

Notes and Action Recording of the Governance Committee Meeting

February 28, 2020 11:30am-1:30pm ET (held via webinar)

Committee members in attendance (no quorum)	
J. Holm, Chair	A. Bergeron
Regrets	
G. Faulkner	C. Lamothe
Observers in attendance	
None present for this meeting.	
Staff and support	
C. Mash	S. Price

1. Call to order and approval of agenda

J. Holm, Committee Chair, opened the meeting at 11:38am (ET). A few items were added for discussion under “other business”

- Review addition to the per capita amendment to the Bylaw
- Net asset policy draft process
- Discussion on development of key performance indicators (KPI)

Quorum was not present, notes and action items were collected for each agenda item.

2. Review of last meeting

2.1. Review of minutes

The minutes were reviewed with no suggested changes and will be presented for approval at the next webinar on April 1, 2020.

2.2. Review of action table

The actions were reviewed.

3. Board meeting de-brief

3.1. Draft plan to reduce Board size – Feedback received on draft

Due to timing, the Board did not have an opportunity at their recent meeting to provide feedback on the draft of the plan to reduce the size of the Board. It was agreed to re-circulate the draft via email with a request that specific feedback be provided to staff, for the Committee’s consideration on April 1.

ACTION: Staff to draft email to request that Board members provide feedback via email to S. Price and C. Mash in advance of the next committee meeting agenda deadlines.

ACTION: Staff to ensure the briefing note is clear, that this plan is a position paper to provide framework for discussions and decision making on whether the Board should move forward in reducing its size.

4. Policy review: First draft of third round

The Committee reviewed the policies. A discussion was had on how to ensure each committee has opportunity to provide feedback on their terms of reference (TOR) documents. It was agreed that there needs to be a loop of communication to ensure that committees are informed of any major changes

proposed during the Governance Committee’s review, prior to the changes being distributed for Board approval. If changes are strictly editorial, no notice would be required. The secretariat will ensure that the appropriate committees are consulted for major changes.

Policy 9.1 Board approved documents and products AB

No major changes were identified in reviewing this policy, it was agreed to suggest that the review period be adjusted to bi-annual.

Policy 9.2 Board approved documents and products QB

No major changes were identified in reviewing this policy, it was noted that adjustment will be required once a replacement term for “white paper” is established.

Policy 9.3 Board approved documents and products - NPS

No changes were identified in reviewing this policy. It was agreed to keep this policy review as annual due to the addition of the section related to archiving.

Policy 6.12 Human Resources committee terms of reference

No major changes were identified in reviewing this policy, although it was noted that adjustment may be required once the HR Committee has reviewed this policy.

Policy 6.10 – CEQB Terms of refence

This policy was discussed, and further edits were recommended, as listed in the action below.

It was noted that while the Accreditation and Qualification Board terms of reference (TOR) documents are more prescriptive than the other committees’ TOR, this is due to their operational role. The policies are designed for business continuity, and the level of detail included has been carefully designed based on unique responsibilities and accountability to the Board.

ACTION: Staff to adjust the policy as follows:

- **Reference policy 6.1 and 6.2, and make adjustments as required to remove duplication.**
- **Adjust elections section:**
 - **Include further direction required to solve a tie that includes a third nominee, that the individual with the least number of votes be removed from the next ballot.**
 - **Adjusting to 2 scrutineers.**
- **Nominations section becomes “nominations and vacancies”**
 - **Simplify this section by removing duplication**
 - **Re-order to include the vacancy information**
- **Composition:**
 - **Clarify that regional members are in addition to the executive members.**
 - **Quorum adjusted to 50% + 1 for consistency.**
 - **Members at large: adjust to be a “maximum” of 6, not minimum as currently drafted; following a review of the QB composition to ensure this is in fact a typo and the adjustment will support current practices.**

Policy 6.13 President-Elect nomination and election process

It was agreed to suggest a longer timeframe when issuing president-elect nomination calls, to facilitate directors who may require regulator approval to proceed with a nomination.

ACTION: Staff to adjust the timing of issuing the call for nominations for president-elect from two months to three months in advance of the deadline.

Policy 6.1 Board committees and task forces

This policy was discussed, and further edits were recommended, as listed in the action below.

ACTION: Staff to adjust the policy as follows:

- **Under authority, adjust the first point to begin with “Through the chair”, ensuring work is requested based on the collective committee request and not from an individual.**
- **Remove point 4 from general.**
- **Adjust “directing” to “facilitating” the work of the Committee under role of the chair.**

Policy 6.8 Governance committee terms of reference

This policy was discussed, and further edits were recommended as listed in the action below.

ACTION: Staff to adjust the policy as follows:

- **Quorum adjusted to 50% + 1 for consistency.**
- **Adding the new responsibility of setting the content and reviewing the results of the Board assessment survey.**

Policy 6.9 Canadian Engineering Accreditation Board (CEAB)

It was noted that the Policy & Procedures (P&P) Committee is not thoroughly referenced in the Accreditation Board policy. S. Price provided background on the matter, that in response to the Board-approved recommendation from the Nominations Task Force, the Accreditation Board is planning to review the P&P terms of reference during the 2020 calendar year. It was agreed to request that the Engineers Canada Board director appointees to the Accreditation Board encourage focus on fulfilling the recommendation, as soon as possible.

