



GOVERNANCE COMMITTEE MEETING

June 28, 2019

APPROVED MINUTES

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

	Item
1	<p><b>Call to order and approval of agenda</b></p> <p>The Chair opened the meeting at 1:03pm (Pacific Time) and welcomed the committee and observers.</p> <p>It was agreed to add one item to the agenda, additional business, and committee members were invited to raise any topics of interest at that point.</p>
2	<p><b>Selection of the committee chair</b></p> <p>Move by G. Faulkner and seconded by A. Bergeron</p> <p><i>THAT Jeff Holm be appointed Chair of the Governance Committee for the period 2019-2020</i></p> <p>Carried</p> <p>The new Chair indicated that although all new policies had been drafted, it was still necessary to demonstrate to the regulators that the Board is in control of the organization and maintains good governance. He expects that additional improvements and fine-tuning of the policies are still forthcoming.</p>
3	<p><b>Approval of the 2019-2020 work plan</b></p> <p>The committee discussed the proposed work plan and suggested some minor changes.</p> <p><u>Action:</u> staff to update the work plan and circulate via email for approval. Final work plan to be presented for Board approval at the October 4, 2019 meeting.</p>

	<p>The Chair suggested that the committee will likely hold 3-4 virtual meetings (via teleconference and webinar), based on the Board meeting schedule.</p> <p><u>Action:</u> staff to create a doodle polls to schedule meetings as necessary</p>
4	<p><b>Additional Business</b></p> <p><b>a) Decision to not put new directors or committees – should this be re-visited</b></p> <p>S. Price provided background as to the rationale of this decision, noting that it was intended to give new directors the opportunity to learn about Engineers Canada, the board and its committees before making a decision about where they wanted to contribute more.</p> <p>C. Sadr and J. Holm both noted that this decision could result in lower engagement from new directors.</p> <p>C. Lamothe noted that her own experience was that her first year was a huge learning curve and she would have benefited from a year of observation.</p> <p>There was general agreement that this may be a decision that should be made on a case-by-case basis. The committee agree to re-visit this issue and associated policy changes in the coming year.</p> <p><u>Action:</u> staff to add this issue to the 2019-2020 work plan</p> <p><i>The following discussion topics arose from discussions had at the recent orientation meeting:</i></p> <p><b>b) Operational committees</b></p> <p>The Chair indicated that he is concerned about the lack of transparency, the selection of members and the mandate of the operational committees.</p> <p>A. Bergeron noted that the CEO has been tasked with reviewing the operational committees and will be bringing a report to the Board by December 2019, latest.</p> <p>It was agreed that the committee would re-visit the issue after the report was delivered.</p> <p><u>Action:</u> staff to add this issue to the 2019-2020 work plan</p> <p><b>c) CEO job description</b></p> <p>The Chair asked committee members if they felt that it was necessary to have a CEO job description that would describe the limitations and powers of the CEO, including signing authority (especially in regards to high dollar value or long-term contracts).</p> <p>S. Price noted that this is included in the 2019-2020 work plan, as the committee will be conducting the annual review of the Section 5 policies which contain the executive duties and limitations (the de factor CEO job description).</p> <p><u>Action:</u> staff to provide greater specificity in the 2019-2020 work plan to call out this review and the potential of a new policy on signing authority.</p>

	<p><u>Action:</u> staff to prepare a schedule for reviewing all polices (which ones should be presented for approval at which Board meeting)</p> <p><u>Action:</u> staff and Chair to assign review of all policies approved in April 2018 to committee members for review at the next meeting.</p>
5	<p><b>Next meeting</b></p> <p>Staff will send out a doodle poll for the next meeting. Note that G. Faulkner will be on vacation from September 16 to 30, and that both observers would like to be included in the Doodle poll.</p>