



**COUNCIL MEETING**  
**March 23, 2016**  
**Calgary (APEGA Office)**  
**Windsor Boardroom**  
**9:30 AM – 4:30 PM**

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## **APPROVED MINUTES**

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### **PRESENT**

**President:** Connie Parenteau, P.Eng., FEC, FGC (Hon.), Chair  
**President-Elect:** Steve Hrudey, 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, FEC (Hon.)  
Brad Hayes, P.Geol., PhD  
Wenona Irving, P.Eng., FEC, FGC (Hon.) (*Joined at 2 pm*)  
Paul Knowles, P.Eng.  
Mahsoo Naderi-Dasoar, P.Eng.  
Terry Waters, P.Eng.  
John Rhind, P.Geol.

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

### **Geoscientists Canada President:**

George Eynon, P.Geo., FGC, FEC (Hon.)

### **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  
Dirk Kuntscher, Finance Manager  
Carol Moen, P.Eng., Registrar  
Heidi Yang, Director, Member Services  
John Corriveau, Manager of Regulatory Operations

Pat Lobregt, Director, Executive and Government Relations  
Pal Mann, Director, Corporate Services  
Philip Mulder, Director, Communications  
Krista Nelson-Marciano, Director of Operations  
Mark Tokarik, P.Eng, Deputy Registrar  
Rick Thiessen, Director of Investigations  
Jessica Vandenberghe, Director of Enforcement & Permits  
Dianne Johnstone, Director of Legislative Review  
Kara Hickman, Calgary Office Manager  
Chelsea McNaughton, Executive Assistant to Council

**Guests:** Natasha Pounder, P.Eng.  
Manon Plante, P.Eng. , MDS (*Left at 9:45 am*)  
Elizabeth Logan, P.Eng. (*Left at 12:50 pm*)  
Tim Joseph, P.Eng., PhD  
Jane Tink, P.Eng., FEC, FGC (Hon.)  
Said Yussuf, P.Eng.  
Uno Monofi (Fort McMurray Branch)  
Kashif Dada (Vermillion River Branch)  
Stephen Huber (Central Branch)  
Calvin van Mulligen (Lethbridge Branch)  
Jonathon Bain (Calgary Branch)  
Dan Burns, P.Eng, Investigative Committee (*Joined at 12:50 pm*)

**Regrets:** Art Washuta, P.Eng.  
Robert Lloyd, QC  
Craig McFarland, P.Eng.

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## 1.0 CALL TO ORDER

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

### ADOPTION OF THE MEETING AGENDA

#### MOTION 16-06

***MOVED by Steve Hrudehy, and seconded,*** THAT the agenda be adopted with the following amendment:

Add declaration of conflict of interest after adoption of agenda

MOTION 16-06 Unanimously ADOPTED.

### DECLARATION OF CONFLICT OF INTEREST

Ms. Logan will recuse herself for the Audit Committee report and discussion.

## 2.0 CONSENT AGENDA

- 3.1 Council Attendance
- 3.2 Council Self-Assessment Form
- 3.3 President's Report
- 3.4 CEO's Report
- 3.5 Audit Committee Terms of Reference
- 3.6 Executive Committee Terms of Reference
- 3.7 Support and Public Endorsement for Council Candidates Policy [CORP-PL-069]
- 3.8 Appointments to Statutory Boards

### MOTION 16-07

***MOVED by Colin Yeo, and seconded,*** THAT the following items be lifted from the Consent Agenda:

- 3.6 Executive Committee Terms of Reference
- 3.7 Support and Public Endorsement of Council Candidates Policy [CORP-PL-069]

MOTION 16-07 Unanimously ADOPTED

### MOTION 16-08

***MOVED by Colin Yeo, and seconded,*** THAT the remainder of the Consent Agenda be ADOPTED. Unanimously ADOPTED

## ITEMS LIFTED FROM THE CONSENT AGENDA

### 3.6 Executive Committee Terms of Reference

#### MOTION 16-09

***MOVED by Colin Yeo, and seconded,*** THAT the Executive Committee Terms of Reference be ADOPTED with the editorial amendments discussed in the March 23, 2016 Council meeting:

Under Responsibilities:

- Combine items three and four;
- Amend item six to read "*Recommend to Council* Committee Chair's and members prior to the Annual General Meeting".

