



## COUNCIL MEETING

June 16, 2016

Edmonton (APEGA Office)

Lindberg Conference Centre (15<sup>th</sup> floor)

9:45 AM – 4:00 PM

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## APPROVED MINUTES

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### PRESENT

**President:** Steve Hrudey, P.Eng., PhD, FCAE  
**President-Elect:** Jane Tink, P.Eng.  
**Vice-President :** John Rhind, P.Geol.  
**Past-President :** Connie Parenteau, P.Eng., FEC, FGC (Hon.), Chair  
**Councillors:** Natasha Avila, P.Eng.  
Jeff DiBattista, P.Eng., PhD  
Jennifer Enns, P.Eng.  
George Eynon, P.Geo., FGC  
Darren Hardy, P.Eng.  
Brad Hayes, P.Geol., PhD  
Tim Joseph, P.Eng., PhD  
Mahsoo Naderi-Dasoar, P.Eng., MSc, PMP  
Manon Plante, P.Eng.  
Art Washuta, P.Eng.  
Terry Waters, P.Eng.

**Public Members:** Ross Harris, B.Com., FCA, ICD.D

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

**Staff:** Heidi Yang, P.Eng., Interim 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  
Philip Mulder, APR  
Mohamed El Daly, MSc., Interim Director of Member Services  
Dianne Johnstone, Director of Legislative Review  
Mark Tokarik, P.Eng., Deputy Registrar

**REGRETS** Mary Phillips-Rickey, FCA  
Larry Staples, P.Eng., FEC, FGC (Hon.)  
Lisa Doig, P.Eng., MBA, FEC, FGC (Hon.)  
Robert Lloyd, QC

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## **1.0 CALL TO ORDER**

The Chair called the meeting to order at 8:30 AM

## **2.0 DECLARATION OF CONFLICT OF INTEREST**

No conflicts were declared.

### **2.1 Council Code of Conduct**

### **2.2 Code of Ethics**

## **3.0 PRESIDENT'S INTRODUCTION**

There was an in camera session

**In camera summary:**

## **4.0 APPROVAL OF THE MEETING AGENDA**

### **MOTION 16-25**

***MOVED by George Eynon, and seconded by Brad Hayes, THAT the agenda be adopted as presented. Unanimously ADOPTED***

## **5.0 CONSENT AGENDA**

### **5.1 Council Attendance**

### **5.2 Council Self-Assessment Form**

### **5.3 Member Number Definitions**

### **5.4 Governance Manual Sign-Off**

### **5.5 Minutes Approval Sub-Committee**

### **5.6 President's Report**

### **5.7 Interim CEO's Report**

### **5.8 Geoscientists Canada Report**

### **5.9 Engineers Canada Report**

**MOTION 16-26**

***MOVED by Brad Hayes, and seconded by Tim Joseph***, THAT the Consent Agenda be adopted as presented. **Unanimously ADOPTED**

**6.0 DEFEATED BYLAW MAIL AND ELECTRONIC VOTE FROM 2016 AGM**

The Chair provided a brief introduction.

Mr. Tokarik and Ms. Johnstone provided a verbal update to supplement the written report included in the agenda package.

There was discussion as to whether choosing to not cast a vote electronically constitutes as a vote in favour. Tokarik to refer to bylaws for clarification.

It was suggested to have legal consultation to determine the wording in the Act. (Enns)

It is requested to have easier access to electronic voting to encourage higher voter turnout. (Manon)

Mr. Tokarik requests feedback on beginning sample electronic vote and special meetings. Feedback to be filtered through Executive.

**7.0 ROUTINE BUSINESS**

**7.1 Executive Committee Report**

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

Ms. Moen provided a brief verbal update on the Statutory Policies and Standards Task Force Terms of Reference. The Chair of the Task Force advised that she had only just received and had not been able to adequately review the purposed Terms of Reference. Reasonable time was needed to allow for an adequate review.

7.1.1 APEGA Statutory Policies and Standards Task Force Terms of Reference

**MOTION 16-27**

***MOVED by, and seconded,*** THAT the APEGA Statutory Policies and Standards Task Force Terms of Reference be approved as presented in the June 16, 2016 Council Agenda Package.

Item deferred until September Council Meeting

## 7.2 Governance Committee Report

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

### 7.2.1 APEGA Statutory Policies

### 7.2.2 Appointment of Statutory Board Members

#### **MOTION 16-28**

***MOVED by Connie Parenteau, and seconded by Jennifer Enns***, THAT Council approve the following slate of appointments to Statutory and Quasi Statutory boards, which has been endorsed by the Governance Committee:

#### Discipline Committee

Alex Bolton, P. Geo – M#47079

Ken Liu, P. Eng. – M#79474

Marc Sabourin, P. Eng. – M#28875

Naser Rabbani, P. Eng. – M#62652

Tom Greenwood - Madsen, P. Eng. – M#39820

Vahid Ayan, P. L. Eng. – M#178594

#### Investigative Committee

Ian Butterworth, P. Eng. — M#41793

Erik Pasay, P. Eng. —M#70616

Joseph (Joe) Epke, P. Eng.—M #118423.

