

**Minutes of the Human Resources Committee meeting**  
 September 8, 2022 | Noon- 1:30pm ET | TEAMS meeting

<b>Committee members in attendance</b>	
Mike Wrinch, BC (Chair) Kathy Baig, President, Quebec Janet Bradshaw, CEO Group member, Newfoundland and Labrador	Danny Chui, Past President, Ontario Geoff Connolly, PEI Nancy Hill, President-Elect, Ontario
<b>Staff and support</b>	
Gerard McDonald, CEO Liz West, Manager, Governance and Board Services	Evelyn Spence, Corporate Secretary Sylvie Francoeur, Director, Human Resources

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

The meeting was called to order at 12:02pm ET and committee members were welcomed.

*It was moved and seconded*

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

***Carried***

**2. Review of last meeting**

2.1 Approval of minutes

*It was moved and seconded*

***THAT the minutes of the May 28, 2022 meeting be approved.***

***Carried***

2.2 Review of action table

There were no comments on the items in the action table.

2.3 Confirmation of motion approved electronically

M. Wrinch, Chair, reviewed the context behind this agenda item. To avoid having a special meeting of the committee, he noted that he had emailed the members of the committee seeking their approval to amend the committee's work plan. The update to the work plan was to consider alternate means of conducting the annual assessments.

M. Wrinch noted that four (4) of the (6) committee members had agreed and the motion to approve the revised work plan was carried. The intent at this meeting was to confirm that motion. There were no objections, and the motion was ratified.

**3. Use of external consultants for Board evaluations**

Committee members discussed whether or not to engage an external consultant to assist the committee with its chair, Board and individual (self-and peer-) assessments.

M. Wrinch noted the level of effort required if the assessments were to be done internally. E. Spence, General Counsel and Corporate Secretary, informed members that three (3) external parties had been contacted to provide their approach and cost based on the scope of work provided to them. The three firms were tng, Odgers Berndston and Clariti Group.

G. McDonald indicated that while the cost of hiring an external consultant had not been specifically budgeted for in the 2023 draft budget, it would be straightforward to accommodate the amount, should the committee wish to pursue that option.

Committee members expressed their opinions on the proposals received and there was general consensus to proceed with tng. The committee agreed to budget up to \$50K in 2023 for tng to undertake all the various assessments, but staff were asked to re-confirm the amount given the further clarity in scope. E. Spence advised that the consultant's costs would be reflected as an adjustment to the 2023 budget and would be presented to the Board at its December 12, 2022 meeting.

***It was moved and seconded***

***THAT tng be contracted to assist the committee with its chair, Board and individual (self-and peer-) assessments and that a maximum of \$50K be budgeted for the work.***

***Carried***

The committee discussed that they would like the consultant to review the questions Engineers Canada asked in past assessments and to consider whether they could be incorporated with the standardized questions. Further, staff were asked to query tng to confirm what the best timing for conducting the assessments would be.

**ACTION: Staff to approach tng consultants to re-confirm budget for completion of all Board assessments and obtain input into timing of assessments.**

**ACTION: If tng confirms that all Board assessments can be completed within the HR Committee-authorized \$50,000 upper limit, staff to engage them to prepare the Board, Director-self and peer assessment questionnaires, for review by the committee in November.**

#### **4. Chair assessment questionnaires**

E. Spence noted the chair survey questions were largely unchanged from the previous year's survey, except to incorporate more open-ended feedback, which resulted from feedback received during the June Board workshop. The committee members had no questions or comments about the proposed content or structure, as drafted, and agreed to recommend the questionnaire to the Board for approval in December.

***It was moved and seconded***

***THAT the HR Committee approve the structure and content of the chair assessment survey, for recommendation to the Board.***

***Carried***

#### **5. Review of Board policies impacting HR Committee work plans**

E. Spence presented the policies that would be reviewed by the Governance Committee at its September 21<sup>st</sup> meeting, explaining that these policies would impact the HR Committee work plan. As such, HR Committee review and input was being requested.

A discussion followed, particularly with respect to subsection 6.12.1(2)(c) of Board policy 6.12, *Human Resources Committee Terms of Reference* and the committee's responsibility to "establish, administer, and annually review the competency profiles for the Board, individual Directors, and chairs." While it was noted that the competency profiles may not be used the way they are in other organizations (due to the fact that the Regulators nominate Directors), there was agreement that it is important to maintain and regularly review such profiles.

***It was moved and seconded***

***THAT the proposed changes to the Board policies that impact the HR Committee work plans be accepted, for recommendation to the Governance Committee.***

***Carried***

**6. Engineers Canada operational (HR) policies**

G. McDonald noted these policies were being provided to the HR Committee for information only; to make committee members aware of the operational policies that are in place. The committee confirmed that they were satisfied only to receive the list of HR-related policies, rather than to be provided with copies of the operational policies for their review.

G. McDonald brought to the attention of the committee that there would be changes made to the organization's short-term disability (STD) policy, the details of which would be provided to the committee at its meeting taking place on November 24, 2022.

**7. Succession planning – camera**

The meeting moved in-camera to review the CEO succession plan.

**8. CEO assessment (informal process year) – in camera**

The committee continued in-camera to review the CEO evaluation process and determine the interviewees for the 2022 CEO assessment.

**9. Other Business – open session**

There was no other business.

**10. Next committee meetings**

The next committee meetings were confirmed as follows, to take place from 12-1:30pm ET:

- Thursday, November 24, 2022
- Thursday, December 15, 2022
- Thursday, February 23, 2023 (following the Board meeting) – Participants for this meeting include only the 3 Presidents (3Ps) and the committee chair, who meet with the CEO to deliver the results of the CEO assessment (including the short-term incentive).
- Thursday, March 30, 2023

**11. Meeting evaluation**

No comments were made.

**12. Closing**

With no further business to discuss, the meeting closed at 1:30pm ET.