MOTION 16-09 Unanimously ADOPTED

### 3.7 Support and Public Endorsement of Council Candidates Policy [CORP-PL-069]

**MOTION 16-10**

***MOVED by Lisa Doig, and seconded,*** THAT the Public Endorsement of Council Candidates Policy [CORP-PL-069] be ADOPTED as presented

Number of votes cast: 14  
Necessary for adoption: 8  
In favour: 13  
Opposed: 1

**MOTION 16-10** ADOPTED

**3.0 ROUTINE BUSINESS**

**3.1 Executive Committee Report**

The Chair answered questions regarding the Executive Committee's decision to fund the Geoscientists Canada President's trip to South Africa. A formal written request for support from Geoscientists Canada has been received by the CEO's office.

**3.1.1 Appointment of Nominating Committee**

There was agreement that the roster for the 2016/17 Nominating Committee, provided in the Council Agenda Package, did not include enough Geoscientist representation. The original list was amended by the addition of Dr. Brad Hayes, P.Geol., FGC

**MOTION 16-11**

***MOVED by Colin Yeo, and seconded,*** THAT Council recommend that the Membership approve the Nominating Committee roster for 2016/2017 Council Term:

***Members Returning from Last Year***

Brad Anderson, P.Geol.  
Alberta Chamber of Resources  
Edmonton

Kim Farwell, P.Eng., FEC, FGC (Hon.)  
Syncrude Canada  
Fort McMurray

Dr. David Lynch, P.Eng., FEC, FGC (Hon.)  
University of Alberta  
Edmonton

Craig McFarland, P.Eng.  
SKF Magnetic Bearings  
Calgary

***New Appointments Suggested***

Andre Corbould, P.Eng.  
Deputy Minister, Alberta Environment  
Edmonton

Chris Ketchum, P.Eng., FEC, FGC (Hon.)  
Enhanced Engineering (E2) Consulting Ltd.  
Lloydminster

Connie Parenteau, P.Eng., FEC, FGC (Hon.)  
APEGA Councillor, Chair  
Edmonton

Jim Smith, P.Eng., FEC, FGC (Hon.)  
The Winslow Group  
Grande Prairie

**Members Returning from Last Year (cont'd)    New Appointments Suggested (cont'd)**

Terri Steeves, P.Eng.  
TransCanada Pipeline  
Calgary

Dr. Tim Joseph, P.Eng.  
University of Alberta  
Edmonton

Mahsoo Naderi-Dasoar, P.Eng.  
APEGA Councillor  
Calgary

Dr, Brad Hayes, P.Geol., FGC  
Petrel Robertson Consulting Ltd.  
Calgary

Tammy Pidner, CPA-CMA  
Independent Consultant  
Edmonton

Dr. Bill Rosehart, P.Eng.  
University of Calgary  
Calgary

Dave Rumbold, P.Eng., FEC  
Spartan Controls Ltd.  
Edmonton

Jeff Watt, P.Eng.  
Ledcor  
Edmonton

**MOTION 16-11** Unanimously ADOPTED

3.1.2 Approval of 2016/2017 Council Committee Roster

**MOTION 16-12**

***MOVED by Colin Yeo, and seconded,*** THAT The Council Committee roster for the 2016/2017 Committee terms be ADOPTED as amended in the March 23, 2016 Council Meeting. Unanimously ADOPTED

**3.2 Governance Committee Report**

The Governance Committee Chair reported that a date has not yet been assigned for the June Governance retreat. Mr. Harris requested that the current Governance Committee Chair attend the retreat.

3.2.1 New Council Self-Assessment Survey

A new survey will be distributed to Councillors via email after the March Council meeting. The survey has 64 questions, but the University of Alberta Population Research Lab will use analytics to eliminate

unnecessary questions. Results will be shared in the June Governance Committee report to Council.

### 3.3 Audit Committee Report

Ms. Logan recused herself for the duration of the Audit Committee report.

#### 3.3.1 Financial Statements

Council needs to clarify which items they would like brought to meetings for discussion and which ones should be left monitored by the Audit Committee.

The Director, Corporate Services indicated that another motion will come to Council in 2016 to restrict additional net assets for 2017 Legislative Review work.

Mr. Rhind inquired whether additional insurance has been purchased for the CEO, since he has been delegated as the pension trustee.

#### **MOTION 16-13**

***MOVED by Ross Harris, and seconded,*** THAT Council approve the transfer of \$1,813,000 from unrestricted net assets to restricted net assets for continued Legislative Review support and APEGA website development.

