



MINUTES of the HUMAN RESOURCES COMMITTEE MEETING
 Sunday, December 8, 2019 | 8:30am-12:00pm ET
 Hilton Garden Inn and Homewood Suites Ottawa Downtown

Committee members in attendance	
D. Lynch (Chair) via teleconference A. Bergeron J. Boudreau	D. Gelowitz J. Nagendran via teleconference D. Nedohin-Macek
Observers in attendance	
None present at this meeting.	
Staff	
S. Francoeur C. Mash	G. McDonald S. Price

1. Call to order and approval of agenda

D. Lynch called the meeting to order at 8:37am. The Committee approved the agenda by consensus.

Moved by A. Bergeron, seconded by D. Gelowitz

THAT the agenda be approved.

CARRIED

2. Approval of October 3, 2019 minutes

The Committee reviewed the pre-circulated minutes.

Moved by A. Bergeron, seconded by J. Boudreau

THAT the October 3, 2019 minutes be approved.

CARRIED

3. Corporate secretary

The Committee was in support of the briefing note recommending that the Board appoint Evelyn Spence, Legal Counsel as Secretary. G. McDonald provided an overview of the proposal and noted S. Price's exemplary work while holding the office. As the Executive Vice-President, Regulatory Affairs, S. Price will be called upon from time to time to advise the Board on operational and management issues, which has the potential to conflict with the Secretary role she is performing. Additionally, E. Spence's in-depth knowledge of corporate and employment law will be an asset for this position given the increasingly complex nature of business. S. Price and E. Spence have both been consulted and are supportive of this change in responsibilities.

S. Price reported that a director has recently requested clarity on the reporting structure of the secretary position, specifically to understand why the secretary is not a direct employee of the Board and instead reports to the CEO. G. McDonald noted that it is more common that the secretary be an employee of the organization, although, with respect to Board work, the individual holding the office reports to the Board and not to the CEO. The Committee agreed that with a short addition made to the briefing note to address this enquiry, the report is approved for recommendation to the Board at the February meeting.

ACTION: Staff to adjust the briefing note to incorporate brief research supporting why the individual holding the office of secretary also reports to the CEO at Engineers Canada. Any differences between provincial and national laws that reference secretary reporting structure should also be noted.

4. Board assessment questionnaires

D. Lynch introduced the assessment questionnaires as prepared by S. Francoeur and C. Mash, using the content in Engineers Canada Board policies, in addition to consulting the templates provided by PEO, APEGA and G. McDonald. The Committee agreed to the following adjustments:

- General feedback:
 - Combine the Board and Director related surveys into one, with the chair assessment survey remaining as a separate link.
 - The HR Committee agreed that analyzing the Board assessment survey results fits well with the Governance Committee's work plan. They recommend that the Governance Committee consider assuming the oversight of the report and recommendations for this year's process.
- Board assessment:
 - Include a comment field after each responsibility ranking.
 - Separate, into the multiple questions, any responsibilities that reference multiple groups.
- Director self-assessment:
 - Add, as optional demographic questions, the following (not included in the competency profile):
 - Indigenous identity
 - Academic background (graduate of CEAB/non-CEAB)
 - Clarify the purpose of the open-ended question regarding development opportunities.
 - Committee/chair interest question:
 - make it multiple choice listing the available positions
 - indicate that the question is "over the course of your time on the Board"
 - specify that "The following information will be used in confidence by the HR Committee during their selection of committee members and chairs".
- Director peer-assessment:
 - Add a column for "not able to measure".
 - Although included in the policy, it was decided that meeting to discuss results with the president-elect would be optional.
 - Include two types of open-ended comment areas per criteria ranking, one for sharing with the individual and one for confidential communication with the president-elect.
 - As this is the trial round of a new process, it was agreed to not share results with regulators at this time and to focus efforts on ensuring it runs well. Following the first implementation, the HR Committee could discuss amending the assessment policy to clarify one of the purposes as "to inform regulators of the director's performance".
 - Adjust the frequency of the peer-assessment to occur the second year of the first term and the first year of the second term. The Committee recommends this change to reduce the total number of peer-assessments from three to two over a director's six-year term, while achieving the outcome of director self-improvement and informing the chair selection process.
- Chair assessment:
 - Clearly indicate that due to the timing of the survey distribution being so close to the end of some of the Committee terms, the survey results are for personal feedback and may not influence operations of the current committee structure.

ACTION: Staff to adjust the proposed questionnaires and briefing note as per the feedback received, for inclusion in the Board agenda book for approval at the February meeting.

ACTION: Staff to ensure the Governance Committee receives the Board assessment questionnaire for information and considers the proposal to assume oversight of analyzing the results and preparing the report and recommendations.

ACTION: Staff to ensure the Governance Committee reviews the draft chair assessment policy.

ACTION: Staff to ensure the following policy adjustments are addressed during the Governance Committee's policy review:

- **Policy 4.13, director assessment, is modified to:**
 - make the peer assessment results conversations with the president-elect an optional activity.
 - adjust the frequency of the peer-assessment process.
- **Policy 4.9, President's role is modified to include past-president and president-elect responsibilities.**

5. HR updates

S. Francoeur provided a verbal update. The staff survey has been distributed via Talent Map with a 91% response rate received so far. The survey includes the same questions as the 2017 survey, with 3 additional areas included this year: diversity, safety and mental health. Results are expected in early January, followed by the development of a workplan with timelines, which will be presented at the next HR Committee meeting.

The new human resource information system implementation project remains on schedule and will allow employees to view their personal time management systems, among many other benefits. This project's launch is planned for February 1. S. Francoeur reported that the platform is being further explored for volunteer database functionality.

6. Review of the 2019-2020 Committee work plan

The work plan was reviewed and it was noted that items #7 and #10 may require adjustment following the Governance Committee's response to assuming the oversight of the Board assessment survey report and recommendations.

7. CEO compensation

At 10:45am, the Committee agreed to move in camera to discuss CEO compensation. All staff were asked to leave with the exception of S. Francoeur who delivered information on the summary of EC staff turnover and interviews by HR Director (item a).

Moved by A. Bergeron, seconded by D. Gelowitz

THAT the meeting move in-camera and be closed to the public at the recommendation of the Committee. The attendees at the in-camera session shall include HR Committee members and the HR Director.

CARRIED

- a) Summary of EC staff turnover and interviews by HR Director

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

THAT the meeting move in-camera and be closed to the public at the recommendation of the Committee. The attendees at the in-camera session shall include HR Committee members.

CARRIED

- b) Review results of mini-360 interviews of Directors, CEOs and staff
- c) Consider CEO self-assessment of 2019 accomplishments
- d) Consider CEO Objectives for 2020

The meeting reached the end of its allotted time on December 8, 2019 and the meeting was suspended and then resumed in-camera on December 18, 2019 for agenda items 7(e) and 7(f).

- e) Questions for CEO regarding 2019 accomplishments & 2020 objectives
- f) HR Committee recommendations for Board Approval on February 26 (CEO compensation adjustment, CEO Objectives for 2020)

Moved by A. Bergeron, seconded by D. Gelowitz

***THAT the meeting move back into open session.
CARRIED***

ACTION: D. Lynch to request the office circulate doodle poll to the Committee for a follow-up in-camera conversation with CEO, with preference given to December 18.

8. Other business

It was suggested that the agenda should have a list of committee members, staff and observers who will be attending the meeting.

It was suggested that Engineers Canada staff should prepare annual HR performance reports.

9. Adjournment

With no further business to discuss, the meeting adjourned at 12:25 pm.