

**Minutes of the Human Resources Committee meeting**  
September 7, 2023 | 12:00pm – 2:00pm ET | Virtual meeting

<b>Committee members in attendance</b>	
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
<b>Staff and support</b>	
Juliet Chou, Governance Coordinator Joan Bard Miller, Manager, Governance and Board Services	Gerard McDonald, CEO Nicole Proulx, Director, Human Resources

**1. Call to order and approval of agenda**

Arjan Arenja, HR Committee Chair, confirmed quorum and called the meeting to order at 12:03 p.m. ET. The Chair confirmed that given the small size of the committee, motions do not require a seconder.

**Moved**

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

**Carried**

**2. Declaration of conflict of interest**

No conflicts were declared. It was noted that participants may declare a conflict at any time during the meeting, as necessary.

**3. Consent agenda**

- 3.1. Approval of minutes
- 3.2. Review of action table
- 3.3. Engineers Canada operational (HR) policies
- 3.4. Annual review of the competency profiles

It was noted that staff travel is covered in a finance policy as opposed to an HR policy.

**ACTION: The updated operational policy that addresses staff travel will be provided to committee members upon request.**

**Moved**

**THAT the consent agenda items be approved in one motion.**

**Carried**

**4. Selection of external consultants for CEO's 360 performance assessment and compensation review**

N. Proulx presented the pre-circulated proposals and recommended that Clariti Group and Compensation Governance Partners Inc. be engaged to respectively complete the CEO's 360 performance assessment and the compensation review.

- Feedback from prospective consultants suggested that they had chosen not to bid due to lack of personnel to complete the work rather than Engineers Canada's budget; however, it was suggested that the budget for the next formal CEO assessment be reviewed to ensure it aligned with the work required and encourage a larger pool of bidders.
- It was confirmed that staff would ensure that the selected service provider would not include the interviewee names in the 360-performance assessment report but rather would categorize the interviewees by groups.

- It was noted that 25 interviewees would be recommended by the HR Committee and the interviews would be conducted by phone or videoconferencing.

**Moved**

***THAT Clariti Group be contracted as the external HR consultant to conduct the 360 CEO assessment.***

***Carried***

**Moved**

***THAT Compensation Governance Partners Inc. be contracted as the external HR consultant to conduct the comprehensive CEO compensation review.***

***Carried***

## **5. Chair assessment, Board self-assessment, and Director self- and peer-assessment**

### **5.1 Chair assessment surveys**

A. Arenja asked the committee to approve the structure and content of the Chair assessment surveys which were pre-circulated.

**Moved**

***THAT the HR Committee recommend that the Board approve the structure and content of the chair assessment surveys for 2023-2024.***

***Carried***

### **5.2 Board self-assessment and Director self- and peer-assessment surveys**

J. Bard Miller presented the proposed 2023-2024 Board self-assessment, Director self- and peer-assessment surveys.

- The committee supported repeating the questions asked in the 2022-2023 assessment surveys save for the revisions proposed by staff in the pre-circulated materials.
- It was also suggested that double-barreled questions be divided into separate questions.
- The committee noted the need to articulate the source of definitions for the self-identification questions, which is *The 50-30 Challenge* developed by the Government of Canada.

**Moved**

***THAT tng be contracted to assist the committee with its Board and Director (self- and peer-) assessments for 2023-2024.***

***Carried***

**Moved**

***THAT the HR Committee recommend that the Board approve the structure and content of Board and individual (self- and peer-) assessments for 2023-2024, as amended.***

***Carried***

The HR Committee considered the revisions staff proposed to Board policies 4.12, *Board self-assessment*, and 4.13, *Individual Director Assessment*, which will be considered by the Governance Committee at its meeting on September 20, 2023. The HR Committee recommended that the timing of the assessment surveys not be moved to earlier in the Board's year, as proposed in the policies, so that Directors have one additional meeting to assess.

**ACTION: That staff reschedule the March 14, 2024, HR Committee meeting to accommodate the later preparation of the assessment report that is due for review by the committee prior to its presentation to the Board.**

## **6. Review of Board policies that relate to HR Committee responsibilities**

J. Bard Miller presented proposed revisions to Board policies 4.8, *Board competency profile*, 5.7, *Compensation and benefits* and 6.1, *Board committees and task forces*, which had been pre-circulated.

A discussion was had around whether the Canadian Engineering Accreditation Board (CEAB) and the Canadian Engineering Qualifications Board (CEQB) should be defined as Board committees in policy 6.1. It was suggested that this question be deferred to the governance review which has been proposed as part of the 2025-2029 Strategic Plan.

The proposed policy revisions will go to the Governance Committee for discussion in November and be presented to the Board at its meeting in March.

***Moved***

***THAT the proposed changes to the Board policies be accepted for recommendation to the Governance Committee.***

***Carried***

## **7. CEO oversight**

G. McDonald verbally reported to the committee his professional development plan and confirmed in-person attendance at AGMs. It was confirmed that the HR Committee will be provided with an update on the CEO's learnings from the various training and AGMs.

The HR Committee agreed for the President, Past President, and President-Elect to discuss the Board's requirements for CEO reporting prior to a more fulsome in-camera discussion with the Board at its meeting on October 5, 2023.

*K. Baig left the meeting at 1:30 pm.*

## **8. Draft CEO objectives for 2024**

Gerard presented the pre-circulated draft CEO objectives for 2024.

- The committee recommended removing the plan to attend three in-person regulator AGMs.

## **9. Succession planning**

The meeting moved in-camera to review the CEO succession plan and subsequent items on the agenda.

***Moved***

***THAT the HR Committee meeting move in-camera.***

***Carried***

## **10. Other business**

## **11. Next committee meetings**

## **12. Meeting evaluation**

## **13. Closing**

With no further business to discuss, the meeting closed at 2:14pm ET.