

GOVERNANCE COMMITTEE WEBINAR

February 11, 2019 (11:00 – 1:30 ET)

APPROVED MINUTES

Committee Members in attendance			
R. Kinghorn, Chair	A. Bergeron	L. Champagne	L. Doig
J. Holm	S. Devereaux		
Staff			
S. Price			
Observer			
C. Comeau	P. Culhane		

	Item
1	<p><b>Opening of meeting and approval of agenda</b></p> <p>The Chair opened the meeting at 11:30 and welcomed the committee.</p> <p>Moved by L. Champagne, seconded by A. Bergeron</p> <p><i>THAT the agenda be approved as written.</i></p> <p>Carried</p>
2	<p><b>Approval of minutes from November 28, 2018</b></p> <p>Moved by J. Holm, seconded by L. Doig</p> <p><i>THAT the Governance committee approve the minutes as written from November 28, 2018.</i></p> <p>Carried</p>
3	<p><b>Review of APEGA, PEO and OIQ consultation results</b></p> <p>R. Kinghorn commented that there was one slide for this item. A discussion occurred surrounding the topic of fiduciary duty. At every consultation there has been a discussion on this, and it is agreed that each Director does have responsibility to Engineers Canada, but it is up to each individual to define this for themselves. The process of having council's authority to approve positions is not something that should be codified as it may change from issue to issue, depending on the nature of the issue.</p> <p>P. Culhane commented on the positive nature of the three consultations with the large regulators.</p>
4	<p><b>Review of strategic planning process</b></p>

	<p>S. Price referenced the Strategic Planning Process Diagram and noted that the length of time is due to using the Board meetings as the events for consultation with the regulators. Though it was suggested to include this diagram in the policy, it was agreed that diagrams should be outside of the policy to provide flexibility, especially given that small details such as meeting dates should be able to be changed without having to modify the policy.</p> <p>The name of the Board Retreat should be updated to Board Strategic Retreat. The suggestion for this upcoming workshop is an overview of the initial implementation of the Strategic Plan and the development of the sub strategies. CT Labs suggested that the board strategic retreat in Year 1 could be used to look inside the industry, for professional development, or educational purposes. It was also suggested that items such as scientific developments or advancement of the engineering profession could be discussed yet the discussion must be kept within Engineers Canada’s Purposes. Another suggestion was to have the Professional Standards Authority to come in from the UK, if they are in Canada for the work they are doing with PEO.</p> <p>A. Bergeron noted that she believes the Board agenda should include thirty minutes for generative discussion. To be discussed with the Executive Committee.</p> <p>Next steps are to present the Strategic Planning Process for the information to all Directors at the May meeting. It is an internal document, which does not require approval.</p> <p>A. Bergeron asked about the feedback loop for monitoring performance against the plan. S. Price explained the performance assessment plan.</p> <p>The use of the phrase “what else” should be updated to indicate that items will be focused on and prioritized in the strategic plan.</p>
5	<p><b>Governance, Strategic Planning and Consultation Project closeout</b></p> <p>The final consultations will take place on February 28, 2019. Any supported Governance 2.0 recommendations will require updates to policies and bylaw. The proposed new policies and bylaws will be drafted for approval at the May meetings.</p> <p>There will be a project closeout report completed in consultation with the Board. This will include lessons learned for future projects. It is anticipated the report will be available in the summer.</p> <p>It was suggested that this year’s survey to directors regarding the new committees that they are interested in should include a self assessment against the competency profile.</p>
6	<p><b>Implementation of the Nominations Task Force recommendations</b></p> <p>. S. Price raised the importance of change management in the implementation of the Nominations Task Force Recommendations. There is an operational risk if we do not take action to mitigate the impact of the recommendations on volunteers and allow time for adoption.</p>

	<p>Term limits for the Board of Engineers Canada currently allows individuals to serve beyond six years if serving as the president elect, president and past president, so this should be a consideration for the AB and QB vice chair, chair and past chair roles.</p> <p>There is currently an expectation of serving nine years when being asked to be part of the QB or AB so to reduce terms to six years will require appropriate change management which may include implementation over a period of time.</p> <p>Identifying a vice chair elect could be part of the succession planning in order that timelines to consult with regulators on appointments are not rushed. Another suggestion is to set a zero point to allow the QB and AB time adapt to the change.</p> <p>S. Price to summarize and re-send the objections from AB and QB to all committee members.</p> <p>It is important to maintain the exceptions in the policy, and track their use. Exceptions that occur more than 50% of the time are no longer an exception. The Nominations Task Force consciously removed examples of when exceptions could occur, but given the negative feedback, it might make sense to put these back in. The intention of the Nominations Task Force was only that there should be a conscious decision made when requesting exceptions and that a rationale should be required. It was not intended to eliminate exceptions.</p>
7	<p><b>First review and assignment of policies for May Board meeting</b></p> <p>The Members Manual that would be part of the comprehensive volunteer management plan should include reference documents that are relevant for directors, but are not policy (e.g. annual agenda planner).</p> <p>All policies were assigned for further review. S. Price to email Word versions. Any comments should be shared with the whole group.</p>
	<p><b>Policy 1.4 Three Year Strategic Plan</b> R. Kinghorn</p>
	<p><b>Policy 4.10 Annual agenda process</b> A. Bergeron</p>
	<p><b>Policy 6.2 Appointment of CEAB and CEQB members</b> J. Holm and L. Doig</p>
	<p><b>Policy 6.3 Role of directors on CEAB and CEQB</b> J. Holm and L. Doig</p>
	<p><b>Policy 6.9 Accreditation Board Terms of Reference</b></p>

	J. Holm and L. Doig
	<b>Policy 6.10 Qualifications Board Terms of Reference</b> R. Kinghorn and S. Devereaux
	<b>Policy 6.12 Roles of the Chairs of CEAB and CEQB</b> R. Kinghorn and S. Devereaux
	<b>Policy 7.4 Board relationship with other organizations</b> A. Bergeron
	<b>Policy 9.1 Board-approved documents and products, Accreditation Criteria and Procedures Report</b> L. Champagne
8	<b>Other business</b> A Doodle poll will be circulated for monthly meetings to work through these policies. The committee will meet Thursday February 27 <sup>th</sup> for a breakfast meeting. L. Champagne will join by phone. All others expect to be on site by then.
9	CLOSING – All business was completed, and the meeting ended at 12:35pm.