



COUNCIL MEETING
November 30, 2017
Edmonton (APEGA Office)
Lindberg Conference Centre (15th floor)
8:30 a.m. – 4:30 p.m.

MINUTES

PRESENT

Council Executive:

Jane Tink, P.Eng., FEC, FGC (Hon.) – President
Nima Dorjee, P.Eng., FEC., FGC (Hon.) – President-Elect
John Rhind, P.Geol. – Vice-President
Steve Hrudehy, P.Eng., PhD, DSc (Eng.), FEC, FCAE, FSRA – Past-President

Councillors:

Natasha Avila, P.Eng.
Jeff DiBattista, P.Eng., PhD, MBA
Jennifer Enns, P.Eng.
George Eynon, P.Geol., FGC, FEC (Hon.)
Darren Hardy, P.Eng.
Brad Hayes, P.Geol., PhD, FGC, FEC (Hon.)
Tim Joseph, P.Eng., PhD, FCIM
RaeAnne Leach, P.Eng.
Manon Plante, P.Eng., MDS
Jason Vanderzwaag, MASC, P.Eng., LEEDS AP, PMP
Claudia Villeneuve, P.Eng., M.Eng., PMP, ACG
Emily Zhang, P.Eng., PMP

Public Members:

Susan McRory, B.A., LI.B., A.R.C.T.
Mary Phillips-Rickey, FCA
Georgeann Wilkin RN, LI.B

Engineers Canada Directors:

Lisa Doig, P. Eng., MBA, FEC, FGC (Hon.)
Gary Faulkner, PhD, P.Eng.
David Lynch, FCAE, FEIC, FCIC, FEC, FGC (Hon.), PhD, P.Eng.
Connie Parenteau, P.Eng., FEC, FGC (Hon.)

Geoscientists Canada Director:

Colin Yeo, P.Geo., FGC, FEC (Hon.)

Staff:

Jay Nagendran, M.Sc., P.Eng., QEP, BCEE, FEC, Registrar & CEO

Jill Arbuthnott, Executive Assistant to Council

John Corriveau, P.Eng., Director of Regulatory Affairs (for items 10.3 and 11.0)

Colette Fernandes, Executive Assistant to Director, Stakeholder & Council Relations

Sharilee Fossum, MBA, CPA, CMA, ICD.D, Chief Financial & Administrative Officer

Gisela Hippolt-Squair, Acting Director of Communications

Dianne Johnstone, CPP, Director of Legislative Review (for items 10.3 and 11.0)

Shirley Layne, CMP, FGC (Hon.), Event Planning & Member Recognition Manager (for item 8.0)

Matt Oliver, P.Eng., Deputy Registrar & Chief Regulatory Officer

Mark Tokarik, P.Eng., LL.B., FEC, Deputy Registrar (for items 10.3 and 11.0)

Heidi Yang, P.Eng., FEC, FGC (Hon.), Chief Operating Officer

1.0 CALL TO ORDER

The Chair called the meeting to order at 8:30 a.m.

2.0 DECLARATION OF CONFLICT OF INTEREST

There were no conflicts of interest declared.

2.1 Council Code of Conduct

2.2 Code of Ethics

3.0 ADOPTION OF MEETING AGENDA

MOTION 17-90

MOVED by Tim Joseph and seconded by George Eynon, THAT the November 30, 2017, Council agenda be adopted as presented.

Number of votes in favour: 17/17

Necessary for adoption: 10/17

Motion unanimously adopted.

Note: The number of voting members increased after item 7.2.2 from 17 to 18, due to a late arrival.

4.0 COUNCIL MINUTES APPROVAL – September 20-21, 2017

MOTION 17-91

MOVED by Tim and seconded by Brad, THAT the September 20 and 21, 2017 Council meeting minutes be approved by Council, as amended.

It was requested that the wording for item 8.1 – Governance Committee Report be reworded as follows: “review the eligibility of candidates for election to the Council Executive Committee”.

Number of votes in favour: 17/17
Necessary for adoption: 10/17
Motion unanimously adopted.