Mr. Rhind inquired about the need to restrict net assets for unplanned risks such as litigation. More discussion is required on this item for the 2017 budget.

Number of votes cast:	14
Necessary for adoption:	8
In favour:	9
Opposed:	2
Abstained:	3

#### **MOTION 16-13** ADOPTED

#### **MOTION 16-14**

***MOVED by Ross Harris, and seconded,*** THAT the 2015 audited financial statements be ADOPTED, as presented, for publication in the 2015 Annual Report and for presentation at the 2016 AGM for information. Unanimously ADOPTED

#### **MOTION 16-15**

***MOVED by Lisa Doig, and seconded,*** THAT Council recommend to the membership that Ernst & Young, LLP be appointed auditor for the

Association for 2016, and that the Chief Executive Officer be authorized and instructed to set the remuneration of the auditor. Unanimously ADOPTED

Ms. Logan re-joined the meeting.

### **There was an in camera session**

**In camera summary:** Newly elected Councillor Elizabeth Logan has withdrawn from the election process due to a possible conflict of interest, as she is employed by APEGA's auditor, Ernst & Young, LLP,.

- Natasha Pounder (elected for a one year term) will now serve three years; and
- Darren Hardy will be contacted to fill the one year term vacancy

## **4.0 LEGISLATIVE REVIEW**

### **4.1 Round 3 Outcomes**

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

***MOVED by Colin Yeo, and seconded,*** THAT Council endorses the following proposed recommendations:

- 3.1** to authorize the Practice Review Committee (PRC):
  - a. to establish the qualifications that practice reviewers must have to conduct practice reviews of Members and Permit Holders
  - b. to establish panels with decision-making authority
  - c. to make orders related to practice review findings
  - d. to establish the eligibility standards for registration as a Permit Holder
- 3.2** to require that Members and Permit Holders must comply with practice standards and practice bulletins. Failure to comply can result in the restriction, suspension, or cancellation of a licence or permit, and may also constitute unskilled practice, unprofessional conduct, or both.
- 3.3** to authorize practice reviewers to:
  - a. have the same authority in conducting practice reviews as investigators have in conducting investigations; practice reviewers will conduct practice reviews as prescribed in the regulations
  - b. use subject matter experts to assist in practice reviews, if required
  - c. require practice reviewers to provide a practice review report to the Member or Permit Holder whose practice was reviewed
- 3.4** to authorize practice reviewers to:
  - a. assess compliance against required standards and make recommendations to Members and Permit Holders which address deficiencies identified during the practice review, including: authority to make recommendations, in the form of non-binding suggestions, aimed at educating and supporting the Member or Permit Holder to aid them in improving their professional practice

- b. make recommendations that must be complied with within a specified time period.
- 3.5** to authorize practice reviewers to:
- a. refer a matter to a practice review panel if a Member or Permit Holder does not comply with a required element in a recommendation within the required time period
  - b. provide a Member or Permit Holder the right to appeal a practice reviewer's recommendation to a practice review panel
  - c. refer a matter to the Investigative Committee or Registrar
- 3.6** to authorize the PRC to establish practice review panels:
- a. with decision-making authority and the authority to make orders related to practice review findings
  - b. and that the decision of a practice review panel is open to appeal**
  - c. to allow for submissions from all parties to be made to the practice review panel before the panel issues an order
  - d. that can issue orders to Members and Permit Holders requiring them to remedy deficiencies identified in practice reviews
- 3.7** to authorize practice review panels:
- a. to order that the licence or permit of a Member or Permit Holder be restricted, suspended, or cancelled if the Member or Permit Holder does not comply with the order
  - b.
    - to make other orders related to competence and standards of practice that Members and Permit Holders must comply with, including directing that courses, examinations, tutorials, or other forms of professional development or skills training be taken
  - c. to refer a matter to the Investigative Committee or Registrar

**MOTION 16-16** Unanimously ADOPTED

There was discussion around creating standards and frameworks for practice standard bulletins. The Practice Standards Committee is utilizing subject matter experts and consultants to create standards but Council will be the final authority for approving standards because Council is accountable to uphold compliance from Members.

Practice standards regarding offshoring engineering was identified as a concern during the consultation process.