It was decided that all subcommittees with Board director appointees included in their membership will be referenced in the AB and the QB TOR policies, respectively. To date, this only includes the P&P and Nominating Committees within the AB’s structure.

ACTION: Staff to adjust the policy as follows:

- **Reference policy 6.1 and 6.2 and adjust as required to remove duplication.**
- **Adjust elections section:**
 - **Include further direction required to solve a tie that includes a third nominee, that the individual with the least number of votes be removed from the next ballot.**
 - **Adjusting to 2 scrutineers.**
- **Composition:**
 - **Quorum adjusted to 50% + 1 for consistency.**
 - **Members at large: adjusted to be a “maximum” of 6, not minimum as currently drafted; following a review of the AB composition to ensure this is in fact a typo and the adjustment will support current practices.**
 - **Adjust the order of the statements in this section.**

ACTION: Staff to draft an email on behalf of J. Holm, addressed to the director appointees to the AB, to

encourage the AB's focus on responding to the Nominations Task Force's recommendation, to review the P&P Subcommittee Terms of reference, so that any recommended amendments can be approved by the Board and included as a new section to policy 6.9 during the 2020-2021 review period.

ACTION: S. Price to share the most recent version of the P&P terms of reference with J. Holm.

Policy 7.2 Board relationship with CFES

No major changes were identified in reviewing this policy, it was agreed to suggest that the review period be adjusted to bi-annual.

Policy 7.3 Board relationship with NCDEAS (EDC)

No major changes were identified in reviewing this policy, it was agreed to suggest that the review period be adjusted to bi-annual.

Policy 7.4 Board relationship with other organizations

No major changes were identified in reviewing this policy, it was agreed to suggest that the review period be adjusted to bi-annual.

Policy 1.4 Three-Year Strategic Plan

No major changes were identified in reviewing this policy, although it was noted that adjustment may be required once the Strategic Plan Task Force has reviewed this policy.

ACTION: Staff to draft a request to the Strategic Plan Task Force chair to include the review of this policy on an upcoming meeting agenda.

Policy 4.10 Standing Agenda Items

No major changes were identified in reviewing this policy, it was agreed to suggest that the review period be adjusted to bi-annual.

It was agreed that the Committee will discuss the general pre-amble included in every "Role of the Board" policy at the next meeting.

ACTION: Staff to include the role of the Board policy pre-amble text for the Committee's review at the April 1 meeting.

5. Review of the work from last meeting

5.1. Participation of disciplined registrants in the governance structure

The new statement added to the code of conduct, addressing that directors who are not in good standing may not participate in Board and committee activities, should alleviate the concerns as discussed at the last meeting.

5.2. Response to President's Group regarding the review Bylaw wording for abstentions at Meeting of Members

The Committee reviewed the draft response. Modifications were suggested as included under the action item below.

ACTION: Staff to make the following amendments to the response:

- **Include a statement of reminder that the chair of the Meeting of Members serves as a facilitator only and does not vote.**

- **Adjust the redefinition of abstention bullet to replace “those present” with “based on those registered for the meeting”**

5.3. Addition to Executive limitation policy to address policy and governance improvements from CEO’s Operational committees report

The Committee reviewed the change to policy 5, no further adjustments were requested.

5.4. Recommendation to the HR Committee - Consideration of assignment of new Board directors to committees

The Committee reviewed the recommendation as drafted and agreed that it should be provided to the HR Committee for consideration at their next meeting on March 31.

5.5. Content of governance effectiveness survey

S. Price presented the draft survey content. Preliminary feedback is included in the action below and the full Committee will continue to discuss the draft at the next meeting.

ACTION: S. Price to consider the following suggestions for the survey design:

- **Include a comment field for each question.**
- **Include a selection, in addition to the 4-point rating scale, to capture responses from those who may not have sufficient information to provide a rating.**

6. Review of work plan

The work plan was reviewed, no edits were suggested.

7. Other business

7.1. Addition to the bylaw for the per capita adjustment

The Committee reviewed the bylaw addition, proposed at the February 26 Board meeting. It was agreed that the draft clause requires no changes but should be shared with K. Baig.

7.2. Net asset policy development

S. Price and J. Holm have both prepared draft policies for consideration. J. Monterrosa has reviewed the policy prepared by S. Price, and the drafts will be combined to best reflect Engineers Canada’s needs.

ACTION: J. Holm and S. Price to collaborate on preparing a final draft of the net asset policy.

7.3. Key Performance Indicators (KPI) for Board reporting

A consolidated one pager on KPIs, that captures the numbers that the Board needs to consider, was identified as a useful reporting tool at the February 26 meeting. S. Price explained that development of KPIs needs to begin at the staff level, and that development could take some time.

ACTION: Add the KPI development oversight initiative as a suggestion for the 2020-2021 Committee’s work plan.

8. Next meetings

The Committee members present were reminded of the last scheduled meeting, taking place on Wednesday, April 1 from 11:30am-1:00pm.

9. Closing

With no further business to discuss, the meeting closed at 1:51 pm ET.