



MINUTES of the GOVERNANCE COMMITTEE MEETING

September 6, 2019 1:00-3:00pm ET (held via webinar)

Committee Members in attendance	
J. Holm, Chair A. Bergeron	G. Faulkner C. Lamothe
Observers in attendance	
C. Sadr	
Staff	
C. Mash S. Price	

1. Call to order and approval of agenda

The Chair opened the meeting at 1:03pm (Eastern Time) and welcomed the Committee members and observers. It was agreed to approve the agenda as presented.

2. Approval of June 28 minutes

The minutes were circulated with the agenda book. A request was made to add a sentence to clarify that items 4b and c under other business, the operational committees and CEO job description respectively, arose following discussions had at the orientation session.

***Moved by J. Holm, seconded by A. Bergeron
THAT the minutes from June 28 be approved as amended.
Carried***

3. First review of policies

S. Price introduced the policy update work done to date and explained that the table of contents in the policy manual will be adjusted once the Committee has completed their review and the Board has approved the recommended changes. The Committee agreed to this proposal and that policies will be referred to in their current number structure until the update is complete.

It was also noted that changes made to statements that are duplicated across several policies (such as pre-ambles) will be finalized throughout the manual as needed once the Board has agreed to the proposed changes.

Policy 4.6 – Accountable to the Board

The Committee discussed combining this policy with the Board management delegation policy (current 4.11). It was agreed that the existing Board management delegation policy (4.11) covers more detail

than 4.6 and that the only missing clause, that the chairs of the Accreditation and Qualifications boards are included as assignees to the work of the strategic plan, could be incorporated into 4.11.

ACTION: Staff to combine policies 4.6 and 4.11, accounting for any required number updates.

Policy 4.9 – President’s role

The Committee discussed whether the president can attend audit committee meetings. It was noted that the president could leave the meeting should a question/discussion arise around the president’s expenses.

It was agreed that this policy would continue to be reviewed annually.

ACTION: Staff to research if there are any issues with the president attending audit committee meetings; if no issues are present following the review, remove point 5 of the policy.

ACTION: Staff to update the pre-amble that defines the role of the Board on all policies as necessary.

Policy 4.11 – Board management delegation

As previously decided within the discussion for policy 4.6, 4.11 will be updated to incorporate 4.6. 4.11 will also be reviewed for minor editorial changes, ensuring accordance with the Engineers Canada Style Guide, and to ensure number references are accurate.

It was noted that since the Executive limitations will address what is acceptable and not acceptable, section point 3B should be revised to end the sentence at “...the CEO may exercise.”, to promote simplicity and to reduce duplication.

Section 3C was identified as no longer required.

ACTION: Staff to make the following amendments to policy 4.11:

- **Add CAEB and CAQB to section 3A to read: “The Board will instruct the CEO and the chairs of the Accreditation and Qualifications boards through its strategic plan...”**
- **Revise existing points B and D for clarity.**
- **Remove section 3C.**

Policy 5.4 - Communication and support to the Board

The Committee agreed that changes are required to bring this policy in line with the recent Governance and Strategic Planning Consultation (GSPC) work.

It was noted that while the Board should be aware of which Staff policies exist, they do not need access to the policies themselves.

It was identified that work needs to be done to identify and draft necessary volunteer policies; currently the only volunteer policy that exists refers to expenses.

ACTION: Staff to make the following amendments to policy 5.4:

- **Re-write to incorporate GSPC decisions and timelines, for review by the Committee.**

- **Separate section 3 into 2 points:**
 - **The Board is aware of volunteer policies.**
 - **The results of the employee engagement surveys are shared with the board.**
- **Formatting changes in accordance with the Style Guide.**

Policy 5.5 – Asset protection

The Committee agreed that this policy continues to accurately capture how assets are protected and that no changes are required at this time. This policy will continue to be reviewed annually.

Policy 5.6 - Planning

It was noted that staff succession planning processes are not currently in place and work is required to build them.

It was also identified that a significant portion of this policy relates to the work of the Finance, Audit, and Risk (FAR) Committee and that it should be reviewed with the FAR Terms of Reference (TOR); some of the sections might require removal to reduce overlap.

The Committee agreed that it would be useful to the reader to include notes when responsibilities have been delegated to the Committee level, for example, that CEO succession planning is handled by the HR Committee.

ACTION: Staff to review policy 5.6 along with the FAR TOR and reduce overlap as required, for Committee review.

Policy 5.7 – Compensation and Benefits

The Committee agreed that compensation or benefits for the CEO need to be treated separately from staff and that the clarification should be made in the pre-amble of this policy. It was noted that overlap may exist with the HR Committee TOR.

ACTION: Staff to make the following amendments to policy 5.7:

- **Compare the policy with the HR Committee TOR to ensure there is no overlap.**
- **Adjust the pre-amble to clarify focus on staff.**

Policy 5.8 – National Position Statements (NPS)

Discussions were had regarding merging policies 5.8 and 9.3 (Board-approved documents – NPS). It was agreed that the outcome required is that NPS topics are approved by the Board prior to development and that the CEO develops the NPS with the board having final approval of the work.

ACTION: Staff to review policies 5.8 and 9.3 and merge as appropriate, for Committee review.

Policy 5.9 – Image protection

Discussions were had around this policy merging with another, such as 7.4 (Engineers Canada partnerships with external organizations) or section 5 (Executive Duties and Limitations).

ACTION: Staff to remove point 2 (repetition from policy 7.4) of policy 5.9 and to merge remaining clauses as appropriate for Committee review.

