



APPROVED

COUNCIL MEETING
Thursday, September 15, 2011
APEGGA Conference Centre
Calgary, Alberta

MINUTES

PRESENT

President	Jim Smith, P.Eng., FEC
Past-President	Kim Farwell, P.Eng., FEC
President-Elect	Leah Lawrence, P.Eng.
Vice-President	Colin Yeo, P.Geol.
Councillors	Allin Folinsbee, P.Geoph., PhD, FEC (Hon.) Hartley Harris, P.Eng. Karen Henry, P.Eng., FEC Chris Ketchum, P.Eng. Craig McFarland, P.Eng. Ken Porteous, P.Eng., PhD, FEC Ginger Rogers, P.Geol. Chan Wirasinghe, P.Eng., PhD, FEC, FCAE
Councillor & Geoscientists Canada Director	John Hogg, P.Geol.
Public Member	Mary Phillips-Rickey, CA Fred Stewart, QC
Engineers Canada Director	Jim Beckett, P.Eng., FEC Mike Smyth, P.Eng., FEC
Branch Observers	Genesh Charlyil, P.Eng., Central Alberta Wayne Kosick, P.Eng., Fort McMurray Craig Maunder, E.I.T., Medicine Hat Kris McMemon, P.Eng., Peace Region Justin McCrea, E.I.T., Vermilion River

Staff

Ray Chopiuk, P.Eng., Director Professional Practice
Sharon Graham, Executive Assistant
Kate Handford, Calgary Office Supervisor
George Lee, FEC (Hon), Manager Editorial Services
Pat Lobregt, FEC (Hon), Manager Executive & External Liaison
Shelley Magnusson, B.Ed., MA, Manager Outreach & Member Services
Philip Mulder, APR, FEC (Hon), Director Communications
Michael Neth, P.Eng., Director Compliance
Gerry O'Donnell, CGA, Director Finance & Administration
Ross Plecash, P.Eng., FEC, Director Corporate Affairs & Investigations
Al Schuld, P.Eng., FEC, Registrar & Interim Chief Executive Officer
Len Shrimpton, P.Eng., FEC, Chief Operating Officer
Tom Sneddon, P.Geol., Manager Geoscience Affairs
Mark Tokarik, P.Eng., LLB, FEC, Director Registration

REGRETS

Councillors

George Jergeas, P.Eng., PhD
Suzanne Kresta, P.Eng., PhD
Heidi Yang, P.Eng., FEC

Public Member

Gary Campbell, QC

**Engineers Canada
Directors**

Larry Staples, P.Eng., FEC

Branch Observers

Manfred Czerwinski, P.Eng., Calgary
Brad Smid, P.Eng., Edmonton
Mitch Cardno, P.Eng., Lakeland
Terry Hood, P.Eng., Lethbridge

Staff

Neil Windsor, P.Eng., FEC, FCAE, Chief Executive Officer

1. CALL TO ORDER AND APPROVAL OF THE MEETING AGENDA

The meeting was called to order at 8:30 a.m. The President chaired the meeting, and the Executive Assistant recorded the minutes.

MOVED BY KAREN HENRY AND SECONDED BY Ken PORTEOUS ***11-39***
THAT the Meeting Agenda be approved as presented
CARRIED

2. CONSENT AGENDA

MOVED BY KEN PORTEOUS AND SECONDED BY KAREN HENRY ***11-40***
THAT the Consent Agenda be accepted as presented
CARRIED

3. BUSINESS LIFTED FROM THE CONSENT AGENDA

3.1 Women in Engineering Update

Karen Henry gave an overview of this report.

MOVED BY KAREN HENRY AND SECONDED BY GINGER ROGERS ***11-41***
THAT APEGGA create a Women in Engineering Advisory Committee
CARRIED

It was stated that the first act of the Committee would be to draft Terms of Reference for Council's consideration. The comment was made that it will be advantageous for the committee to determine the possible roles of various organizations such as WISEST, Engineers Canada, APEGGA, etc.