**MOTION 16-17**

***MOVED by Nima Dorjee, and seconded,*** THAT Council endorses the following proposed recommendations:

- 3.8** It is recommended that the *EGP Act* and where applicable the *General Regulation* be amended to include the following:



- Consolidate related information on the statutory entities into one division.
- That Council will establish all statutory entities.
- Statutory entities will be explicitly accountable to the Council.
- The Registrar will be an ex-officio non-voting member of each statutory entity and will not participate on panels.
- There will be a minimum requirement that each statutory entity must have at least three members at any time.
- Council will appoint chairs and vice-chairs to each of the statutory entities in accordance with the Volunteer Selection Policy as ADOPTED by Council.
- Members of the committee rosters will be selected by the chairs and vice-chairs supported by the Registrar or delegate in accordance with the Volunteer Selection Policy as ADOPTED by Council.
- Panels will be chosen from the roster by the chair, and in the chair's absence by the vice-chair, of the respective statutory entity.
- Panels will have a minimum of three persons, one of whom is appointed chair of the panel. Discipline panels and Appeal panels for discipline decisions must include one public member. Panels require an odd number of members. The Minister will establish a roster of public members for appointment to Discipline panels and Appeal panels.
- Each statutory entity will have terms of reference that will be ADOPTED by Council. The terms of reference will include the committee member's term of appointment, a maximum size if deemed appropriate, the ability to create subcommittees as appropriate, the composition and skill sets required to fill the committee rosters and panels needed to achieve each of their mandates, and a description of how they will perform their roles and responsibilities.

**MOTION 16-17** Unanimously ADOPTED

Consultations have been with Council and select Boards only. The Government of Alberta views Council as the ultimate authority, so all panels and committees must report to Council.

Statutory Boards need the independence to make decisions, but must still uphold a transparent decision making process and be accountable to Council for those decisions.

The CEO report will need to include input from operation aspects and the Statutory Oversight.

**MOTION 16-18**

***MOVED by Mahsoo Naderi-Dasoar, and seconded,*** THAT Council endorse the following proposed recommendations:

**3.9** It is recommended that the *EGP Act* be amended:

- to remove all references to a Joint Board of Practice
- to remove all references to joint firms except to say that joint firms must comply with the requirements of both the *EGP Act* and the *Architects Act*, and to remove the requirement for certificates of authorization
- to remove all references to certificate holders
- that the Government of Alberta be asked to remove the requirement for a Joint Board of Practice from the *Government Organization Act*, and that the *Architects Act* also be amended accordingly.

**MOTION 16-18** Unanimously ADOPTED

**4.2 Governance Committee Recommendations for Council Changes**

**MOTION 16-19**

***MOVED by Mary Phillips-Rickey, and seconded,*** THAT Council endorses that Section 19(5) of the *EGP Act* be amended by striking the words “the text of”, to read:

*The Council may change regulation that was ADOPTED in principle under subsection (4) if the change*

- (a) *is consistent with the approval in principle, and*
- (b) *is made before the regulation is submitted to the Lieutenant Governor in Council for approval.*

**MOTION 16-19** Unanimously ADOPTED

**MOTION 16-20**

***MOVED by Jennifer Enns, and seconded,*** THAT Council approve the following proposed changes to the *EGP Act*:

- A. The word “board” be removed from all bodies listed below Council in the Act.
- B. *EGP Act* Section 1.1(1) be amended by striking “The Executive Committees of” to read:

*1.1(1) There is established a Joint Councils Committee composed of an equal number of members from Council and ASET Council appointed respectively by the Council and ASET Council.*

- C. EGP Act Section 12(2) be amended by striking “manage and conduct the business and affairs of” and replacing it with “govern”, to read:

*12(2) The Council shall govern the Association and exercise the powers of the Association in the name of and behalf of the Association*

- D. EGP Act Section 14(1) be amended to strike the complete section and replace with the requirement for a President whose roles and responsibilities will be in accordance with the bylaws. It will read:

*14(1) Council shall include a President and establish the role and duties in accordance with the Bylaws.*

- E. EGP Act Section 14(2) be amended by striking 14 (2)(a)(i),(ii) and (b) to read:

*14(2) The Council shall consist of at least 12 but not more than 20 members, made up of 2 or 3 public members appointed by the Minister, and elected professional members in accordance with the Bylaws.*

- F. EGP Act to include a new division titled “Public Accountability” that will combine all the sections relating to the appointment of public members

**MOTION 16-20** Unanimously ADOPTED

#### **4.3 Joint Legislative Review Committee**

The Vice-President provided a verbal update on meetings of the Joint Legislative Review Committee

### **6.0 BYLAW AND REGULATION CHANGES FOR AGM**

#### **6.1 APEGA Bylaw 37(3)**

Councillors requested clarity on whether mail votes included electronic votes. As per APEGA Bylaw 37.1, mail votes include electronic votes. It was agreed that this clarification should be disclosed to the Members at the AGM, to avoid confusion.

