

THE 212th ENGINEERS CANADA BOARD MEETING  
 February 25, 2022 | 10:00 am – 5:00 pm (ET) | Via webinar

**Disposition of motions**

(Subject to subsequent Board verification of meeting minutes)

Agenda item	Result	#	Resolution
1.1 Call to order and approval of agenda	Carried	2022-02-1D	THAT the agenda be approved and the President be authorized to modify the order of discussion.
3. Consent agenda	Carried	2022-02-2D	THAT the consent agenda motions (3.1 to 3.2) be approved in one motion.
4.1 Annual Strategic Performance Report	Carried	2022-02-3D	THAT the Board approve the 2021 Annual Strategic Performance Report, for circulation to the Members for information at the 2022 Annual Meeting of Members.
4.2 Board policy updates	Carried with two-thirds	2022-02-4D	THAT the Board, on recommendation of the Governance Committee, approve the following revised policies: <ul style="list-style-type: none"> <li>• 4.8, <i>Board competency</i></li> <li>• 4.12, <i>Board self-assessment</i></li> <li>• 5.3, <i>Financial condition</i></li> <li>• 5.7, <i>Compensation and benefits</i></li> <li>• 6.1, <i>Board committees and task forces profile</i></li> <li>• 6.4, <i>FAR Committee terms of reference</i></li> <li>• 7.12, <i>Net assets</i></li> </ul>
4.3 Strategic Planning Task Force terms of reference	Carried with two-thirds	2022-02-5D	That the Board, on recommendation of the Governance Committee, approve the new Board policy 6.15, <i>2025-2027 Strategic Planning Task Force Terms of Reference</i> .
4.4 Collaboration Task Force terms of reference	Carried with two-thirds	2022-02-6D	THAT the Board, on recommendation of the Governance Committee, approve the new Board policy 6.14, <i>Collaboration Task Force Terms of Reference</i> .
4.5 Bylaw amendments	Carried with two-thirds	2022-02-7D	THAT the Board, on recommendation of the Governance Committee, recommend to the Members, for approval at the 2022 Annual Meeting of Members, the amendment to the definition of “Registrant” within Article 1.1 of the Bylaw.
4.6 2022 CEO objectives	Carried	2022-02-8D	THAT the Board, on recommendation of the HR Committee, approve the 2022 CEO objectives.
4.7 Board and individual Director assessment	Carried	2022-02-9D	THAT the Board, on recommendation of the HR Committee, approve the content of the Board self-assessment and the individual Director assessment surveys.
7.1 In-camera session: Board Directors, Direct Reports, CEO Group Advisor, and staff	Carried	2022-02-10D	THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors, the Engineers Canada CEO, the chairs of the CEAB and CEQB, the CEO Group Advisor to the Board, the Secretary, the Governance Administrator, the Executive Vice President, Regulatory Affairs and the Manager, Accreditation.
7.1(a) Status of observers at CEAB meetings	Carried with two-thirds	2022-02-11D	THAT the Board direct the Governance Committee to revise Board policy 6.9, <i>CEAB</i> , so that one EDC representative and one CFES representative are given speaking rights at CEAB meetings, while maintaining their status as observers.

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7.2 In-camera session: Board Directors and CEO	Carried	2022-02-12D	THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors, and the Engineers Canada CEO.
7.3 In-camera session: Board Directors only	Carried	2022-02-13D	THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors and HR Committee members.