

Minutes of the Governance Committee Meeting

June 19, 2023 11:00 am – 12:00 pm (ET) | Hybrid
In-person: Pillar and Post, Niagara-on-the-Lake, ON | Virtual: Teams

Committee members in attendance	
Alison Anderson, Chair Ernie Barber Geoff Connolly	Heather Kennedy Sophie Larivière-Mantha
Staff support	
Joan Bard Miller, Manager, Governance and Board Services Juliet Chou, Governance Coordinator	Light Go, General Counsel and Corporate Secretary Gerald McDonald, CEO

1. Introductions and selection of the committee chair

L. Go, committee staff liaison, opened the meeting at 11:13am (ET) and advised the committee that the HR Committee has recommended Alison Anderson to be the Governance Committee chair for the 2023-2024 term. The committee members unanimously supported the HR Committee's recommendation.

Moved and seconded

THAT Alison Anderson be appointed Governance Committee chair for 2023-2024.

Carried

2. Call to order and approval of agenda

After taking over as chair, A. Anderson welcomed everyone to the first meeting of the 2023-2024 Governance Committee.

Moved and seconded

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

Carried

3. Declaration of conflict of interest

No conflicts were declared. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

4. Last meeting review

4.1. Review of minutes (March 8, 2023) - approved by 2022-2023 committee

Minutes from the Governance Committee's meeting on March 8, 2023, which were approved by the 2022-2023 Governance Committee, were included in the agenda book for information. No questions or comments were received.

4.2. Review of action table

The committee reviewed the list of action items, noting that all work has been completed.

5. Approval of the 2023-2024 work plan

- The committee reviewed the draft work plan, which was produced using the Governance Committee's terms of reference and feedback from the 2022-2023 Governance Committee. The committee tends to front-load its policy reviews. This is done to ensure the committee has time to deal with additional, unplanned work that arises throughout the committee year.

- Staff confirmed that any governance-related concerns or issues raised in the Strategic Workshop, to be held the next day, will be accommodated in the Governance Committee work plan, as appropriate.
- G. McDonald, CEO, confirmed that the motion, “2/3-60% Majority in Section 1.1 of the Engineers Canada Bylaw be deleted and replaced with 3/4 Majority”, which was withdrawn at the Annual Meeting of Members on May 27, 2023, would be considered as part of the governance review that is proposed for the 2025-2029 Strategic Plan. Pending the plan’s approval by the Members at their meeting in May 2024, the sitting Governance Committee will be asked to advise on terms of reference for the governance review.
- It was noted that the Governance Committee may wish to discuss establishing principles that would inform whether a policy should be reviewed in the short term or deferred to the governance review that is expected to be part of the 2025-2029 strategic plan.
- Staff clarified the meaning of “thematic versus time-based policy reviews”, as included in the workplan. It was noted that certain policies may be best reviewed together based on their related content.

Moved and seconded

THAT the 2023-2024 Governance Committee work plan be approved, as presented.

Carried

6. Policy reviews

6.1 2023-2024 policy review schedule

A. Anderson presented the policy review schedule that had been pre-circulated to the committee. No questions were received.

Moved and seconded

THAT the 2023-2024 policy review schedule be approved as presented.

Carried

6.2 Round 1 policy updates

Board policy 6.4, *Finance, Audit, and Risk (FAR) Committee terms of reference*, was brought back to the committee earlier than scheduled due to recommendations from the 2022-2023 FAR Committee for the 2023-2024 FAR Committee work plan that do not align with its terms of reference. A briefing note and a marked-up version of the policy outlining the proposed changes were pre-circulated to the Governance Committee.

- The Governance Committee was reluctant to end the FAR Committee’s annual review of the long-term procurement contracts without including in the terms of reference a mechanism to identify when long-term contracts would be brought to the FAR Committee’s attention.
- To ensure continued monitoring of organizational risk, committee members sought the FAR’s recommendation for an effective alternative to the quarterly risk register review.
- Further information was also sought on the FAR Committee’s rationale for the proposed changes.

ACTION: On behalf of the Governance Committee, staff to request from the FAR Committee further rationale for the proposed changes.

Moved and seconded

THAT Board policy 6.4, FAR Committee terms of reference, as revised, be presented to the Board for approval at the October Board meeting.

Defeated

7. Other business

There was no other business.

8. Next committee meetings

The committee confirmed the proposed 2023-2024 committee meeting dates, all of which are currently scheduled to run from 11:00am – 1:30pm (ET) except for the meeting on September 20, 2023, as follows:

- September 20, 2023 (virtual)
- November 15, 2023 (virtual)
- March 7, 2024 (virtual)

At the request of the committee, it was agreed to move the Governance Committee meeting time from 11:00am ET to 1:30pm ET on September 20, 2023.

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

9. Meeting evaluation

No comments were brought forward.

10. Closing

With no further business, the meeting was closed at 12:17pm (ET).