

Draft Minutes of the Governance Committee Meeting

June 20, 2022 10:00 am – 11:00 am (ET) | Hybrid

In-person: Fairmont Tremblant, Tremblant, QC (Catherine Meeting Room) | Virtual: Zoom

Committee members in attendance	
Ann English, Chair Danny Chui, Past President	Alison Anderson Anne Baril
Regrets	
None	
Observers	
Marisa Sterling	
Staff support	
Evelyn Spence	Liz West

1. Selection of the committee chair

E. Spence, committee staff liaison, opened the meeting at 10:00am (ET) and advised the committee that the HR Committee has recommended Ann English to be the Governance Committee chair for the 2022-2023 term. The committee members unanimously supported the HR Committee's recommendation.

Moved and seconded

THAT Ann English be appointed Governance Committee chair for 2022-2023.

Carried

2. Call to order and approval of agenda

After taking over the chair, A. English welcomed everyone to the first meeting of the 2022-2023 Governance Committee and invited participants to introduce themselves.

Moved and seconded

THAT the agenda be approved, and the chair be authorized to modify the order of discussion.

Carried

3. Last meeting review

3.1. Review of minutes (March 14, 2022) - approved by 2021-2022 committee

The minutes of the March 14, 2022 were included in the agenda book, and committee members were advised that they had been previously circulated to and approved by the 2021-2022 Governance Committee. No questions or comments were received.

3.2. Review of action table

The committee reviewed the list of action items, noting that all work has been completed or is underway, with one item being dealt with as part of the policy review during the present meeting.

4. Approval of the 2022-2023 work plan

- The committee reviewed the draft work plan, which was produced using terms of reference and feedback from the 2021-2022 Governance Committee. The primary role of the Governance Committee is to maintain currency of the Board policies. Other activities have been brought forward from Board approvals and may arise as part of directions from the Board in the future. The following discussion and feedback was captured: The committee tends to front-load its policy reviews, and this

is done intentionally in order to ensure the committee has time to deal with additional, unplanned work that arises throughout the committee year.

Moved and seconded

THAT the 2022-2023 Governance Committee work plan be approved, as presented.

Carried

5. Policy reviews

5.1 2022-2023 policy review schedule

E. Spence presented the policy review schedule and noted that the schedule is developed using the policy review frequency and the last dates of review to ensure the Board Policy Manual remains accurate and up to date. The committee reviewed and confirmed the schedule as proposed.

A. English advised that she would like to employ the practice that was used by previous Governance Committees to handle the review of policies. That practice is that each member will be assigned a certain number of policies at each meeting and will be asked to conduct a 'deep dive' content review and lead the committee's discussion on the policies for which they were assigned. In response to a question, it was clarified that the policies would all still be reviewed by staff first, to confirm consistency in numbering, terminology, definitions, review periods and for more substantive edits based upon staff's knowledge across the organization. Staff's recommended edits and comments/questions for the committee will be tracked into each policy.

Moved and seconded

THAT the 2022-2023 policy review schedule be approved as presented.

Carried

5.2 Round 1 policy updates

a) Policy 7.7, Investments

Committee members agreed with the proposed change to the review period of this policy, changing it from 'annual' to 'biennial' given that the policy had undergone two prior reviews since it was adopted in February 2021 and had not undergone any substantial revisions.

A question was asked, in respect of section 7.7.1(2)(d) of the policy, as to whether there would be merit in stating a triggering method for reviewing Engineers Canada's investment portfolio, in cases where a decrease in portfolio value extends for any length of time. Staff undertook to discuss this issue with Engineers Canada's Director, Finance and report back to the committee.

ACTION: Staff to consult with the Director, Finance to determine whether there would be merit in adding language to section 7.7.1(2)(d) of Board policy 7.7 that reflects that a portfolio review would be triggered if a decrease in portfolio value persisted for an extended length of time.

b) Policy 6.4, FAR Committee Terms of Reference

This policy was brought back to the committee earlier than scheduled due to the new budget assumptions approval process having been approved by the Board in May 2022, necessitating updates to the policy. In addition, it was explained that other revisions were proposed to further refine the Board's new risk management framework. In addition to the revisions that were proposed by staff and included

in the committee's agenda book, the following additional revisions were discussed and incorporated into Board policy 6.4:

- Section 6.4.1(d): It was suggested that the words “making necessary recommendations to the Board” should be maintained, since it is understood that the FAR Committee is responsible not only to review the Board risks on a quarterly basis, but to escalate recommendations to the Board whenever they are necessary, not only once per year. A concern was expressed that, without it being specifically stated, it might be perceived that there is not a mechanism for FAR to bring recommendation to the Board outside of the annual review. The committee also agreed with the proposed change in timing of the annual Corporate Risk Profile, from the April meeting to the June meeting, so that new Directors can engage with the risk process almost immediately after joining the Board.
- Section 6.4.1(e): The reference to a ‘triennial review’ of the Board’s strategic risks was replaced by reference to a ‘triennial in-depth analysis’ of the Board’s strategic risks, as the committee understood that FAR reviews the Board’s strategic risks regularly, as part of its quarterly review of the risk registers. The revised language is meant to clearly distinguish between the quarterly reviews and the triennial analysis, when a Strengths-Weaknesses-Opportunities and Threats (SWOT) analysis takes place to see whether new risks need to be added or others removed, as part of the strategic plan development process.
- Section 6.4.1(h)(v): There was a discussion on the review process for the audit firm and the use of Requests for Proposals (RFP). It was suggested that, if the current practice is to go to tender every five years, with the outcome of the RFP review being to either retain the same audit firm or select an alternative firm, that this should be expressly stated.
- Section 6.4.3: The committee agreed that the quorum for FAR Committee meetings should align with the quorum that is stated for the other Board committees and task forces.

c) Policy 7.13, Vaccination for in-person meetings (“vaccination policy”)

The committee was informed that Engineers Canada’s Senior Leadership Team continues to monitor reports and advice by public health officials about COVID-19 and the possibility of the emergence of variants of concern, and has elected to keep its operational policy in place for now.

It was agreed to maintain the current Board policy in place, with staff’s minor (editorial) revisions adopted, and revisit the policy at every meeting.

Moved and seconded

THAT the policies, as further revised, be presented to the Board for approval at the September Board meeting.

Carried

6. Other business

A. English brought to the attention of committee members the legislative compliance certificate, which was pre-circulated with the meeting materials. It was noted that the compliance certificate will assist the Directors to discharge their fiduciary duties to Engineers Canada, by providing line of sight to the Directors to ensure that the organization is complying with its corporate and legislative duties. The committee was informed that, going forward, the compliance certificate would be added to the Board’s September meeting, as part of the Executive Reports section of the agenda. All members were in support of the initiative, and of receiving this document as a new report, provided annually.

7. Next committee meetings

The committee confirmed the proposed 2022-2023 committee meeting dates, all of which are currently scheduled to run from 11:00am – 1:30pm (ET), as follows:

- September 21, 2022 (virtual)
- November 16, 2022 (virtual)
- March 8, 2023 (virtual)

The committee was informed that staff would circulate Outlook meeting invites for the above dates, with MS Teams links included.

A. English noted she may not be able to attend the meeting of the Board of Directors in September and would therefore require another member of the committee to make the report to the Board. She will be in a better position to confirm her attendance at the September 21 committee meeting.

If any of the meeting dates need to be revised, the committee will be notified by email.

8. Meeting evaluation

No comments were brought forward.

9. Closing

With no further business, the meeting was closed at 10:55am (ET).