Policy 5.0 - Executive Duties and Limitations

The Committee noted that point 6 (CEO succession planning) conflicts with other existing policies and should state that the CEO creates a succession plan for approval via the HR Committee. The plan would then be presented for Board information and potential discussion if required, but not approval.

It was noted that the succession plan review needs to be included in the HR TOR, if not already present.

ACTION: Staff to make the following changes to the policy 5.0:

- **Incorporate clauses from policy 5.9 if determined as the best fit.**
- **Punctuation changes in accordance with the Style Guide.**

ACTION: Staff to review the HR Committee TOR to ensure CEO succession is included.

Policy 5.1 - Relationships with the engineering regulators

It was noted that currently, there is no consultation policy in place as referenced in policy 5.1. S. Price explained that staff have a 10-page consultation process to be followed. The Committee agreed that a consultation policy is required to support the Board level and that the staff process could be modified for this purpose.

ACTION: Staff to amend policy 5.1 to incorporate punctuation changes in accordance with the Style Guide.

ACTION: S. Price to circulate the staff consultation process to J. Holm for review.

Policy 5.2 - Treatment of staff and volunteers

A discussion was had as to whether volunteers require a whistleblowing policy, which could be included as part of the volunteer policy review.

ACTION: Staff to re-write point 4 of policy 5.2 for grammatical consistency.

Policy 5.3 – Financial condition

It was noted that currently no board borrowing policy exists as referenced in policy 5.3. It was agreed that a borrowing policy would be good practice and that the FAR Committee should investigate further. It was agreed to remove the reference to the policy until FAR is able to review the situation and provide guidance.

ACTION: Staff to make the following changes to policy 5.3:

- **Remove “...in accordance with the Board’s Borrowing policy” until FAR is able to review and provide further direction.**
- **Re-write points 9-12 for grammatical consistency.**
- **Adjust point 12 to read “with quarterly financial statements” at each Board meeting for consistency with the Board schedule.**

ACTION: S. Price to draft an email to FAR suggesting they review the requirement for a borrowing policy, for J. Holm’s review prior to sending.

ACTION: Staff to ensure the presence of a borrowing policy is revisited during the 2020 policy review.

Policy 1.1 – Introduction and Background

No comments or changes were made to this policy following the review, the history as listed is accurate.

It was noted that the introduction and background section of the manual does not contain policies and that a pre-amble should be added for clarification.

ACTION: Staff to add a pre-amble to clarify the purpose of the introduction and background section of the board policy manual.

Policy 1.2 – Guiding Principles

No changes were required for the guiding principles.

Policy 1.5 – About this manual

The Committee agreed with the editorial changes as presented. It was also noted that the role of the Board in the final paragraph should be updated to include chairs of the Accreditation and Qualification boards in addition to the CEO when delegating responsibilities.

ACTION: Staff to implement the following changes:

- **Editorial changes as indicated for accordance with the Style Guide.**
- **Change “governance” manual to “Board policy” manual.**
- **Add “chairs of the Accreditation and Qualification boards” to the final sentence.**

Policy 3.0 – Reporting structure

Aside from small editorial changes to be made for consistency, no changes were required. The reporting structure remains accurate as presented.

ACTION: Staff to make editorial changes for consistency.

Policy 4.4 – Confidentiality policy

No changes were identified aside from small editorial changes in accordance with the Style Guide.

ACTION: Staff to make editorial changes to policy 4.4 for consistency with the Style Guide.

4. Review Strategic Planning Task Force - Terms of Reference (TOR)

It was noted that the HR Committee has reviewed the Strategic Planning Task TOR in detail and provided their feedback. The Governance Committee agreed that no changes were required to the document as circulated.

5. Governance Effectiveness Survey - First Discussion

The Governance Committee’s 2019-2020 workplan includes development of an effectiveness survey this year, with circulation taking place in January 2020. S. Price provided background information to guide the conversation.

The Committee agreed that the purpose of this activity is continual improvement, identifying areas of weakness and opportunity. One of the weaknesses identified in the recent improvement work was that Engineers Canada (EC) governance was not working well. Now that changes have been implemented, it is critical to ensure that the new model in place is fulfilling EC's purpose.

The Committee agreed that Board size should be addressed in the survey. It was noted that two directors, on behalf of their councils, have recently enquired about the status of reduction efforts. With the new proposed committee structure, EC is positioned to work with a lower number of directors. Board size will be addressed on the October 4th agenda with a proposed motion that the Governance Committee be delegated to build a plan to achieve the reduction.

The Committee agree that with the governance review still very much in progress, the survey circulation should be postponed at this stage. It was decided to begin designing the survey, but that the Committee would wait until the right time for circulation which will depend on feedback received from the Board at the October 4th meeting.

ACTION: S. Price to circulate the board briefing/supporting documentation regarding board size reduction to the Committee following the call.

6. Review of Work Plan

This standing agenda item ensures the Committee is aware of the status of work underway. The Committee agreed that the plan remains on track and no adjustments are required.

7. Other Business

Concerns were raised by one Committee member about the webinar technology used for the September 6th Board Meeting. It was recommended that this issue be brought to the October meeting during the in-camera portion and that a survey be circulated to the attendees to measure their experience in the interim.

ACTION: Staff to circulate a survey for the September 6th meeting to measure participant satisfaction as soon as possible.

8. Closing

With no further business to discuss, the meeting was adjourned at 2:57pm ET.