

Minutes and Notes of the Governance Committee Meeting

April 22, 2020 11:30am-12:00pm ET (held via webinar)

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

1. Call to order

The meeting was called to order at 11:30am ET.

2. Governance Committee report on Board size

The committee received formal feedback on the motions proposed for the May Board meeting, including that:

- The motions were unclear
- The motions should require a 2/3 majority, as they are, de facto, a recommendation to the Members
- The Governance committee may be perceived as “pushing an agenda” through these motions as opposed to simply executing direction from the Board

Engineers Canada obtained a legal opinion regarding whether a simple majority or a 2/3 majority was required, and the opinion concluded that a 2/3 majority would better comply with the bylaws. The opinion also suggested that the motions be re-worked to better match the report and be clarified. J. Holm, S. Price and E. Spence, Engineers Canada Legal Counsel, collaborated to amend the motions as per the opinion.

The committee discussed the original intent of the task, to ensure the question of Board size has been addressed, in conjunction with the amended motion text. It was agreed that two motions be presented to the Board, to be considered separately:

1. That the Board report out to the Members for their consideration. (requiring simple majority)
2. That the Board recommends the plan to reduce the size to the Board through attrition to the Members. (requiring 2/3 majority)

3. Terminated

With no further business to address, the meeting was terminated at 11:53am ET.