

Minutes of the Governance Committee Meeting

November 16, 2022 11:00 am – 1:30 pm (ET) | Virtual: Teams

Committee members in attendance	
Ann English, Chair Danny Chui, Past President	Alison Anderson Anne Baril
Regrets	
None	
Staff support	
Juliet Chou Gerard McDonald Evelyn Spence	Light Go (Continuation of November 16 meeting) Joan Bard Miller (Continuation of November 16 meeting)

1. Call to order and approval of agenda

The chair, A. English, welcomed everyone and called the meeting to order at 11:02 am.

Moved and seconded

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

Carried

2. Last meeting review

2.1. Review of minutes (September 21, 2022)

The minutes of the September 21, 2022 meeting were presented. No questions or comments were received.

Moved and seconded

THAT the minutes of the September 21, 2022 meeting be approved as presented.

Carried

2.2. Review of action table

The committee reviewed the list of action items, noting that all work has been completed or would be reviewed at this meeting. No questions or comments were received.

3. Policy review

3.1. Round 3 policy reviews

Individual committee members were assigned specific policies to review in a more in-depth manner. Each policy was presented by the assigned committee member and a discussion followed on their suggested amendments (if any). Comments were also invited from the other committee members.

It was noted that all committee members were given the opportunity to receive advance training on how to use OnBoard's annotation feature.

i) Policy 4.2, Directors' responsibilities

Staff's proposed changes were accepted, with some adjustments. In particular, the committee discussed the proposed addition of the responsibility of "adhering to and supporting the past decisions of the Engineers Canada Board" as a new subsection (1)(d)(v). It was agreed that while this statement is important and allows the Board to make a new decision based on novel facts or circumstances, the intent is covered by the existing responsibility in subsection (1)(d)(iv):

“supporting the legitimacy and authority of Board decisions, regardless of [the Directors’] personal position on the issue, and not discussing the varying opinions of individuals members”. It was agreed to strike staff’s proposed addition.

Additionally, a discussion was had around the Director responsibility to seek Regulator input. It was noted that in some cases, a Director may no longer report to the Regulator council on a regular basis, and this could be a difficult responsibility to fulfill. G. McDonald commented that these responsibilities are only suggestions or guidelines, since Engineers Canada does not have control over outside governance structures.

ii) Policy 4.3, Code of conduct

Staff’s proposed changes were accepted with some adjustments. E. Spence explained the purpose of re-writing the complaint-handling process. Suggested changes were made based on a recent experience and the issues that were encountered when applying the policy. It now reflects a more appropriate process to better support those responsible for carrying out the code of conduct reviews. Further policy revisions were agreed to as follows:

- Control of the complaint process should remain within the Board executive (three Presidents), most importantly if the complaint refers to another Director. To ensure that an additional Director outside of the three Presidents is only needed in the event that term timing becomes an issue, it was agreed that the red text would be included in subsection 4.3.4(2): “The panel shall consist of the President, the President-Elect, and **the Past-President or, if the Past President is approaching the end of their term on the Board,** one additional Director, as determined by the President and the President-Elect.”
- Since the Board needs to be made aware of arising risks and should be notified when those risks are resolved, it was agreed that the following statement would be added as a new subsection 4.3.4(13): “**The panel shall inform the Board, in an in-camera session at the next Board meeting following the initiation of a complaint, of any complaints made under this policy. Similarly, the Board shall be informed when the complaint is resolved and the manner in which it was disposed of.**”

A discussion was had around whether the Board should consider asking Directors to voluntarily suspend their duties in cases where they are subject to a complaint investigation. The committee was reminded that when someone is under investigation, they are innocent until proven guilty, and a complaints process can take up to 18 months to resolve. The committee agreed that the policy, as written, adequately covers a Director’s requirements when under investigation. Should an investigation arise publicly that could cause damage to Engineers Canada’s reputation, it would be evaluated on an individual basis.

iii) Policy 6.8, Governance Committee terms of reference

Staff’s proposed changes were accepted. One additional responsibility was identified and the committee agreed to have it included as a new subsection 6.8.1(1)(d): “**Undertake such research or reviews as may be assigned by the Board.**”

iv) Policy 7.1, Board, committee, and other volunteer expenses

Staff’s proposed changes were accepted, with some adjustments:

- Subsection 7.1.4(D)(3) was further modified to clarify that the cost of a rental vehicle would be reimbursable to the **equivalent of taxi fare and airfare** incurred to attend an event.
- Subsection 7.1.4(G)(4) was adjusted so that in cases where private accommodation is used, the volunteer would be able to provide a gift of appreciation in the amount of \$50 **per night** of

stay, which will bring the policy in line with Government of Canada standards.