5.0 CONSENT AGENDA

- 5.1 Council Attendance
- 5.2 President’s Report
- 5.3 Executive Committee Report

5.3 Moved and Seconded That

Under Bylaw 22, Matthew Oliver, be appointed Deputy Registrar of APEGA. All previous appointments to the position of Deputy Registrar are rescinded. As reviewed and endorsed by the Executive Committee on November 10, 2017.

- 5.4 Registrar & CEO Report
- 5.5 Engineers Canada Report
- 5.6 Geoscientists Canada Report
- 5.7 Statutory Board Appointments

5.7 Moved and Seconded That

The recommended Statutory Board Appointments reviewed and endorsed by the Governance Committee on November 2, 2017, be approved by Council.

- 5.8 Reinstatement Recommendations

5.8 Moved and Seconded That

The recommended members for Reinstatement, reviewed and endorsed by the Policies and Standards Taskforce on Nov 11, 2017, be approved by Council.

- 5.9 Results from September Generative Discussions
- 5.10 Centennial Report

MOTION 17-92

MOVED by Jennifer Enns, and seconded by Manon Plante, THAT the Consent Agenda be adopted as presented. (all motions in the consent agenda are included in this motion).

Number of votes in favour: 17/17
Necessary for adoption: 10/17
Motion unanimously adopted.

6.0 REGISTRAR & CEO'S VERBAL UPDATE

The Registrar & CEO (RCEO) spoke to his report, included in the Consent Agenda, and commented on improvements made at APEGA since the September 2017, Council meeting.

In November 2017, an employee survey was sent out to all APEGA employees and with only three (3) days left to respond there was an 80% response rate. Work has begun on the People and Culture initiative to bring fair and equitable pay scales across the organization with salary bands and appropriate job classifications.

A number of large and small projects are underway that will contribute to a more professional and efficient organization. This includes:

- a system to track and collect fines and penalties
- a new postage system through Pitney Bowes
- assessments of the IT systems & a review of the IT Disaster Recovery Plan and
- an update of Aptify.

The RCEO spoke to the Continuous Professional Development (CPD) program and the importance of providing reasonable mentoring and support to ensure member compliance.

Updates regarding ASET and Engineers Canada were provided. ASET posted an article on their website in November 2017, which APEGA responded to November 24, 2017. This response letter can be found at APEGA.ca: About APEGA, Publications, e-PEG & Branch Newsletters, e-PEG Newsletter: November 24, 2017.

The RCEO has been working with Engineers Canada (EC), regarding the current operations of various Affinity programs they negotiate on behalf of the Constituent Associations, to ensure greater equity and transparency of the program. Further updates will be provided to Council as these negotiations progress.

It was also noted that there has been a \$914,000 savings over 2017, from numerous cost saving improvements made in the organization.

7.0 APPROVAL OF BUDGET AND BUSINESS PLAN

7.1 Audit Committee Report

The Audit Committee (the Committee) Chair provided a brief overview of the report received by Council on November 23, 2017. An extra meeting of the Audit Committee was held in early October to further support the work of the Committee and the Finance team.

7.1.1 September 30, 2017 – Q3 and Year to Date Management Financial Statements and Variance Analysis

The Chief Finance and Administrative Officer (CFAO) gave a brief overview of the year-to-date management financial statements and the variance analysis.

7.1.2 2017 Q3 Forecast of Year-End Results

The CFAO advised a regular forecasting process has begun in 2017, and going forward there will be quarterly forecasts which will be reported to the Audit Committee and Council.

7.2 Approval of Budget and Business Plan

Council was advised by the CFAO that she and her team are very grateful for the direction and input from the Audit Committee.

7.2.1 2018 Operating Plan

The RCEO highlighted the operational plan in the Council package indicated that the changes from the previous operational plan were presented too, so that Council has full visibility.

The RCEO noted that some of the commitments are predicated on issues outside APEGA's control, such as the recruitment of an adequate number of volunteers, subject matter experts (SMEs) and the capacity of the Practice Review Board (PRB) to meet our commitments. He told Council that if any unexpected issues come up, he will report back to Council.

7.2.2 Fiscal 2018 Operating Budget – Executive Summary

The 2018 Operating Budget was discussed. It was noted that if member dues are increased that other fees (as listed in item 7.2.2 of the November 30, 2017, Council package) will be adjusted accordingly.

