

MINUTES of the HUMAN RESOURCES COMMITTEE MEETING

Thursday, October 3, 2019 2:00-4:00pm ET at the Courtyard Marriott Ottawa

| | |
|--|---|
| Committee Members in attendance | |
| D. Lynch (Chair) A. Bergeron J. Boudreau | D. Gelowitz J. Nagendran D. Nedohin-Macek |
| Observers in attendance | |
| None present at this meeting. | |
| Staff | |
| S. Francoeur | C. Mash |

1. Call to order and approval of agenda

D. Lynch called the meeting to order. The Committee approved the agenda by consensus.

2. Approval of August 20, 2019 minutes

The Committee reviewed the pre-circulated minutes. An amendment was required under item 4, work plan- no changes were made and the minutes should be adjusted to accurately reflect the decision to not adjust the work plan.

Moved by D. Gelowitz, seconded by J. Boudreau

THAT the minutes be accepted as amended.

CARRIED

3. CEO compensation

S. Francoeur and D. Lynch reported that the Boyden contract does not include a 360 degree evaluation of the CEO. The HR Committee will be moving forward with an internal CEO evaluation process as per the policy 4.7-Monitoring of CEO. The Committee agreed that policy 4.7 should be reviewed by the Governance Committee to ensure it adequately supports the evaluation process. The following pre-circulated documents to support the process were reviewed:

- Policy 4.7-Monitoring of CEO
- 2019 CEO Objectives, as approved by the Board.
- 360 guidance from Boyden.
- Interview guidelines, as used in 2018.
- Lists of staff-direct reports, CEO Group and Board members, including up to date contact information.

To respect confidentiality, the CEO contract was not included in the documentation. D. Lynch will review the CEO contract and bring forward any special conditions that require attention.

The Committee discussed a schedule for interviews with various CEO Group members, Board members and direct reports from staff. Each Committee member agreed to conduct a minimum of three interviews. To ensure fair opportunities to provide relevant and helpful feedback for the CEO evaluation, the following criteria were considered:

- The 2018 schedule was consulted, and efforts were made to ensure that as much as possible, those who were interviewed in 2018 would not be repeated in 2019 unless strategically necessary.
- Efforts were made to ensure representation, while reducing duplication, amongst all regulators where possible.

- The Committee expressed a preference for more experienced board members, CEOs and staff over those who are only a few months into their new roles.
- It was agreed that interviews should be executed by Board Members and that the CEO Group representative to the HR Committee, J. Nagendran, will not be performing interviews.

In 2018, interview candidates were provided with a short personal email from the interviewer explaining the process and some proposed dates for the interview to take place, in addition to the list of questions. On average, interviews take approximately one-hour and the preferred method is in person or via skype where possible.

The Committee agreed that a list of recent staff turnover could be used as a KPI for the evaluation. It was noted that in the absence of an HR professional, recent staff departure exit-interviews were performed by the CEO. S. Francoeur agreed to contact the last three employees who have tendered resignations to capture their exit feedback and to summarize findings for circulation to the Committee.

ACTION: Request that the Governance Committee review policy 4.7 to ensure it continues to meet the needs of the CEO evaluation process.

ACTION: Committee members to complete assigned interviews and deliver feedback summaries to D. Lynch by October 31 for compilation and circulation in advance of the December 8th Committee meeting.

ACTION: S. Francoeur to provide translated interview questions and invitation email to A. Bergeron and coordinate interview meeting date to assist with French interview.

ACTION: S. Francoeur to produce and circulate a list of staffing turnover to the Committee.

ACTION: S. Francoeur to perform exit interviews and to summarize and circulate the feedback to the Committee.

4. Review of the Human Resources Committee 2019-2020 work plan

The Committee reviewed and discussed the workplan and upcoming deadlines, noting that the CEO self-assessment of accomplishments in 2019 and draft and CEO objectives for 2020 are required in advance of the December 8th HR Committee meeting.

Discussion was had around items 7 and 8 that support the Board performance evaluation process. The HR Committee is tasked with overseeing the individual director assessment process, while the Governance Committee will be working on evaluating the overall governance of Engineers Canada. It was noted that item 7 of the HR work plan, “confirm structure and content of the Board performance questionnaire” might be better aligned with the Governance Committee workplan and may require delegation to the Governance Committee.

It was noted that the Board self and peer assessment processes are new and will require building, and there may not be enough time to meet deadlines as listed in the workplan. Questions for these evaluations should relate back to Board responsibilities as listed in the policies. PEO and APEGA have documentation that could be shared. S. Francoeur will review the sample resources as discussed and the work involved and report back to the Committee with any concerns for timelines. A teleconference may be scheduled in November, prior to the December face-to-face meeting in Ottawa, to ensure the Committee remains on track for these items.

Ideas were discussed for director development, noting that APEGA encourages their directors to complete a 2-day program with the Institute of Corporate Directors as part of their orientation.

ACTION: D. Lynch to work with G. McDonald for the CEO 2019 self-assessment process and CEO objectives for 2020, ensuring they are ready for circulation with the December 8th agenda.

ACTION: D. Lynch and A. Bergeron to share sample board member evaluation documentation with S. Francoeur.

ACTION: S. Francoeur to review the Board evaluation plans and sample documentation from PEO and APEGA and further advise the Committee on projected timelines.

ACTION: C. Mash to amend deadlines for items 9 and 10 to ensure they reflect May meeting deadlines and not February.

5. Other business

Meeting schedules for December in Ottawa were discussed and may need to change to accommodate travel schedules.

S. Francoeur provided a brief update on upcoming improvement initiatives for Engineers Canada staff engagement, including an HR survey that will be circulated to the staff in November.

ACTION: Committee members with conflicts for the December 8th meeting to contact D. Lynch as soon as possible so that accommodations can be made.

6. Adjournment

With no further business brought forward, the meeting adjourned at 3:34 pm.