standing with their provincial regulators will be suspended from Engineers Canada activities.

Policy 5.4 – Communication to the Board

No further changes were identified in reviewing this policy, which was revised since the last Board approval in December, to include a statement that directors will not serve on operational committees.

3. Other business

S. Price noted that concern has been raised by a Member about the level of support required for the motions to be considered on Board size, where 2/3 majority support would be preferred over the proposed simple majority. This will be further discussed at the Board meeting in May.

4. Next meeting

No other meetings are currently scheduled.

5. Termination

With no further business to address, the meeting was terminated at 11:57am ET.