MOTION 17-93

MOVED by Jeff DiBattista, and seconded by Natasha Avila, THAT Council approve the Draft 2018 Operating Plan together with the Draft 2018 Operating and Capital Budgets, all as endorsed by the Audit Committee, but subject to subsequent approval of Member Dues Increase.

There was discussion regarding an increase in member dues and how it will affect the Membership.

Number of votes in favour: 18/18
Necessary for adoption: 10/17
Motion unanimously adopted.

7.2.3 2018 Operating Budget – Approach & Key Parameters

The CFAO spoke to the report and appendices provided in the Agenda package. There was discussion on various items included in the report.

7.2.4 Target Value for Accumulated Surplus

The CFAO spoke to the report and reviewed the ten (10) points in the report. Repercussions to APEGA, should the items listed in the motion not be passed, were explored.

MOTION 17-94

MOVED by Jeff DiBattista, and seconded by Darren Hardy, THAT Council approve the following, all as endorsed by the Audit Committee:

- Acquisition of \$2.0 Million line of credit;
- Replenishment of Restricted Net Assets to \$1.0 Million as at the end of Fiscal 2017;
- The risk-based methodology to determine (i) quantum of resources necessary for risk mitigation and (ii) target range for Accumulated Surplus; and
- The target range for Accumulated Surplus as \$7.2 - \$9.9 Million, or \$1.4 - \$4.1 Million more than the \$5.8 Million already reflected in the 2018 Budget (Phase1) Statement of Financial Position.

Number of votes in favour: 18/18
Necessary for adoption: 10/18
Motion unanimously adopted.

7.2.5 2018 Operating Budget – Revenue (Phase 2) – Member Dues Increase

The CFAO explained the proposed increase of \$32 to member dues. Many propositions were discussed by the Audit Committee before settling on the scenario provided in the agenda package.

MOTION 17-95

MOVED by Jason Vanderzwaag, and seconded by Claudia Villeneuve, THAT Council approve the following, Dues and Fees increases effective January 1, 2018:

- Inter-provincial transfer fee to increase \$150, from \$100 to \$250; and
- Professional Member Dues to increase \$32, from \$360 to \$392 per annum.

The original motion was withdrawn and three (3) new motions were put forward.

Motion withdrawn

MOTION 17-96

MOVED by Jeff DiBattista, and seconded by George Eynon, THAT Council approve the following, dues and fees increase effective January 1, 2018: Professional Member Dues to increase \$32, from \$360 to \$392, per annum.

Number of votes in favour: 16/18
Necessary for adoption: 10/18
Motion adopted.

MOTION 17-97

MOVED by Jeff DiBattista, and seconded by Natasha Avila, THAT Council approve an exception to the Member Dues Policy (CORP-PL-020) approved by Council, June 16, 2016, allowing members to apply for up to a third consecutive year of member dues reduction in the event of unemployment. This exception will only be in effect from January 1, 2018, to December 31, 2018, unless extended by Council.

Number of votes in favour: 18/18
Necessary for adoption: 10/18
Motion unanimously adopted.

MOTION 17-98

MOVED by Jeff DiBattista, and seconded by Natasha Avila, THAT Council establish and approve a Regulatory Risk Management Reserve effective January 1, 2018.

For 2018, the approved \$32 member dues increase will solely be used to fund the Regulatory Risk Management Reserve in restricted net assets.

Number of votes in favour: 17/18
Necessary for adoption: 10/18
Motion adopted.

Council requested that the membership be advised that the \$32 increase for 2018 would be used to fund the Regulatory Risk Management Reserve. Any increases approved after 2018 and whether they would add to the Regulatory Risk Management Reserve or be for Operations would be at the direction of future Council members.

8.0 HONOURS & AWARDS REPORT

Ms. Layne provided an overview of the submissions received for 2018. It was noted that there were fewer submission this year than in previous years.

MOTION 17-99

MOVED by Natasha Avila, and seconded by Manon Plante THAT Council approve the recommendations of the Honours & Awards Committee for the 2018 recipients of the APEGA Summit Awards.

Number of votes in favour: 17/17 (one member was unavailable at time of voting)
Necessary for adoption: 10/17
Motion unanimously adopted.

