

Minutes of the Human Resources Committee meeting
 May 27, 2023 | 1:00pm – 3:00pm AT | Hybrid meeting (Halifax/Zoom)

Committee members in attendance	
Arjan Arenja, ON (Chair) Mike Wrinch, President-Elect, EC Kathy Baig, Past-President, QC	Ann English, BC Nancy Hill, President, ON Stormy Holmes, CEO Group member
Staff and support	
Juliet Chou, Governance Coordinator Joan Bard Miller, Manager, Governance and Board Services	Gerard McDonald, CEO Nicole Proulx, Director, Human Resources

1. Confirmation of committee chair

K. Baig opened the meeting at 12:54pm (AT). Committee members were advised that A. Arenja had expressed interest in being the HR Committee chair for the 2023-2024 term.

It was moved and seconded

THAT the committee approved Arjan Arenja to be the chair of the 2023-2024 HR Committee.

Carried

2. Call to order and approval of agenda

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

It was 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. As noted in the agenda book, participants may declare a conflict at any time during the meeting, as necessary.

4. Review of last meeting

4.1. Approval of minutes

The committee reviewed the minutes from the March 30, 2023, meeting which had been approved by the outgoing 2022-2023 HR Committee and provided for information.

4.2. Review of action table

All actions were noted as being complete.

5. Approval of the 2023-2024 work plan

The HR Committee reviewed the 2023-2024 draft work plan which had been pre-circulated. Through its discussion the HR Committee confirmed the following:

- At the HR Committee’s meeting in September, the CEO will present his draft objectives and performance metrics for 2024 for discussion. Final objectives and metrics will be confirmed at the committee’s meeting in November.
- Discussion of CEO monitoring, including preparation of an annual development plan, reporting to the Board, and attendance at regulator AGMs, will be discussed at the HR Committee’s meetings in September and November.
- The CEO’s triennial salary review will be conducted as part of the 2023-2024 work plan. In the intervening years the CEO receives the same cost-of-living salary adjustment as Engineers Canada staff.

It was noted that the work plan may be revised to accommodate emerging issues.

ACTION: Staff to update the 2023-2024 HR Committee work plan to include discussions of CEO performance monitoring (annual development plan, reporting to the Board, attendance at various AGMs) and CEO objectives for 2024 at the HR Committee meetings in September and November.

It was moved and seconded

THAT the 2023-2024 HR Committee work plan be approved, as amended.

Carried

6. Nominating Directors to 2023-2024 committees, task forces, and roles

The committee reviewed the matrix and committee, task force and role recommendations that were pre-circulated to the committee.

The following discussion was captured:

- In response to the Governance committee's request, one additional committee member was recruited to the committee, expanding committee size from 4 to 5.
- It was agreed that Directors who had served on Engineers Canada Board and committees should be prioritized for committee chair roles.

Moved and seconded

THAT the proposed appointments to the 2023-2024 committees, task forces, and roles be approved, as amended, for recommendation to the Board, pending confirmation of agreement from the Directors placed within the roles.

Carried

ACTION: A. Arenja to reach out to all Directors prior to the circulation of the June Board meeting agenda book to convey the HR Committee's recommendations for the Directors' respective committee appointments.

7. HR Committee budget planning

7.1. Director development

The committee reviewed the pre-circulated briefing note, which proposed that a maximum of \$20,000 be budgeted for 2024 Director development.

Committee members recommended the following:

- Directors should be encouraged to access the funds allocated for individual director training (\$500 per Director) before the end of 2023.
- For the proposed in-person training sessions, consideration should be given to retaining a governance expert under a multi-year contract so that they may become familiar with the organization, establish a development plan, and provide consistent training for the Board.
- To ensure sufficient uptake in the proposed board membership to the Institute of Corporate Directors (ICD), it was noted that the membership should be well promoted by the HR Committee to Board members.

It was moved and seconded

THAT the 2024 budget include a maximum of \$20,000 for Director development activities.

Carried

7.2. Board assessments

The committee reviewed the pre-circulated briefing note, which proposed that a maximum of \$40,000 be budgeted for 2024 Board assessments.

Committee members noted the value of retaining the same assessment provider and assessment questions over the course of several, i.e., five years, to reveal performance trends within the organization. Staff were encouraged to find cost savings through a multi-year contract, subject to annual Board approval, with one

assessment provider. The committee also noted that the 2023 assessment results were provided in English only and should also be provided in French moving forward.

It was moved and seconded

THAT the 2024 budget include \$40,000 for external consultants to administer the Board, individual Director, peer and chair assessment surveys.

Carried

7.3. Annual CEO evaluation

The committee reviewed the pre-circulated briefing note.

It was moved and seconded

THAT the 2024 budget include \$15,000 to secure external consultants for the 2024 informal CEO evaluation.

Carried

8. 2023 Formal 360 CEO assessment and CEO comprehensive compensation review process

N. Proulx, Director, Human Resources, presented pre-circulated plan to secure external consultants for the execution of the formal CEO 360 and compensation review.

The following discussion was captured:

- It was agreed that the compensation review results would be benchmarked against the market median, i.e., the 50th percentile, of the relevant peer comparator group, as instructed by the guidelines.
- The committee suggested including in the request for proposals the number of phone interviews to be conducted as part of the 360-performance review.

9. Other business

No further business was brought forward.

10. Next committee meetings

The next committee meetings were confirmed as follows, to take place from 12-2:00pm ET:

- Thursday, September 7, 2023
- Thursday, November 23, 2023
- Thursday, December 14, 2023 (in-camera session, only HR committee members)
- Friday, March 1, 2024 (following the Board meeting) - 3Ps and committee chair (only) to meet with CEO
- Thursday, March 14, 2024

ACTION: Staff to issue meeting invites to the committee members for the agreed meeting dates.

11. Meeting evaluation

Committee members indicated that the meeting went well.

12. Closing

With no further business to discuss, the meeting closed at 2:27pm AT.