4. EXECUTIVE COMMITTEE REPORT

4.1 September 14, 2011 Executive Committee Meeting

Interim Chief Executive Officer, Al Schuld, gave a verbal report from the Executive Committee Meeting which included the following highlights:

- Update on CEO Search process
- Update on work of CEA from liaison Dick Walters
- Review by Executive re APEGGA's involvement with PNWER – value, involvement and next steps should that relationship continue; is it worthwhile to continue?
- Review ongoing development of P.Tech in concept, and in relation to what is happening in BC with the technologists
- Reviewed proposed capital sponsorship opportunity with the U of A – additional work to be done on that in terms of the recent policy
- Discussion with Engineers Canada (to be addressed in agenda item 7)

5. COUNCIL COMMITTEE REPORTS

5.1 Finance Committee

The Chair of the Finance Committee, Karen Henry, gave highlights of the report.

MOVED BY KAREN HENRY AND SECONDED BY COLIN YEO **11-42**
THAT Council approve the Budget Assumptions as presented to proceed with the 2012 budget preparation process on this basis.
CARRIED

MOVED BY KAREN HENRY AND SECONDED BY COLIN YEO **11-43**
THAT Council approve the APEGGA Reserve Fund Statement of Investment Policies and Procedures as presented.
CARRIED

In answer to the question of whether the Finance Committee intends to be more proactive regarding on-going changes to the investment portfolio, the Director Finance & Administration replied that as APEGGA's investments have grown, we may have outgrown the type of investment management that we currently have. In future there will be an annual review of whether or not the investment company is adhering to our investment policies and meeting expectations. The Investment Policies and Procedures has specific requirements of both the investment manager and the consultants.

5.2 Governance Committee

The Chair of the Governance Committee, Kim Farwell, summarized the submitted report.

MOVED BY KIM FARWELL AND SECONDED BY KEN PORTEOUS **11-44**
THAT Council approve the attached terms of reference for Audit, Compensation, Finance, Geoscience, Governance and Pension as presented.
CARRIED

MOVED BY KIM FARWELL AND SECONDED BY KEN PORTEOUS **11-45**
THAT Council not undertake email meetings or email voting.
CARRIED

It was pointed out that this does not preclude making decisions by use of tele-conferencing and video-conferencing. Another point of view was that having made a mistake in the choice of a process does not mean that you have to cut off that option altogether, but rather be more careful regarding future choices.

5.3 Pension Committee

The Chief Operating Officer, Len Shrimpton, gave the details of the Pension Committee report.

There were concerns that APEGGA would have to continually top up the pension plan, and may have to look at raising dues continuously to offset costs. In response it was mentioned that markets cannot be predicted, but that for 14 years APEGGA did not

have to put into the plan because investments did well, and that the years of bad returns are balanced out by the good.

Other points made were as follows:

- it seemed that a conclusion had already been made and the rest of the report was used to justify the decision.
- Regarding the forecast supply and demand on page 6, no one can predict this
- A large number of pension funds are in serious financial difficulties and although this has not been the case at APEGGA, that is not reason enough to not have a more serious look at defined contribution plans
- More information is required on what savings would be if the move were made to a defined contribution plan

ACTION ITEM: Staff is asked to gather more information to outline the true difference of cost between the two types of plans, and examine the experience of other organizations in similar situations, and the consequences of their choices. The Pension Committee is requested to provide more clarity on the information contained in the Study.

5.4 Strategic Planning Committee

The Chair of the Strategic Planning Committee, Leah Lawrence, summarized this report.

MOVED BY LEAH LAWRENCE AND SECONDED BY KAREN HENRY **11-46**
That Council approve in principle the direction that is proposed for the strategic planning process
CARRIED

5.5 CEO Search Group Update

The Chair of the CEO Search Group, Jim Smith, gave a progress report. An In Camera session will be held after the Council meeting so that the Consultants can answer any questions Council may have.

5.6 Affinity Payment Task Force

The Chair of the Task Force, Jim Smith, gave an overview of this report.

