



COUNCIL MEETING
September 24, 2015
Edmonton (APEGA Office)
Lindberg Conference Centre (15th floor)
9:45 AM – 4:00 PM

APPROVED MINUTES

PRESENT

President: Connie Parenteau, P.Eng., FEC, FGC (Hon.), Chair
President-Elect: Steve Hruday, P.Eng., PhD, FCAE
Vice-President : Nima Dorjee, P.Eng.
Past-President : Colin Yeo, P.Geo., FGC, FEC (Hon.)
Councillors: Jeff DiBattista, P.Eng., PhD
Lisa Doig, P.Eng., MBA, FEC, FGC (Hon.)
Jennifer Enns, P.Eng.
George Eynon, P.Geo., FGC
Brad Hayes, P.Geol., PhD
Wenona Irving, P.Eng., FEC, FGC (Hon.)
Paul Knowles, P.Eng.
Craig McFarland, P.Eng.
Mahsoo Naderi-Dasoar, P.Eng.
Art Washuta, P.Eng.
Terry Waters, P.Eng.
John Rhind, P.Geol.

Public Members: Ross Harris, B.Com., FCA, ICD.D
Robert Lloyd, QC
Mary Phillips-Rickey, FCA

Geoscientists Canada President:

George Eynon, P.Geo., FGC

Engineers Canada Directors:

Jim Beckett, P.Eng., FEC, FGC (Hon.)
Larry Staples, P.Eng., FEC, FGC (Hon.)

Staff: Mark Flint, P.Eng., Chief Executive Officer
Carol Moen, P.Eng., Registrar
Pat Lobregt, Director, Executive and Government Relations
Pal Mann, Director, Corporate Services
Krista Nelson-Marciano, Director of Operations
Dianne Johnstone, Director of Legislative Review
Mark Tokarik, P.Eng., Deputy Registrar
Chelsea McNaughton, Executive Assistant to Council
Kara Hickman, Calgary Office Manager

Observers: Dave Rohachuk, P.Eng., Chair of the Practice Review Board
Johnathon Bain, P.Eng.
Stephen Huber, P.Eng.
Sadiq Pirani, P.Eng.
Jason Vanderzwaag, P.Eng.
Natasha Pounder, P.Eng.
Adam St. Amant, P.Eng.
Said Yussuf, P.Eng.
Chris Chan, E.I.T
Kashif Dada, P.Eng.

1.0 CALL TO ORDER

The Chair called the meeting to order at 9:56 AM

2.0 APPROVAL OF THE MEETING AGENDA

MOTION 15-13

MOVED by Brad Hayes, and seconded, THAT the agenda be adopted with the following amendments:

Data Breach added to routine business as item # 5.10

Update for the 2015 Business Plan added to routine business as item # 5.11

Unanimously in favour. ADOPTED

MOTION 15-14

MOVED by Colin Yeo, and seconded, THAT Colin Yeo, Jeff DiBattista, and Brad Hayes be elected to and form the minutes approval subcommittee for the 2015/2016 Council term. Unanimously in favour. ADOPTED

3.0 DECLARATION OF CONFLICT OF INTEREST

No conflicts were declared.

4.0 CONSENT AGENDA

- 4.1 Council Attendance**
- 4.2 Council Self-Assessment Form**
- 4.3 June 18, 2015 Council Minutes**
- 4.4 CEO's Report**
- 4.5 President's Report**
 - 4.5.1 Business Plan Update**
- 4.6 Engineers Canada Report**

MOTION 15-15

MOVED by John Rhind, and seconded, THAT the Consent Agenda be adopted as presented. Unanimously in favour. **ADOPTED**

5.0 ROUTINE BUSINESS

5.1 Strategic Planning

The CEO provided an update on the 2017-2019 strategic plan. The Director, Corporate Services provided additional details on the plan and the projected resources required to execute it.

Council agreed, through general consensus, to support the direction and resource allocation commitments required for building the 2017-2019 strategic plan. Council also expressed support for the three themes of the plan:

1. Organizational Excellence
2. Professional Development
3. Professional Practice

The final draft 2017-2019 strategic plan will be brought to Council for approval in March 2016.

5.2 Business Plan Priorities for 2016

The CEO provided an update on the priorities and assumptions for the 2016 business plan. In the June 2015 Council meeting the CEO agreed to provide an update to Council on the 13th floor expansion. The CEO has chosen not to pursue the expansion at this time.

Council agreed, through general consensus, to support the five business planning priorities for 2016:

1. Registration (carried over from 2015)
2. Legislative Review
3. Information Technology
4. Running the Business Better
5. Continuing Professional Development Planning

Registration Update

There was an in-camera session.

5.3 Risk Management

The Director, Operations provided an update on the risk management process.

Mr. Eynon suggested, with support, that APEGA use a statement or definition of risk acceptance. The Chair of the Audit Committee requested that APEGA staff prepare guidelines of risk appetite by category.

Many Councillors requested time for briefing on high risk, high consequence items in each Council meeting, to assist in determining the appropriate level of discussion. There was agreement that this should come forward in the Audit Committee report. The Chair of the Audit Committee indicated that the current task is prioritizing which items the Committee needs to assess and bring to Council.

The CEO committed to adding Security as a new risk category.

5.4 Key Performance Indicators

The Director, Operations provided an update on the performance management tools being built and used by staff to capture and report on data.