MOTION 17-100

MOVED by RaeAnne Leach, and seconded by Emily Zhang, THAT Council approve the recommendations of the Honours & Awards Committee for the 2019 nominees of the Engineers Canada Awards.

Number of votes in favour: 18/18
Necessary for adoption: 10/18
Motion unanimously adopted.

9.0 WOMEN IN APEGA – 30x30

The Chief Operating Officer (COO) provided background on the Women in APEGA initiative. There was discussion regarding the group and what their request of Council is. The original motion was amended at table.

MOTION 17-101

MOVED by RaeAnne Leach, and seconded by Jennifer Enns, THAT Council supports and endorses the Women in APEGA Advisory group.

Number of votes in favour: 18/18
Necessary for adoption: 10/18
Motion unanimously adopted.

10.0 ROUTINE BUSINESS OF COUNCIL

10.1 Governance Committee Report

The Chair of the Governance Committee provided a brief review of the report.

MOTION 17-102

MOVED by Steve Hrudehy, and seconded by RaeAnne Leach, THAT Council rescind motion 98-087 that states “that the Sponsorship Guidelines as presented be approved”.

Number of votes in favour: 16/16 (two members were unavailable at time of voting)
Necessary for adoption: 9/16
Motion unanimously adopted.

MOTION 17-103

MOVED by Steve Hrudehy, and seconded by Jennifer Enns, THAT Council approve the Sponsorship Policy (POL-MPSS-ALL7106) as endorsed by the Governance Committee on November 2, 2017.

Number of votes in favour: 18/18
Necessary for adoption: 10/18
Motion unanimously adopted.

10.2 Nominating Committee Report

The Chair of the Nominating Committee reviewed the results of the endorsed Executive and Council candidates for the 2018 election, which were provided in the agenda package.

10.3 Policy Standards Task Force Report

The Chair of the Policy Standards Task Force (PSTF) explained the need for the two motions included in the PSTF report to Council. The first motion was to bring back to the table a matter previously tabled at the Council meeting of June 15, 2017. The second motion was to bring a motion to the floor for discussion. The original recommendation was to amend Rule 1 of the APEGA Code of Ethics.

MOTION 17-104

MOVED by John Rhind, and seconded by Tim Joseph, THAT we take from the table the proposed motion.

Council endorses the proposed recommendation that Rule 1 of the APEGA Code of Ethics be amended to read:

“Professional engineers and geoscientists shall, in their areas of practice, hold paramount the health, safety and welfare of the public and ~~have regard for the~~ **protection of** the environment.”

Number of votes in favour: 18/18
Necessary for adoption: 10/18
Motion unanimously adopted.

The Chair of the PSTF gave a brief refresher on what was previously discussed regarding Rule 1 of the APEGA Code of Ethics and briefed Council on the PSTF discussions on this issue. The PSTF concluded that Rule 1 should not be amended and the Chair explained to Council the reasoning for this conclusion. The PSTF recommended that Council keep the current wording of Rule 1 and that if Council agreed with the PSTF recommendation they should defeat the proposed motion to amend Rule 1. A healthy discussion ensued both in favor and against amending Rule 1.

MOTION 17-105

MOVED by John Rhind, and seconded by Steve Hrudehy, THAT Council endorses the proposed recommendation that Rule 1 of the APEGA Code of Ethics be amended to read:

“Professional engineers and geoscientists shall, in their areas of practice, hold paramount the health, safety and welfare of the public and ~~have regard for the~~ **protection of** the environment.”

Number of votes in favour: 8/18
Number of votes opposed: 10/18
Necessary for adoption: 10/18
Motion defeated.

11.0 ASET DISCUSSION

This discussion was held as an Executive Session (in-camera).

12.0 EXECUTIVE SESSION (IN-CAMERA) DISCUSSION

There was an Executive Session (in-camera) discussion.

13.0 EXECUTIVE SESSION (IN-CAMERA) (Council & Registrar & CEO only)

14.0 EXECUTIVE SESSION (IN-CAMERA) SUMMARY

15.0 ADJOURNMENT

The Chair thanked staff and senior leadership for bringing APEGA into a much healthier state and that Council recognizes all the hard work that has been done.

The meeting adjourned at 4:30 p.m.