MOVED BY LEAH LAWRENCE AND SECONDED BY COLIN YEO **11-47**
THAT Council approve the recommendations identified in the Affinity Payments Task Force Report of September 15, 2011.
CARRIED

MOVED BY KEN PORTEOUS AND SECONDED BY ALLIN FOLINSBEE
THAT the motion be amended to add, "With the exception that the maximum percentage of Affinity payments needs to be determined by further analysis".
MOTION TO AMMEND FAILED

There were concerns that:

- Geoscientists Canada may not get their fair share of the affinity payments, in either cash or in-kind

- Engineers Canada had already rejected our position of limiting affinity payments
- There was no analysis provided of what might happen to the insurance rates if AEPGGA undertook its own provincial program (not part of the task force terms of reference)
- Engineers Canada's affinity revenue is currently below 50% of total revenue and if that is true, the recommendation is contrary to the policy of reducing Engineers Canada's reliance on affinity payments
- The use of funds over the 50% level be more specifically set aside for scholarships
- Multiple payments to Engineers Canada were being paid by members who were licensed in several jurisdictions (not part of the task force terms of reference)
- Engineers Canada has no role to play in determining whether affinity payments should be disclosed to APEGGA members

The responses provided were that:

- APEGGA will have on-going opportunities to monitor Engineers Canada's performance and to raise its concerns about affinity payments and the effectiveness of the member service programs
- Toronto Dominion Insurance Meloche Monnex would not consider any disclosure to APEGGA members without Engineers Canada's consent because the agreement is between TDIMM and EC. APEGGA's COO will be meeting with EC's CEO the next day to review a draft of the proposed disclosure statement which will be appended to policy renewals.

5.7 Summit Awards Task Force

Chair, Colin Yeo, gave an update on the work of the Task Force.

5.8 Stamping External & Internal Documents

Background on past decisions was reviewed and discussion included:

- Information requested by past Councils, and revisions done by the Practice Review Board in response
- The definition of terms "public" and "final" that were fleshed out in the final document in accordance to requests from past Councils

A summary of the situation was given by the Director of Professional Practice, Ray Chopiuk. If past recommendations of the Practice Review Board and the Practice Standards Committee, and requests from professional members and firms are to be considered, then it is up to Council to decide if the changes should be made. The Act, Regulations and Bylaws Committee would, in consultation with the Practice Standards Committee and the Practice Review Board, begin the process to make legislative changes. This would include bringing a report with proposed amendments to Council, reporting to the membership at the Annual General Meeting, and then submission of legislative changes to the Government.

MOVED BY CRAIG MCFARLAND AND SECONDED BY GINGER ROGERS **11-48**
That the legislation under the Engineering, Geological and Geophysical Professions Act be amended to require a member to stamp only those final documents of a professional nature that are provided to the public (i.e., anyone not part of the member's employer organization).
CARRIED

Further discussion:

- Referring to the comment that there were reasons why this motion was defeated by past councils, points from the February 2009 Council discussion (recorded in the minutes) were referred to as having been dealt with in the revised document which the Practice Standards Committee put before Council and which offered more clarity.
- It was maintained that there were split feeling by members about whether stamping of internal documents should be required.
- The change is not to say that a member "cannot" stamp a document, but rather that it is "not required".
- It was mentioned that there are other regulatory bodies that determine when a document is required to be stamped

6. CHIEF EXECUTIVE OFFICER'S REPORTS

6.1 2011 Business Plan Priorities Update

CEO, Al Schuld, presented the report as provided.

6.2 2012 Business Plan (Draft)

CEO, Al Schuld, presented the report as provided.

6.3 Statutory Committees

Registrar and Interim CEO, Al Schuld, presented the listing of Statutory Committees.

MOVED BY KEN PORTEOUS AND SECONDED BY ALLIN FOLINSBEE **11-49**
THAT Council approve the appointments and reappointments for the 2011-12 term for all proposed members of the:

- *APEGGA/ASET Joint Board of Examiners*
- *Appeal Board*
- *Board of Examiners*
- *Discipline Committee*
- *Enforcement Review Committee*
- *Investigative Committee*
- *Practice Review Board*

CARRIED

6.4 Texas Professional Level Mobility Agreement

Director Registration, Mark Tokarik, gave highlights of this report.