Willy Sattlegger, P. Geo.—M#42390.

Jonathan Penner, P. Eng.—M#70182.

Wayne Baird, P. Eng.—M#46795.

Gerald (Gerry) Langille Ph.D. P. Geo—M#76248.

George Anderson P. Eng.—M#63727.

George Caraganis, P. Eng.—M# 24683.

#### Board of Examiners

##### Academic Examiners

Dr. Q (Qing) Zhao, P. Eng.—M#78384

##### Experience Examiners

Mr. S.J. (Stan) Zwierzchowski, P. Eng.,--M#26306

#### **Unanimously ADOPTED**

## 7.3 Audit Committee Report

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

Feedback regarding the Pension Financial Statements should be filtered through Executive.

### 7.3.1 Dues Reduction Policy

Ms. Avila requested background as to if originally Dues Abatement Policy will cease to exist with the passing of Motion 16-10. Mr. Mann to define.

Ms. Avila requested that all referenced documentation should be added to background material provided prior to meetings.

#### **MOTION 16-29**

***MOVED by Jeff DiBattista, and seconded by John Rhind***, THAT Council approve the Member Dues Reduction Policy [CORP-PL-020] as reviewed and endorsed by the Audit Committee. **Unanimously ADOPTED**

### 7.4 Nominating Committee Report

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

Parenteau requested Nominating Committee add additional clarification on the minimum work experienced required. (item 9 of screening candidates)

## 8.0 CEO UPDATE

Ms. Yang, Ms. Moen and Mr. Mann provided an update to supplement the written report included in the agenda package and answered questions.

### 8.1 2016 BUSINESS PLAN UPDATE (PRESENTATION ONLY)

Mr. Eynon suggested having Statutory Board Chairs present yearly for the Council walk around.

### 8.2 EMERGING ISSUES (PRESENTATION ONLY)

Mr. Rhind suggests producing Quality Management System audit in house rather than outsourcing.

### 8.3 2017 BUSINESS PLAN ASSUMPTIONS (PRESENTATION ONLY)

Mr. Mann provided a verbal update to supplement the written report provided in the agenda package, and answered questions. Council requested that sensitivities be prepared on the potential impact of the economic downturn on the revenue generated by APEGA from membership dues and Permits to Practice.

## 8.4 IT ISSUES UPDATE

Mr. Mann provided a verbal update to supplement the written report provided in the agenda package, and answered questions.

## 8.5 REGISTRAR'S VERBAL UPDATE

Ms. Moen provided a verbal, confidential update on open practice discussions and investigations into permit holders, and answered questions.

The Chair recused himself, because of possible conflict of interest.

## 9.0 LEGISLATIVE REVIEW UPDATE

The Chair, Ms. Johnstone, Mr. Tokarik, and Ms. Moen provided a verbal presentation on the legislative review process to supplement the written report included in the agenda package and answered questions.

### 9.1 Overview Report

### 9.2 Statutory Board Appointments

#### MOTION 16-30

***MOVED by Jennifer Enns, and seconded by George Eynon*** THAT Members of the committee rosters will be appointed by the Council supported by the Registrar or delegate in accordance with the Volunteer Selection Policy for Statutory and Quasi-Statutory Boards as approved by Council. **Unanimously ADOPTED**

### 9.3 National Code of Ethics

### 9.4 Round 4 Overview (*presentation only*)

## 10.0 IN-CAMERA (Council)

- A Task Force on Governance will be developed to determine the interface and direct reporting structure between Council and staff.
- This Task Force will consist of the President-Elect, Vice-President, Registrar, Interim CEO, Current Past-President and another Past President to be named.
- Structured interviews and consultations between members of the Task Force and individual Councillors and SLT will begin within the next couple of weeks.
- August 23<sup>rd</sup> Risk Seminar will now be merged with a working Council meeting – Krista Nelson-Marciano and President Hrudehy to develop agenda for August 23<sup>rd</sup> with risk trainer, John Caldwell.
- A meeting will be held on September 29<sup>th</sup> to discuss direct reporting structure to Council.
- APEGA is to continue running business as is until reporting structure has been determined. No significant change is expected until 2017.
- Interim CEO to provide an update to all APEGA staff at CEO chat on June 17, 2016.

**11.0 IN-CAMERA SUMMARY WITH CEO (Council + Interim CEO and Registrar)**

**12.0 IN-CAMERA SUMMARY**

**13.0 NEXT MEETINGS**

Tuesday, August 23, 2016 (Edmonton) – Briefing by Governance Task Force after Risk Training Workshop

Thursday, September 29 and Friday, September 30, 2016 (Edmonton)

Wednesday, November 30, 2016 (Edmonton)

**14.0 ADJOURNMENT**

Meeting adjourned at 4:35 PM