

GOVERNANCE COMMITTEE WEBINAR

July 16, 2018 (2:00 – 3:00 ET)

APPROVED MINUTES

Committee Members in attendance			
R. Kinghorn, Chair	A. Bergeron	L. Champagne	S. Devereaux
L. Doig	J. Holm		
Committee Members sending regrets			
None			
Staff			
S. Price	H. Anderson		

	Item
1	<p>Opening of meeting and approval of agenda</p> <p>The Chair opened the meeting at 2:05.</p> <p>Moved by L. Champagne, seconded by J. Holm <i>THAT the agenda be approved.</i></p> <p>Carried</p>
2	<p>Policy 4.2 Directors' responsibilities (assigned to L. Doig)</p> <p>S. Price noted that the version of this policy presented to the Board in May was incorrect and that we will re-present it again in September. Further discussion on the policy revealed that items 9 and 4 overlap, as do items 7 and 5.</p> <p>The covering statement in all the Section 4 policies needs to be reworded to reflect the role of the Board.</p>
	<p>Policy 4.3 Code of conduct (assigned to J. Holm)</p> <p>The wrong version of this policy was also presented in May. Comments received from PEO (on that version) indicate that some feel this policy is too prescriptive. The word "shall" could be replaced by "should", at least in some places. Consequences need to be clearly defined. Item 15 needs rewording. The committees (AB/QB) should be separated as the Board does have authority to remove members from them.</p> <p>Section 4.3.3. The issue of conflict for those serving as regulator president and director simultaneously arises, particularly when they are acting as members. There is no appetite to address this now among the presidents, however it may be considered in the future.</p> <p>Item 8 d. The words "with or without notice" will be removed when a new policy is in place.</p>

	<p>Policy 4.4.2 (assigned to L. Champagne) Key concepts for the process of investigating directors are being developed by staff. The document will focus on high-level principles so that the organization is protected if an investigation is ever needed.</p>
	<p>Policy 6.6.1 <i>Executive committee nomination and election process</i> This policy only requires a correction in the numbering. The phrase “as described in 3.1 above”, found in the first paragraph on the second page, will be removed as it is incorrect. The second bullet on page 2 will be changed to read “any member at large”. This policy will undergo final review and approval on July 30.</p>
	<p>Policy 7.8 <i>Record retention policy and schedule</i> (assigned to S. Devereaux) Discussion took place regarding the enforceability of item 5, and the need for this policy. As Board meetings are public, observers could have notes on the discussion as well, so destroying Directors notes will not protect the organization. Most participants also noted that no board that they are involved with has this requirement. Instead it was agreed that the destruction of confidential notes (e.g. for in-camera sessions) makes sense and could be included in an in-camera procedure. A new procedure will be developed to address in-camera meetings, and the Confidentiality policy, 4.4 will be checked to ensure consistency.</p>
	<p>Policy 7.9 <i>Whistleblower policy and procedure</i> (assigned to R. Kinghorn) This policy was created to mirror the internal staff policy thereby ensuring consistency. The inclusion of the chair of the Audit committee as a point of contact was questioned. Having the President—elect in this role was considered.</p>
	<p>Policy 8.1 <i>Emerging disciplines</i> This policy existed prior to the adoption of Carver. It allows staff to be guided by defining what should be brought forward as an emerging discipline. It was noted that this is essentially captured in policies 1.2 and 4.2. This policy will undergo final review and approval on July 30.</p>
	<p>Policy 8.2 <i>Diversity and inclusion</i> This policy has been modified based on comments received at the May Board meeting. It was suggested that the 30% target is short-term, whereas policies should be long-term. Increasing the goal in item 4 to 50% would address this. There was discussion about the need for this policy. Engineers Canada has a Guiding Principle and a Purpose related to diversity – is this duplication? If this policy only adds information about the targeted groups and the amounts, this would perhaps fit better in other places (like the nominations policies). This policy will undergo final review and approval on July 30, and decision on rescinding it, or not, will be taken at that meeting.</p>
	<p>Policies 9.1, 9.2, 9.3 <i>Board approved documents</i> These policies inform the Board of all the documents for which it is responsible for approving. They will undergo final review and approval on July 30.</p>
	<p>Section 2 <i>Definitions</i> An additional 10 definitions could be added to the list based on these new and revised policies. S.</p>

	Price will circulate the list and the committee will review them at the July 30 meeting.
3	<p>Governance Committee 2018-2019 Workplan</p> <p>The workplan lays out the items most important to work on this year. The in-camera policy will be added to section 2. The workplan will be reviewed in greater details at the July 30 meeting.</p> <p>Moved by A. Bergeron, seconded by J. Holm <i>THAT the Governance committee adopt the 2018-2019 Workplan.</i> Carried</p> <p>An additional policy is needed on Board Travel and Expenses. The staff policy is currently under revision and the Board's should align with it. It was agreed that the Audit committee should undertake this task.</p>
4	<p>CLOSING – The meeting was brought to a close at 3:35.</p> <p>The next Governance Committee meetings will be held July 30 (webinar) and August 24, 2018, in person, in Ottawa.</p>