



COUNCIL MEETING
September 29, 2016
Edmonton (APEGA Office)
Lindberg Conference Centre (15th floor)
8:30 a.m. – 4:30 p.m.

MINUTES

PRESENT

President: Steve Hrudey, P.Eng., PhD, DSc(Eng), FEC, FCAE, FSRA
President-Elect: Jane Tink, P.Eng.
Vice-President : John Rhind, P.Geol.
Past-President : Connie Parenteau, P.Eng., FEC, FGC (Hon.)
Councillors: Lisa Doig, P.Eng., MBA, FEC, FGC (Hon.)
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
Mahsoo Naderi-Dasoar, P.Eng., MSc, PMP
Manon Plante, P.Eng., MDS
Art Washuta, P.Eng.

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

Engineers
Canada Director: David Lynch, FCAE, FEIC, FCIC, FEC, FGC (Hon.), PhD, P.Eng.

Geoscientists
Canada Director: George Eynon, P.Geol., FGC

Staff: Heidi Yang, P.Eng., FEC, FGC (Hon.), Interim Chief Executive Officer
Carol Moen, P.Eng., Registrar
Mohamed El Daly, MSc., Interim Director of Member Services
Dianne Johnstone, CPP, Director of Legislative Review (attended for item #6.2.6 only)
Pat Lobregt, FEC (Hon.), FGC (Hon.), Director, Executive and Government Relations
Pal Mann, P.Eng., Director, Corporate Services

Philip Mulder, APR, FEC (Hon.), FGC (Hon.), Director, Communications
Krista Nelson-Marciano, Director of Operations
Mark Tokarik, P.Eng., LL.B., FEC, FGC (Hon.), Deputy Registrar (attended for item #6.2.6 only)
Zac Parson, Assistant Director, Operations
Jill Arbuthnott, Executive Assistant to Council
Colette Fernandes, Executive Assistant to the Director, Executive and Government Relations

BRANCHES: Johnathan Bain, P.Eng. (Calgary)
Stephen Huber, P.Eng. (Central)
RaeAnne Leach, P.Eng. (Peace Region)
Bob Rundle, P.Eng., PMP (Edmonton)
Olivia Sieniewicz, P.Eng. (Lethbridge)
Ana Tanaka, P.Eng. (Yellowhead)

GUESTS: Mike Smyth, P.Eng., FEC, FGC (Hon.), President, APEGA Education Foundation
Rod Garossino, Executive Director, APEGA Education Foundation

REGRETS: Natasha Avila, P.Eng.
Kashif Dada, P.Eng. (Vermillion River)
Jeff DiBattista, P.Eng., PhD, MBA
Larry Staples, P.Eng., FEC, FGC (Hon.)
Jason Vanderzwaag, MASC, P.Eng., LEED AP, PMP, P.Eng. (Fort McMurray)
Terry Waters, P.Eng.
Said Yussuf, P.Eng. (Medicine Hat)

1.0 CALL TO ORDER

The Chair called the meeting to order at 8:28 a.m.

2.0 DECLARATION OF CONFLICT OF INTEREST

No conflicts were declared.

2.1 Council Code of Conduct

2.2 Code of Ethics

3.0 APPROVAL OF THE MEETING AGENDA

MOTION 16-31

MOVED by Tim Joseph, and seconded, THAT the September 29, 2016 Council agenda be adopted as presented.

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0
Abstained – 0
MOTION 16-31 – Unanimously adopted.

4.0 COUNCIL ORIENTATION

There was a presentation from the Registrar on self-regulation.

5.0 CONSENT AGENDA

- 5.1 Council Attendance
- 5.2 Council Self-Assessment Form
- 5.3 President's Report
- 5.4 Interim CEO's Report
- 5.5 Geoscientists Canada Report
- 5.6 Engineers Canada Report
- 5.7 Assisting Members Handout
- 5.8 Statutory Board Appointments

MOTION 16-32

MOVED by Jennifer Enns, and seconded, THAT the Consent Agenda for the September 29, 2016 Council meeting be adopted as presented.

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0
Abstained – 0
MOTION 16-32 – Unanimously adopted.

6.0 ROUTINE BUSINESS

6.1 Executive Committee Report

6.1.1 Joint APEGA/ASET Councils Meeting (*verbal*)

The Registrar provided a verbal update on APEGA/ASET discussions.

6.2 Governance Committee Report

6.2.1 Governance Committee Terms of Reference

MOTION 16-33

MOVED by Connie Parenteau, and seconded, THAT the revised Governance Committee Terms of Reference, reviewed and endorsed by the Governance Committee on August 29, 2016, be adopted as presented.