**MOTION 16-21**

***MOVED by Lisa Doig, and seconded,*** THAT Council rescind Motion 16-04 (ADOPTED in February 2016) and replace it with:

37(3) be amended to read: "A vote by mail on a matter shall be declared valid if at least 60 Professional Members respond and the matter shall be carried or defeated on the basis of a simple majority of the votes returned."

Number of votes cast: 14  
Necessary for adoption: 8  
In favour: 12  
Opposed: 2  
Abstained: 0

**MOTION 16-21** ADOPTED

## 6.2 Student Category (General Regulation 6, 7, 13)

### **MOTION 16-22**

***MOVED by George Eynon, and seconded***, THAT Council approves that the *EGP General Regulation* Section 6, Subsection (b) (i) be amended by striking the word "or", and Subsection (ii), (A) and (B) be amended by striking.

*EGP General Regulation* Section 7, Subsection (a) be amended by adding the word "or", Section 7 Subsection (b) be amended by striking the word "or", and Subsection (c) be amended by striking.

*EGP General Regulation* Section 13, Subsection (e)(ii) be amended by striking, Subsection (iii) be renumbered (ii), and Subsection (iv) be renumbered (iii) and amended by replacing "(i), (ii) or (iii)" with "(i) or (ii)".

**MOTION 16-22** Unanimously ADOPTED

## 7.0 AGM AGENDA

### **MOTION 16-23**

***MOVED by Brad Hayes, and seconded***, THAT Council approves the 2016 AGM agenda as presented in the March 23, 2016 agenda package. Unanimously ADOPTED

## 8.0 NATIONAL ASSOCIATION REPORTS

### 8.1 Engineers Canada Report

Mr. Staples spoke to the written report included in the agenda package. There was discussion on the linkages program and the review of the Canadian Engineering Academic Accreditation.

### 8.2 Geoscientists Canada Report

Mr. Eynon spoke to the written report included in the agenda package.

## 9.0 STRATEGIC PLAN

### MOTION 16-24

***MOVED by Steve Hrudehy, and seconded,*** THAT Council approves APEGA's 2017-2019 Strategic Plan: Towards a Century of Service. Unanimously ADOPTED

## 10.0 RISK OVERSIGHT

Council indicated an interest in monitoring only high level risks to the Association.

## 11.0 CEO UPDATE

### 11.1 Emerging Issues

- Annual Report to include a breakdown of total processing time to get a decision.
- The Registrar provided a verbal update

### 11.2 Investigative and Discipline

Mr. Thiessen and Ms. Vandenberghe provided a verbal update on the investigative and discipline committees and processes.

## 12.0 COUNCIL SKILLS RANKING MATRIX

The matrix will be distributed to Council again with specific instructions on how to fill it out.

## 13.0 IN-CAMERA

There was an in-camera session.

## 12.0 NEXT MEETINGS

AGM - Friday, April 22, 2016 (Edmonton)  
Thursday, June 16, 2016 (Edmonton)  
September 29 & 30, 2016 (Edmonton)  
November 30, 2016, (Edmonton)

## 13.0 ADJOURNMENT

**ACTION AGENDA ITEM 4.3.1:** Council needs to clarify which items they would like brought to meetings for discussion and which ones should be left monitored by the Audit Committee.

- Discussion scheduled in Audit and Council meetings

**ACTION AGENDA ITEM 4.3.1:** APEGA staff will look into the need for additional insurance for the CEO, now that he is the pension trustee.

**ACTION AGENDA ITEM 4.3.1:** Discussion around the definition of restricted assets and the need to add more cushioning for unplanned risks is required before the 2017 budget is ADOPTED.

**ACTION AGENDA ITEM 5.1:** The CEO report will need to include input from operation aspects and the Statutory Oversight.

- From discussion re. Statutory Board independence of decision making, upholding a transparent process and accountability of decisions to Council.

**ACTION AGENDA ITEM 6.1:** In the AGM we will need to clarify the other Bylaw 37(1), which states that mail votes shall include electronic votes.