



**COUNCIL MEETING**  
**March 20, 2014**  
**Edmonton (APEGA Office)**  
**Lindberg Conference Centre**  
**8:30 AM – 4:30 PM**

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**APPROVED MINUTES**

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**PRESENT**

**President:** Colin Yeo, P.Geo., FGC, FEC (Hon.)  
**President-Elect:** Jim Gilliland, P.Eng., PhD, FEC, FGC (Hon.)  
**Vice-President:** Connie Parenteau, P.Eng., FEC, FGC (Hon.)

**Councillors:** Brian Pearse, P.Eng.  
Brad Hayes, P.Geol., PhD  
Chris Ketchum, P.Eng., FEC  
Craig McFarland, P.Eng.  
Paul Knowles, P.Eng.  
Steve E. Hrudey, P.Eng., PhD  
Terri Steeves, P.Eng.  
Wenona Irving, P.Eng., FEC, FGC (Hon.)

**Public Members:** Mary Phillips-Rickey, CA  
Robert Lloyd, QC

**Engineers Canada**  
**Directors:** Larry Staples, P.Eng., FEC, FGC (Hon.)  
Dick Walters, P.Eng., FEC, FGC (Hon.)

**Geoscientists**  
**Canada Director:** George Eynon, P.Geo., FGC

**Branch Observers:** Allan Neill, P.Eng., Edmonton  
RaeAnne Leach, P.Eng., Peach Region  
Jim McCuaig, P.Eng., Vermilion River Branch  
Sonny Nagra, P.Eng., Central Alberta  
Malcolm Edirisinghe, P.Eng., Fort McMurray  
Spencer Torrie, P.Eng., Medicine Hat  
Adam St.Amant, P.Eng., Lethbridge

**Regrets:** Gary Campbell, QC  
Heidi Yang, P.Eng., FEC, FGC (Hon.)  
Jim Beckett, P.Eng., FEC, FGC (Hon.)  
George Jergeas, P.Eng., PhD  
John Van Der Put, P.Eng., FEC, FGC (Hon.)

**Staff:** Mark Flint, P.Eng., Chief Executive Officer  
Carol Moen, P.Eng., Registrar  
Dirk Kuntscher, B.Sc., CMA, Finance Manager  
Len Shrimpton, P.Eng., FEC, MBA, Senior Director  
Member Services  
Malcolm Bruce, MSM, Director, Corporate Services  
Pat Lobregt, FEC (Hon.), Director Executive & Government  
Relations  
Philip Mulder, APR, Director Communications  
Gisela Hippolt-Squair, Deputy Director of Communications  
Sharon Graham, Executive Assistant to the CEO  
Stu Frunchak, Acting Director of Operations  
Chelsea McNaughton, Executive Assistant (Council)  
Michael Neth, P.Eng., Director of Registration  
Nouman Ashraf, Research Fellow, Rothman School of  
Management

## **1.0 CALL TO ORDER**

Colin Yeo, President, called the meeting to order at 11:09 AM

## **2.0 APPROVAL OF THE MEETING AGENDA**

### **MOTION 14-1**

MOVED by Jim Gilliland, and seconded, THAT the Agenda be accepted as presented. ADOPTED.

## **3.0 DECLARATION OF CONFLICT OF INTEREST**

None declared.

## **4.0 CONSENT AGENDA**

### **MOTION 14-2**

MOVED by Jim Gilliland, and seconded, THAT the Consent Agenda be accepted as presented. ADOPTED.

**4.1\* Council Minutes December 5, 2013**

**5.0 ITEMS LIFTED FROM THE CONSENT AGENDA**

Nothing lifted from the consent agenda.

**6.0 ROUTINE BUSINESS**

**6.1 President's Report**

Colin Yeo, President, presented his written report.

There was discussion on incidental practice (IP). It was expressed that APEGA should move forward with IP independently if Geoscientists Canada and Engineers Canada will not assist. Permit holders are more concerned with speed and ease of registration, than with the cost. Mark Flint, CEO shared a system to be put forward by Engineers Canada for 2015.

**ACTION: IP to be on June Council Agenda, with significant discussion time.**

**6.2 CEO's Report**

Mark Flint, CEO, presented his written report. Voter turnout and member engagement were discussed.

**ACTION: Early May, Q1 Reports to be available on Council Website.**

**MOTION 14-3**

**MOVED** by Craig McFarland, and seconded, THAT Council approve the nomination to the Minister of Jobs, Skills, Training and Labour for the following public member reappointments.

1. Dr. Ernest Skakun to the Board of Examiners from May 2014 to April 2017;
2. Mr. Gordon Graydon to the Investigative Committee from May 2014 to April 2017

Unanimously in favour. **ADOPTED.**

**6.2.1 Regulatory Update**

Carol Moen, Registrar, presented her verbal reports on the Human Rights case, the Registration Renewal project, and a review of the Board of Examiners policy for the treatment of Project and Construction Management academics and experience. Discussion followed.

### **6.2.2 AGM Agenda**

#### **MOTION 14-4**

MOVED by Terri Steeves, and seconded, THAT Council accept the AGM Agenda as presented. Unanimously in favour. ADOPTED.

#### **MOTION 14-5**

MOVED by Terri Steeves, and seconded, THAT Council adopt a special rule of order for Annual General Meetings (AGM) so that the actual number of votes cast for each candidate elected to Council will not be announced nor published in the minutes of the AGM. Unanimously in favour. ADOPTED.