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0
Abstained – 0

MOTION 16-33 – Unanimously adopted.

6.2.2 Draft Governance Manual

An update on the draft Governance Manual was provided. Comments or suggested amendments should be sent to the Chair of the Governance Committee.

6.2.3 Year-End Assessment

MOTION 16-34

MOVED by Connie Parenteau, and seconded, THAT the Year-End Assessment, reviewed and endorsed by the Governance Committee on August 29, 2016, be approved by Council.

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0
Abstained – 0

MOTION 16-34 – Unanimously adopted.

6.2.4 Subject Matter Experts

MOTION 16-35

MOVED by Connie Parenteau, and seconded, THAT effective immediately Subject Matter Experts (SMEs), for committees of Council, not have the right to vote in committee and that policies around the engagement, selection, remuneration, and Non-Disclosure Agreements (NDAs) of SMEs be developed, as reviewed and endorsed by the Governance Committee on August 29, 2016.

Two amendments were requested; the first was that NDA (Non-Disclosure Agreement) be spelled out. The second amendment was to add the wording “for committees of Council” after Subject Matter Experts (SMEs)”. (SMEs are used by the disciplinary panels and this amendment to the motion will assist in avoiding confusion in the future.)

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0

Abstained – 0

MOTION 16-35 – Unanimously adopted.

6.2.5 Council Travel & Expense Policy

MOTION 16-36

MOVED by Connie Parenteau, and seconded, THAT the Council Travel & Expense Policy (CORP-PL-075) and Appendix A (FINC-2005) be adopted as presented.

Number of votes cast: 15

Necessary for adoption – 8

In favour: 15

Opposed – 0

Abstained – 0

MOTION 16-36 – Unanimously adopted.

6.2.6 Council Governance Legislative Review Recommendations

MOTION 16-37

MOVED by Connie Parenteau, and seconded, THAT Council approve that the sections listed below remain in the Engineering and Geoscience Professions General Regulation.

25(2) The President shall act as the presiding officer at meetings of the Council and at meetings of the Association.

26(1) The professional members of the Council, other than those mentioned in section 25, must be elected annually by the professional members of the Association.

27(1) Where there is a vacancy in the Council, the remaining members of the Council shall appoint a professional member to fill the vacancy until the next regular election.

AND

Council approve that sections listed below be moved from the Engineering and Geoscience Professions General Regulation to Bylaws.

Section 25

(1) The President of the Association must be elected annually by the professional members of the Association, and holds office until a successor is elected.

(3) The President may vote at meetings of the Council or the Association only in the event of a tied vote.

(4) The 2 Vice-presidents must be elected annually by the professional members of the Association and must be designated as First Vice-president and Second Vice-president on the basis of the number of votes cast for each of them.

(4.1) The First Vice-president is deemed to be the President Elect and must be the sole nominee for the office of President in the succeeding year.

(5) The First Vice-president or, failing the First Vice-president, the Second Vice-president, has all the powers of the President during the absence of the President for any cause.

Section 26

(2) The term of the members referred to in subsection (1) is 3 years and the elections must be conducted so that as close as possible to 1/3 of the positions come up for election each year.

Section 28

A quorum for meetings of the Council is

(a) at least one of the President, the 2 Vice-presidents or the immediate Past President, and

(b) 6 other professional members of the Council

Section 29

(1) There is hereby established an Executive Committee of the Council consisting of the President, who is the chair, the immediate Past President, the 2 Vice-presidents and the Executive Director of the Association.

Number of votes cast: 15

Necessary for adoption – 8

In favour: 15

Opposed – 0

Abstained – 0

MOTION 16-37 – Unanimously adopted.

6.2.7 Statutory Policies & Standards Task Force Terms of Reference

MOTION 16-38

MOVED by Connie Parenteau, and seconded, THAT the APEGA Policies & Standards Task Force Terms of Reference, as reviewed and endorsed by the Governance Committee on August 29, 2016, be adopted as presented.

Number of votes cast: 15

Necessary for adoption – 8

In favour: 15

Opposed – 0
Abstained – 0
MOTION 16-38 – Unanimously adopted.

6.3 Nominating Committee Report

The Nominating Committee Chair provided an update on the work that has been done in this year's cycle.

6.4 Policies & Standards Task Force

The Policies & Standards Task Force Chair introduced the members of the task force and gave an overview of the report that was submitted.

