

Minutes of the Governance Committee Meeting

September 15, 2021 11:00am-1:30pm ET (held on Microsoft Teams)

Committee members in attendance	
Michael Wrinch – Chair Arjan Arenja Jean Boudreau	Danny Chui (ex-officio) Nicolas Turgeon
Regrets	
None	
Observers	
Anne Baril Geoff Connolly	Ann English
Staff and support	
Megan Falle Roseanne Gauthier	Stephanie Price Evelyn Spence

1. Call to order and approval of agenda

M. Wrinch, Committee Chair, opened the meeting at 11:00am (ET) and acknowledged the unceded territory of the land on which he was located, being that of the Haida Nation, in addition to his French and English heritage. Committee members and guests were welcomed.

Moved by A. Arenja, seconded by N. Turgeon

THAT the agenda be approved as presented.

Carried

2. Last meeting review

2.1. Review of minutes

The minutes were circulated in the agenda book. No feedback or comments were received.

Moved by N. Turgeon, seconded by A. Arenja

THAT the minutes from the June 14, 2021, meeting be approved as presented.

Carried

2.2. Review of action table

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

3. Review of the Collaboration Task Force terms of reference

S. Price presented the terms of reference and discussed the background and need for the Collaboration Task Force. Following discussion, the committee agreed to make the following changes to the terms of reference:

- **6.14.3(1) – Composition and term**

- The committee requested that the specific Regulators be stated when referencing the small, medium, and large size Regulators, to ensure clarity of interpretation.
- The committee agreed with staff's recommendation to separate the paragraph dealing with Regulator representation from the one dealing with Directors' term lengths.
- The committee requested that the terms of reference, once amended, be circulated to the committee by email.

Moved by J. Boudreau, seconded by A. Arenja

THAT the new Board policy 6.14, Collaboration Task Force Terms of Reference, be recommended to the Board for approval, as amended.

Carried

ACTION: Staff to circulate the amended Board policy 6.14, *Collaboration Task Force Terms of Reference to the committee by email.*

4. Improvements to the chair assessment process

J. Boudreau presented the proposed improvements to the chair assessment process, as reflected in revised Board policy 6.2, *Board, Committee, and Task Force Chair Assessment*. The committee agreed that the addition of an informal assessment process was a good option that should lead to improved performance, particularly given the constraints with the one-year chair terms.

A question was raised about the possibility to extend the chair terms, from one to two years, to give leaders more time to adapt to their roles. It was explained, however, that this would be difficult to implement and would limit options, due to the staggered, three (3) year term limits for Directors, as well as the closed membership of certain committees (for example, the HR Committee).

Moved by A. Arenja, seconded by J. Boudreau

THAT the revisions to the chair assessment process, as set out in Board policy 6.2, Board, Committee, and Task Force Chair Assessment, be recommended to the Board for approval at the December meeting as presented.

Carried

5. Policy reviews - Round 2 policy updates

Following the Governance Committee's new policy review approach to rule by exception, all pre-circulated changes proposed by staff were accepted, with additional discussion required in relation to the following policies:

Policy 7.8, Rules of order

Staff's proposed changes were accepted.

Additional changes:

7.8(8) – adding flexibility to agenda book distribution

The committee agreed with the intent of adding flexibility for the delivery of agenda books, however it felt that the suggested revision that "agenda books are distributed *at most* two weeks prior to a meeting" could result in Directors not having reasonable time to review their materials. To strike a balance and provide staff with some flexibility in delivering smaller agenda books less than two weeks prior to a meeting, the committee proposed instead that a new sentence be added, stating: "*In some circumstances, agenda books may be distributed one week prior.*"

Policy 7.10, Whistleblowing

Staff's proposed changes were accepted.

Additional changes:

7.10(4)b) – removed to clarify reporting structure

The committee agreed to remove subparagraph 7.10(4)(b) since it confuses the reporting structure. Staff should report whistleblower events to the CEO unless it concerns the CEO, in which case the report should be made to the President of the Board.

7.10(19) – removed in line with removal of 7.10(4)(b)

The committee agreed to remove paragraph 7.10(19) as it is no longer necessary following the removal of 7.10(4)(b).

7.10(20) – revised reporting structure

The committee agreed that the CEO, as an employee of the Board, should report any whistleblower events *to the*

Board, and not to FAR. The committee discussed that this was the more appropriate reporting structure, since whistleblower events encompass activities that are broader than just financial mismanagement and accounting irregularities.

Appendix A – removed description of whistleblower events

The committee removed specific reference to the types of potential whistleblower events, since whistleblower events are already defined in the policy itself and not required to be defined again in the appendix.

Policy 4.1, Board responsibilities

Staff's proposed changes were accepted.

Additional changes:

4.1(1) – removed reference to the current vision statement

The committee reviewed and decided against the preceding committee's suggestion of identifying and stating the current vision (*to advance Canadian engineering through collaboration*) as this would require that the policy be updated every time the vision statement changes. Instead, the committee suggested that the vision should be referenced, generally.

Policy 4.10, Standing agenda items

Staff's proposed changes were accepted.

Additional changes:

4.10(3) and (4) – removed as they don't add any substantive value

It was decided that paragraph 4.10(3)'s direction to maintain a list of standing items, which is not reflective of the current practice (where past agendas are used instead), did not add any substantive value in respect of policy or process. Additionally, the committee agreed to remove 4.10(4), as it provides for overwhelming and redundant information being circulated to Directors when they first join the Board.

Policy 9.1, Accreditation criteria and procedures report

Staff's proposed changes were accepted.

Additional change:

9.1(2), Step 7 – Removal of sentence to support simplified description

Given that the list of "identified stakeholders" in the description of step 6 already specifically identified CFES and HEIs, the reference that "*Additional consultation may be conducted with other HEI staff, the CFES or others ...*" was considered redundant. The committee agreed to remove the second sentence of step 7.

Policy 7.3, Board relationship with the EDC

Staff's proposed changes were accepted.

Additional change:

7.3(1) – clarifying EDC's representational scope

The committee noted that Engineering Deans Canada (EDC) does not include all engineering deans in Canada and agreed to remove reference to "*all the*" in the sentence "*Engineering Deans Canada (EDC), a group that includes all the deans of accredited undergraduate engineering programs ...*"

Section 4 policy banner statement

A concern was expressed with the banner statement that is repeated on all Section 4 Board policies, where some of the Board's primary roles (namely, the HR functions related to oversight of the CEO) are not mentioned. It was explained that the banner statement is not an exhaustive summary of the Board's role (the full set of responsibilities is set out in Board policy 4.1, *Board Responsibilities*), and instead is intended to provide a high-level summary.

The committee agreed to review the banner statement at its November meeting. At that time, the committee

will determine whether it's necessary to maintain the statement at all, or whether it should be updated to include some of the more critical Board functions.

ACTION: Staff to include a review of the Section 4 banner statement for the next committee meeting.

ACTION: Staff to update the policies, as further revised by the committee, for inclusion in the December Board agenda book.

6. Work plan review

E. Spence presented the proposed updates to the work plan. The committee accepted all new additions.

Moved by A. Arenja, seconded by N. Turgeon

THAT the work plan additions be accepted.

Carried

7. Other business

No other business was brought forward.

8. Next committee meetings

The next meetings are as follows, all to be held virtually:

- November 17, 2021 (11am–1:30 ET)
- March 14, 2022 (11am–1:30 ET)

9. Meeting evaluation

The committee agreed that the meeting went well, and no feedback was provided.

10. Closing

With no further business to address, the meeting was terminated at 12:55pm ET.