- Subsection 7.1.4(H)(2) was refined to state that “any costs related to meals that are already included” in an Engineers Canada’s event will not be reimbursed.
- It was noted that the reference to expense claims being made within 14 days of incurring the expenses, as set out in subsection 7.1.5(2), was too tight for volunteers. G. McDonald advised that this statement was made purposefully to resolve historically bad behaviour, and while Engineers Canada has never refused a claim, the tight timeline encourages action. The committee acknowledged this concern, and agreed to extend the deadline from 14 to **30 days**.

In addition, the following discussion on the policy was captured:

- In respect of subsection 7.1.4(A)(2), it was explained that the allowance for volunteers to purchase fully refundable flights was in place only temporarily, when travel was uncertain due to COVID-19. A committee member raised the concern that since Board Directors are paying for their own flights for reimbursement, if they need to cancel, they might be required to incur the flight costs. G. McDonald noted that there have been no past instances where this has occurred. It was agreed that the policy could have a line added to mitigate any concerns in this area.
- Subsection 7.1.4(H) was discussed, particularly around whether using the Treasury Board’s rates are adequate for Engineers Canada’s volunteers. Upon review, it was agreed that the amounts are generous, and the hyperlink to access the meal rates is included within the policy.
- There was significant time spent debating subsection 7.1.4(A)(3), which states that flying time must be six hours or more for any single leg of a trip to qualify for business travel. Notably:
 - A concern was expressed that Directors located in the west or north of Canada have much longer travel times to attend meetings in Ottawa. The committee discussed whether the policy should be revised so that Directors who are travelling by air for more than 6 hours total, or 4 hours for any individual flight, should be eligible for the increased comfort of business class travel.
 - G. McDonald cautioned that any changes made to this subsection would apply equally to all volunteers across Engineers Canada, including the members of the CEAB and the CEQB, and would also need to be considered for staff, given that is not ideal to hold two different policies that govern organizational travel expense allowances.
 - It was also noted that if the proposed adjustments to this subsection are made, the Board would have to justify the increases. Committee members were invited to provide any comparable information that would assist in informing the discussion, and it was decided that the FAR Committee should be consulted and asked to review the cost implications for the different scenarios (i.e. for the increase in cost for volunteers to purchase fully refundable flights, and to enable volunteers traveling by air for more than 4 hours to purchase premium economy or business class fares) at one of their future meetings.
- It was confirmed that Engineers Canada holds volunteer travel and accident insurance policies for activity within North America. Volunteers travelling outside North America are reimbursed once they have secured their own personal policy.

Given that there was not consensus, particularly in respect of changes to subsections 7.1.4(A)(2) and 7.1.4(A)(3), it was decided that this policy would be re-visited at a future Governance Committee meeting, following a review by the FAR Committee. It will be presented to the Board for consideration at their meeting in May rather than February.

ACTION: Staff to make insurance policies applicable to Directors available in OnBoard resources.

ACTION: Staff to request FAR's consideration of the feasibility of the proposed increases to travel benefits across the organization.

v) Policy 7.9, Process for in-camera meetings

Staff's proposed changes were accepted, with one adjustment to remove the word "committee" from subsection (1), given that the policy is specifically focused on the Board's practices and does not apply to committees.

Discussion was had about subsection (1)(h)'s inclusion of "Any other matter which the Board determines" and whether the general nature of this statement might incentivize the Board to move in-camera unnecessarily, without the Board receiving prior materials to assist with their discussions. It was noted that this broad statement gives the Board the flexibility to consider issues that might not fit within the other general categories, and that it serves as a benefit to the Board. The committee was also reminded that Board policy 7.8, *Rules of Order*, necessitates that all agenda items should be accompanied by a briefing note, so if there are concerns that the in-camera sessions are being used to make decisions without giving due notice of the matters under consideration to their colleagues in advance, this should be raised in the meeting, as a point of order.

It was noted that this policy might require further review once a decision is made in respect of the issue of observers at Board meetings.

vi) Policy 9.2, Qualifications Board products

The committee accepted the changes as proposed by staff and further amended the additional guideline topic of section 9.2(2)(b) as follows: "engineering/workplace practices that support and enhance the fundamentals of equity, diversity, and inclusion".

It was further noted that the CEQB secretariat will be making improvements to reporting through the briefing notes that accompany product approvals moving forward. These items are considered within the consent agenda, given they have already received extensive consultation with Engineers Canada's Key Stakeholders to ensure their needs are met before they are presented to the Board.

3.2. Policy 7.13, Vaccination for In-Person Meetings

Following a discussion on the effectiveness and timeliness of the policy, the committee agreed to recommend rescindment.

Moved and seconded

THAT the policies, as further revised, and with the exception of Board policy 7.1, be presented to the Board for approval at the February Board meeting.

Carried

4. Observers at Board meetings

Given time constraints, the committee agreed to set up an additional meeting at the end of January to discuss this topic. Staff agreed to circulate a poll to determine the time and date for the meeting continuation.

5. Work plan review

The committee reviewed the 2022 work plan. No questions were received.