Jim Gilliland, President Elect, provided comments and an update on the Council working groups. He will arrange meetings with Councillors before the AGM to discuss deliverables.

### **6.3 Governance Committee Report**

Dr. Steve Hrudey, Chair, provided a verbal report on the process of developing the new committees' terms of reference.

#### **6.3.1 Audit Committee ToR**

##### **MOTION 14-10**

MOVED by Brian Pearse, and seconded, THAT Council approve in principle the draft Audit Committee terms of reference for the purposes of its next meeting.

It was identified that the Pension Committee functions and review of quarterly reports are not addressed in the current terms of reference. Mark Flint, CEO, addressed these questions. There was agreement that the stories behind small variances are important and should be discussed in a Committee setting.

AMENDED MOTION: MOVED by Wenona Irving, and seconded, THAT the Audit Committee include the task of periodically reviewing financial statements (which are prepared by management) and speak to Council about significant findings.

Amended Motion put to vote: Unanimously in favour. ADOPTED.

Colin Yeo, President, raised for discussion the removal of pension functions from the Audit Committee terms of reference as this is now a management function.

#### **6.3.2 Governance Committee ToR**

##### **MOTION 14-6**

MOVED by Brian Pearse, and seconded, THAT Council approve in principle the draft Governance Committee terms of reference for the purposes of its next meeting.

**ACTION: add to Governance ToR:**

**12. Organize annually a session with Council and the CEO to:**

- 1. Renew the commitment to a culture of an open and respectful dialogue**
- 2. Review Council and CEO roles and responsibilities.**

**ACTION: bullet 8 “For the CEO and President through” (not thorough)**

**ACTION: Add to composition “the Committee will be chaired by the Past President or their designate”.**

Motion put to vote with discussed changes. Unanimously in favour. ADOPTED.

### **6.3.3 Executive Committee ToR**

Steve Hruddy, Chair, explained the intent of the new Executive Committee with regards to structure and preventing two tiered governance.

**ACTION: Changes to the Executive Committee composition will be included in the Legislative Renewal in 2015.**

#### **MOTION 14-9**

MOVED by Brian Pearse, and seconded, THAT Council approve in principle the draft Executive Committee terms of reference for the purposes of its next meeting.

There was discussion.

Unanimously in favour. ADOPTED.

### **6.3.4 Nominating Committee ToR**

#### **MOTION 14-7**

MOVED by Connie Parenteau, and seconded, THAT the following motion be brought to the membership at an AGM to change the Bylaws

“A nominating committee shall be appointed at the annual meeting to serve for the ensuing year. The Committee shall consist of a minimum of eleven professional members of the association, one of whom shall be the retiring President or the designate of the retiring President, who shall be the chair, and at least two of whom shall be current members of Council. Council shall fill any vacancies which may occur in this nominating committee.”

Unanimously in favour. ADOPTED.

**MOTION 14-8**

MOVED by Brian Pearse, and seconded, THAT Council approve in principle the draft Nominating Committee terms of reference for the purposes of its next meeting.

There was discussion about following up with applicants that are deemed unfit by the Nominating Committee. It was decided that the Nominating Committee will address this issue themselves when the Committee begins meeting.

Unanimously in favour. ADOPTED.

**6.4 Finance Committee**

Terri Steeves informed Council that financial policy statements are available on the website, and opened the floor for questions.

**6.5 Audit Committee Report**

Chris Ketchum, Chair, provided a brief verbal report on the annual Audit.

**MOTION 14-11**

MOVED by Chris Ketchum, and seconded, THAT Council approve the 2012 audited financial statements as presented for publication in the 2013 Annual report for presentation at the Annual General Meeting.

Unanimously in favour. ADOPTED.

**MOTION 14-12**

MOVED by Craig McFarland, and seconded, THAT Council recommend the approval of appointment of Ernest and Young as Auditor for 2014 fiscal year.

Unanimously in favour. ADOPTED.

**6.6 Nominating Committee**

**MOTION 14-13**

MOVED by Colin Yeo, and seconded, THAT Council recommend to the membership at the AGM the approval of names as put forward by the Nominating Committee for membership on the Nominating Committee for 2014-2015.

James Gilliland, President Elect, provided insight on the deliberations to select the specific candidates.

Unanimously in favour. ADOPTED.

**6.7 Engineer's Canada Report**

Larry Staples, EC Director, presented the written report. There was thorough discussion on the CFL.

There will be no Engineers Canada representatives at the June Council meeting, as they will all be in Nova Scotia for the EC meeting.

#### **6.8 Geoscientists Canada**

George Eynon, GC Director, presented his written report and opened the floor for questions.

#### **6.9 Branch Chairs Report**

Jim McCuaig, Vermillion River Branch representative, presented a verbal report.

**ACTION: Branch Chairs would like to be notified in advance of discussion items that Council would like input on in Council meetings. This will allow for examination in the Branch Chairs meeting. There was agreement from Council on this point.**

Discussion on engagement followed.

**ACTION: Mark Flint, CEO, informed Council that minutes will now be posted to the Council website within two weeks after each meeting. There will continue to be a motion to approve minutes in the Consent Agenda, but minutes will no longer be included in the Council package.**

#### **7.0 COUNCIL SELF-ASSESSMENT FORM**

#### **8.0 NEXT MEETING**

June 19, 2014 (Edmonton)

#### **9.0 CAUCUS**

#### **10.0 ADJOURNMENT**

[MOVED by Brad Hayes to adjourn the meeting at 4:05 PM.](#)