

Governance Committee Report to the Board
Presented by Digvir Jayas, Chair
February 2017

The members of the 2016-2017 Governance Committee are Terry Brookes, Sarah Devereaux, Bill Hunt, Chris Roney and myself as Chair. The Committee is supported by Engineers Canada staff Daphne Smith and Kathryn Sutherland.

The committee met by teleconference on January 27, 2017 and plan to meet again by teleconference in March 2017 and for a full day face-to-face meeting in April 2017.

1. Governance Training

You will have noted that we did not hold our governance training session as planned. This was in order to free up the day for the Board Workshop on Accreditation. We plan to continue our governance training in September 2017.

2. Assignment of Policy and Lead Reviewers (attachment 8.2b)

The Governance Committee went through the exercise of selecting policy and lead reviewers for the September 2016, February 2017 and May 2017 Board meetings. Please take a moment to review the document to see which policies you will be asked to review for the May 2017 meeting.

3. New Accountability and Transparency Policy (no attachment)

You will likely have seen an email sent on my behalf asking for feedback on a new Accountability and Transparency policy. This new policy would replace the current GP-3.0.1 Confidentiality policy. Once the Governance Committee has received and considered feedback, I will bring it to the Board for approval in May.

4. New Diversity Policy (no attachment)

The Governance Committee discussed the creation of a new diversity policy. It plans to seek input from the Sustainable Profession Committee to further the development of this policy and will bring it to the Board for discussion and approval at a future meeting.

5. Proposed Changes to Articles of Incorporation (attachment 8.1)

The purpose of the proposed change to the Articles of Continuance is to bring Engineers Canada into compliance with the *Canada Not-for-profit Corporations Act*.

You will have seen the briefing note at attachment 8.1 of the Board agenda package.

Engineers Canada must now report itself as being a soliciting corporation because it received more than \$10,000 in public funds from ESDC for Online Competency Assessment Project.

Being a soliciting corporation also requires that Engineers Canada has specific wording in the Articles regarding how the assets of the corporation would be distributed should the corporation be dissolved.

The proposed wording reflects the fact that Engineers Canada may not always be a soliciting corporation, and that, regardless of whether it is or not, we would like to have property distributed first to organizations with similar objects (including the regulators), and then to qualified donees, who shall be determined by the Directors.

If approved by the Board by a 2/3 majority today, the proposed changes will be recommended to the Members for approval in May 2017.

In order to effect these changes, I therefore move the following motion:

THAT the Board recommend to the Members that section 9 of the [Articles of Continuance](#) be amended to state:

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more organizations in Canada having cognate or similar objects, including the members of the Corporation, provided that in the event that the Corporation is a soliciting corporation, any property remaining on liquidation of the Corporation after discharge of any liabilities, including the corporation's obligation to return any property a person has transferred to the corporation subject to the condition that it be returned on the dissolution of the corporation, shall instead be distributed to one or more qualified donees, as determined by the Directors at the last Board meeting.

6. Policy Modifications (attachment 8.4a and 8.4b)

Note that policy modifications require approval by a 2/3 majority of the Board pursuant to By-law 5.7(c).

- Agenda item 8.4a) is a proposed modification to GP- 9.3 Governance Committee Terms of Reference.

You will see by the attachments at item 8.4a) that the modification is to remove section 1.3 which provides that the Governance Committee is to update Board orientation process and materials annually at the spring meeting.

The Governance Committee is of the view that Board orientation aligns more closely with the purpose of the Linkages Committee than the purposes of the Governance Committee and therefore makes this recommendation to modify the policy.

I therefore move the following motion:

THAT the modifications to policy GP- 9.3 Governance Committee Terms of Reference recommended by the Governance Committee be approved.

- Agenda item 8.4b) is a proposed revision to GP-11.1 Board Linkage with Ownership policy.

This modification was proposed by the Linkages Committee at the September meeting and was brought forward for consideration at this meeting.

The Linkages Committee suggests:

- That the proposed policy modifications clarify that the Linkages Committee promotes two way dialogue and deliberation that is not only focused on policy development and Ends policies.
- The terms of reference should be a “stand alone” policy, not subservient to GP-11 Board Linkage with Ownership.
- Decoupling the Linkages Plan (currently in Appendix A) and adding a new section 1.2 which states that the Committee maintains and carries out the Linkages Plan.

I therefore move the following motion:

THAT the modifications to policy GP- 9.3 Governance Committee Terms of Reference recommended by the Governance Committee be approved.

Digvir Jayas, Chair of the Governance Committee