MOVED BY JOHN HOGG AND SECONDED BY KEN PORTEOUS **11-50**
THAT Council ratify and implement for use in Alberta the professional level mutual recognition agreement signed by Engineers Canada and the Texas Board of Professional Engineers on October 5, 2010.
CARRIED

6.5 APEGGA Website

Manager Editorial Services, George Lee, presented the report and advised Council that The work needed is beyond the capacity of current staff, and past the point of tweaking; a complete overhaul will be required.

Council requested that the details of what would be required come through the budget process.

6.6 PNWER Update

President, Jim Smith, gave a summation of this report.

6.7 Alberta Human Rights Commission Update

Registrar & Interim CEO, Al Schuld, presented this report.

7. REPORT FROM ENGINEERS CANADA

7.1 Engineers Canada Directors' Report

Engineers Canada Directors Mike Smyth and Jim Beckett presented their report and included comments on the Strategic and Business Plans for Engineers Canada. In answer to a question regarding a budget surplus last year, it was reported that the budget for next and future years is to be balanced so that no extra money will be going to the reserve fund.

Concern was expressed that while there was detailed information on the Expense side of the budget, the same detail was lacking on the revenue side.

ACTION ITEM: Council requested a revenue breakdown similar to the expenditure breakdown, with documentation showing the revenue source breakout.

MOVED BY JOHN HOGG AND SECONDED BY KAREN HENRY **11-51**
THAT APEGGA Council authorize its Engineers Canada Directors to vote for approval of these plans, and authorize the President, on behalf of Council, to endorse these plans.
CARRIED

7.2* Canadian Framework for Licensure Update

Registrar and Interim Chief Executive Officer, Al Schuld, gave a brief overview of the following components of the CFL:

- Introduction

- Proposed Schedule
- Continuing Professional Development
- Registration of Organizations
- International Agreements

MOVED BY KAREN HENRY AND SECONDED BY JOHN HOGG 11-52

That the Council approve the contents of the following three elements of the CFL:

- *Continuing Professional Development*
- *Registration of Organizations*
- *International Agreements*

CARRIED

A final topic, Fairness Key Considerations & Research, was discussed regarding where APEGGA wants to be regarding provincial fairness legislation, as currently there is no formal process of assessing fairness.

ACTION ITEM: It was suggested that the Public Issues Committee should look at the issue of fairness legislation, and give recommendations.

It was requested that any feedback on the content of the Canadian Framework for Licensure be sent to Registrar and Interim Chief Executive Officer, Al Schuld, within the next two weeks.

8. REPORT FROM GEOSCIENTISTS CANADA

Geoscientists Canada Director, John Hogg, gave an overview of his report.

9. BRANCH CHAIRS' REPORT

Chris McMenamon, Chair of the Peace Region Branch, provided highlights of the September 14, 2011 Branch Chairs' Meeting that included:

- ASLA & Outreach: it was recommended all Branches have an outreach coordinator to maintain a relationship with ASLA
- Summit Awards Task Force: opinions were given & Branch Chairs learned more about the various awards

10. COMPLETION OF SELF-ASSESSMENT FORM

Everyone was asked to fill out the Self-Assessment forms, and hand them in to Past President, Kim Farwell.

President, Jim Smith, introduced the Caldwell Consultants who would be talking with Council during the In Camera session.

11. NEXT MEETING

The next meeting of Council will be Thursday, December 8, 2011 in Edmonton.

12. IN CAMERA

MOVED BY KIM FARWELL AND SECONDED BY COLIN YEO 11-53
That the meeting go In Camera
CARRIED

13. OUT OF IN CAMERA

MOVED BY COLIN YEO AND SECONDED BY KIM FARWELL 11-54
That the meeting come out of In Camera
CARRIED

14. ADJOURNMENT

MOVED BY JOHN HOGG AND SECONDED BY ALLIN FOLINSBEE 11-55
That the meeting be adjourned at 2:30 p.m.
CARRIED

Signed by President, Jim Smith, P.Eng., FEC



Signed by Interim Chief Executive Officer, Al Schuld, P.Eng., MBA, FEC