6. Other business

There was no other business.

7. Next committee meetings

At the request of D. Chui, the committee agreed to move the Governance Committee meeting time from 11:00am ET to 11:30am ET on March 8, 2023. A new calendar invitation will be issued by staff.

8. Meeting evaluation

A. English noted that it was a difficult meeting with important topics to be discussed and recognized that the agenda could have been managed differently to ensure that all business could have been addressed. E. Spence confirmed that, from her perspective, the use of annotations in OnBoard increased efficiency.

A. English wished everyone a safe holiday season with a reminder to take care with winter driving.

ACTION: Staff to re-circulate the OnBoard annotation training materials to D. Chui.

9. Adjournment

The meeting was adjourned at 1:35pm (ET), to be re-convened in January to hold the discussion on agenda item 4.

Continuation of November 16 meeting January 24, 2023 11:30pm-1pm ET (held via Teams)

The meeting reconvened to continue the unfinished business of the November 16, 2023 meeting. In attendance were Ann English (Chair), Anne Baril, Danny Chui, and Alison Anderson and no regrets. Staff support Gerard McDonald, Light Go, Joan Bard Miller and Juliet Chou were in attendance.

1. Call to order

The chair, A. English, welcomed everyone and the meeting was re-convened at 11:30am ET.

2. Observers at Board meetings

The chair invited the Governance Committee to discuss the issue of observers attending Engineers Canada's Board meetings. The topic was first raised at the Board's strategic workshop in June 2022, and discussed further by the CEO Group at its meeting in July 2022. Feedback from the latter discussion was summarized in a briefing note that was pre-circulated to the committee. Also in the briefing note were pros and cons associated with observer participation at Board meetings and options to address the issue.

Recognizing that the Presidents and CEOs currently plan in-person meetings in conjunction with their attendance at in-person Board meetings, the committee requested that the pros list be augmented to note that Board meetings create a forum for regulators to learn from one another and collaborate.

The committee discussed the following factors when considering each option:

- The impact a change would have on the existing forum for regulator CEOs and Presidents to get together and have dialogue on a national basis.
- The need to balance transparency to build trust with the regulators, against the need for the Board to have unreserved discussions amongst the Directors.
- Encouraging dialogue between the Directors and their respective regulators outside Board meetings.
- Providing mechanisms for new regulator Presidents to become familiar with Engineers Canada's governance structure.

The committee suggested that option 3, closed meetings, account for a rare circumstance such as a pandemic, where all sessions may be held virtually.

It was noted that in recent years, Engineers Canada has increased transparency in Board decision making.

The Governance Committee considered how closing some or all parts of the Board meetings may impact the current level of regulator engagement with the Board and, in turn, trust with Engineers Canada. Moreover, the committee discussed the likelihood of the regulators passing a motion at the Annual Meeting of the Members (AMM) to change the Bylaw and allow for closed Board meetings. G. McDonald reminded the committee that changes to the Bylaw require a resolution passed by at least 2/3-60% Majority at the AMM. It is unclear if recent discussions amongst regulators around reducing the Board's size and changing the 2/3-60% Majority requirement would impact the outcome of a proposal to close Board meetings.

Although not unanimous, the committee had a leaning toward the option to close meetings to observers. Prior to formalizing a recommendation to the Board for decision, the committee was interested in gauging the Board's interest in pursuing options 2 or 3, which would require a change to the Bylaw, at the February Board meeting. Respecting that the February meeting agenda had already been finalized, it was suggested that this item be included in the in-camera portion of the meeting. Depending upon the outcome of the discussion, the Governance Committee will determine whether further action is required. If so, at its meeting on March 8, the Governance Committee will formalize a recommendation for the Board to consider in an open session at its meeting in May 2023.

ACTION: Corporate Secretary to add to the list of pros that having observers at Board meetings creates a forum for regulators to learn from one another and collaborate.

ACTION: Corporate Secretary to revise option 3, Closed meetings, to account for exceptional circumstances, i.e., a pandemic, in which all in-person meetings may be converted to virtual meetings.

ACTION: Engineers Canada CEO to confirm with the President that the issue of observers at Board meetings may be discussed during the in-camera portion of the February 2023 Board meeting.

3. Meeting evaluation

No feedback or comments were received.

4. Other business

G. McDonald confirmed that the travel expense comparison with other similarly situated organizations was completed, at the Governance Committee's request. In total, 15 organizations provided their practice about business class or premium economy class travel for volunteers. Of those who responded, 75% did not allow business class travel for Board members and were very specific that economy class was all that was allowed to travel regardless of the length of the trip. The results were discussed by the Finance, Audit, and Risk Committee at its December meeting, and the committee supported business class travel for Board members and volunteers. The information collected will be presented to the Governance Committee at its March meeting.

5. Closing

With no further business, the meeting was closed at 12:57pm (ET).