5.5 Executive Committee Report

The Chair provided a verbal update to supplement the written report included in the agenda package.

5.6 Nominating Committee Report

The Chair of the Nominating Committee noted a correction in the report, which is that the deadline for write-in candidates is October 19, 2015. The Chair also noted two changes to the nomination process that were agreed on in the September 10, 2015 meeting:

1. All Candidates (self-nominated and Committee nominated) will now be interviewed by a Committee member
2. Nominating Committee members will not publicly endorse Council candidates in any fashion (signing nomination endorsements, public statements, on social media, etc.)

The Chair of the Nominating Committee asked Council to provide input on their opinion for endorsing candidates running for Council.

MOTION 15-16

MOVED by George Eynon, and seconded, THAT Councillors shall not publicly endorse candidates running for Council verbally, in writing, on social media or by signing nomination forms

It was expressed that all Councillors should be held to the same standard. If Councillors on the Nominating Committee are not endorsing candidates, the rest of Council should take the same stance.

The opposing view was expressed that Councillors should be able to use their own discretion with regards to endorsing candidates.

It was agreed that the motion, as worded, includes Executive Committee candidates.

The Chair of the Nominating Committee clarified that bringing forward a name to the Committee or the CEO for consideration is not publicly endorsing. Publicly endorsing refers to signing papers for self-nominees, or making statements in public and on social media.

Number of votes cast:	18
Necessary for adoption (majority):	10
In favour:	4
Opposed:	14
Abstained:	0

MOTION 15-16 DEFEATED

There was agreement to revisit the motion in a future meeting, before the beginning of the 2016/2017 election cycle. The Nominating Committee was tasked with further analysis of the issue and redrafting a new motion for December 2015 or March 2016.

5.7 Governance Committee Report

The Chair of the Governance Committee provided a verbal update to supplement the written report included in the agenda package.

MOTION 15-17

MOVED by Colin Yeo, and seconded, THAT Council approve the amended Joint Board of Examiners terms of reference as reviewed and recommended by the Governance Committee, and outlined in attachment 5.7.1 of the agenda package

The report will be amendment to reflect that: a Chair does not need to be nominated every year. Only a Vice-Chair needs to be appointed each year, as that individual becomes the Chair the following year.

Unanimously in favour. APPROVED.

MOTION 15-18

MOVED by Colin Yeo, and seconded, THAT Council approve the Volunteer Management Policy as reviewed and recommended by the Governance Committee, and outlined in attachment 5.7.2 of the agenda package

The Registrar specified that a credit check is specific to bankruptcy only.

There was discussion on whether a member will be asked to step down if they are no longer a member in good standing, or if a civil litigation or investigation is opened.

Mr. Beckett, Engineers Canada Director and an APEGA Past President, suggested the motion be re-worded, as follows, to allow for flexibility and development of the Volunteer Management Policy:

APEGA relies heavily on members to volunteer on behalf of their professions. The CEO shall encourage members to volunteer and shall protect the reputation of the association by ensuring that volunteers are of good character, in good professional standing and free of external influences that might impede their ability to perform their volunteer role.

MOVED by Colin Yeo, and seconded, that **MOTION 15-18** be tabled until December 2016, to allow for analyses of the suggested amendment. TABLED.

MOTION 15-19

MOVED by Colin Yeo, and seconded, THAT Council approve the volunteer member appointments to the Enforcement Review Committee, Practice Review Board, and the Joint Board of Examiners, as outlined in attachment 5.7.3 of the agenda package.

The Registrar advised that neither a criminal or credit background check have been conducted on any appointees

Unanimously in favour. APPROVED

5.8 Audit Committee Report

The Chair of the Audit Committee provided a verbal update to supplement the written report included in the agenda package.

There was discussion on the Defined Benefits Pension Plan. The Governance Committee will assist with identifying a Trustee for the governance of the defined pension plan.

5.9 2020 Task Force

The Chair of the 2020 Task Force provided an update on the first meeting of the Task Force. The Committee began discussing how to raise funds and create a

budget. The Committee was struck to plan celebrations for the 100 year anniversary of APEGA. Stakeholders will be brought in to assist with the work going forward.

5.10 Security Breach

The Director, Operations and the Director, Corporate Services, provided an update on the APEGA security breach. The CEO confirmed that APEGA is working with a data security company to ensure no computers are at risk. The CEO will provide another update in December.

5.11 Update on 2015 Business Plan

The CEO provided an update on a reciprocity agreement with APEGBC. At this time, neither jurisdiction has the planning capacity necessary to fully achieve this goal for 2015 or 2016.

The CEO provided an update on Registration renewal; the Registrar provided specific details on the renewal process.

6.0 LEGISLATIVE RENEWAL UPDATE

The CEO presented information that was compiled by the Legislative Review team.

7.0 GEOSCIENTISTS CANADA REPORT

The Geoscientists Canada Director provided a verbal update to supplement the written report included in the agenda package.

8.0 IN-CAMERA

There was an in camera session

9.0 IN-CAMERA SUMMARY WITH CEO

10.0 NEXT MEETING

Tuesday October 6, 2015 (Videoconference)
Wednesday, December 2, 2015 (Edmonton)

11.0 ADJOURNMENT

Meeting adjourned at 4:35 PM