6.4.1 Reinstatement Process Policy

MOTION 16-39

MOVED by Jennifer Enns, and seconded, THAT the CORP-PL-074 APEGA COUNCIL Process: Cancellation and Reinstatement of Members that is endorsed by the Policies and Standards Taskforce be adopted as presented.

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0
Abstained – 0

MOTION 16-39 – Unanimously adopted.

Clarification was requested around member and permit holder cancellations and reinstatements and how they will be brought to Council.

6.4.2 Reinstatement Recommendations

MOTION 16-40

MOVED by Jennifer Enns, and seconded, THAT Council approve the list of reinstatements contained in the September 29, 2016 agenda package which have been reviewed and endorsed by the Policies and Standards Taskforce.

Council asked for an explanation on the different categories of the Reinstatements and Cancellations. The Registrar confirmed a list would be sent out to Council.

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0
Abstained – 0
MOTION 16-40 – Unanimously adopted.

7.0 AUDIT COMMITTEE REPORT

The Audit Committee report was discussed.

7.1 Business Plan 2017 – Scenarios

A presentation of the different scenarios that the Senior Leadership Team developed was discussed

There was an in-camera session which recessed at 5:00 p.m. on September 29, 2016 and reconvened at 8:30 a.m. on September 30, 2016.

8.0 INTERIM CEO REPORT

The Interim CEO Report was provided in the September 29, 2016 Council package.

8.1 2016 Business Plan Update (presentation only)

8.2 Emerging Issues (presentation only)

8.3 Registrar's Verbal Update

9.0 APEGA EDUCATION FOUNDATION

The APEGA Education Foundation (AEF) provided a presentation on the history, the future, and the services provided by AEF.

9.1 Draft MOU

The draft MOU will be finalized and presented at the November 30, 2016 Council meeting for approval.

10.0 STRATEGIC PLAN 2017 – 2020

10.1 President's Notebook Column.

The President's Notebook Column was provided in the September 29, 2016 Council package.

11.0 GENERATIVE DISCUSSION

Deferred

12.0 GOVERNANCE TASK FORCE (IN-CAMERA)

MOTION 16-41

MOVED by John Rhind, and seconded, THAT Council endorse the recommendations of the Governance Task Force as it relates to the governance system of APEGA contained in the September 29, 2016 report to Council.

A friendly amendment to the report was requested. The following will be added to the Governance Task Force report:

“The Chair of the Governance Committee will be requested to ensure the above action items are completed by the 2017 AGM.”

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0
Abstained – 0

MOTION 16-41 – Unanimously adopted.

13.0 IN-CAMERA DISCUSSION (Council Only)

14.0 IN-CAMERA (Council + Interim CEO and Registrar Only)

15.0 NEXT MEETINGS

15.1 November 30, 2016 (Edmonton)

15.2 January 25, 2017 (Edmonton – Special Council Meeting – Review of 2016 Fall Consultation Results/Feedback)

15.3 March 23, 2017 (Calgary)

16.0 ADJOURNMENT

Meeting adjourned at 11:10 a.m. on September 30, 2016.



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Carol Moen, P.Eng., Registrar
Mohamed El Daly, MSc., Interim Director of Member Services
Dianne Johnstone, CPP, Director of Legislative Review
Pat Lobregt, FEC (Hon.), FGC (Hon.), Director, Executive and Government Relations
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Philip Mulder, APR, FEC (Hon.), FGC (Hon.), Director Communications
Krista Nelson-Marciano, Director of Operations
Mark Tokarik, P.Eng., LL.B., FEC, FGC (Hon.), Deputy Registrar
Jill Arbuthnott, Executive Assistant to Council

Colette Fernandes, Executive Assistant to the Director, Executive and Government Relations
Charlene Scharf, Legislative Review Administrator

REGRETS: Natasha Avila, P.Eng.
Jeff DiBattista, P.Eng., PhD, MBA
David Lynch, FCAE, FEIC, FCIC, FEC, FGC (Hon.), PhD, P.Eng.
Larry Staples, P.Eng., FEC, FGC (Hon.)
Terry Waters, P.Eng.

1.0 CALL TO ORDER

The Chair called the meeting to order at 11:20 a.m.

2.0 DECLARATION OF CONFLICT OF INTEREST

No conflicts were declared.

- 2.1 Council Code of Conduct
- 2.2 Code of Ethics

3.0 APPROVAL OF THE MEETING AGENDA

MOTION 16-42

MOVED by Tim Joseph, and seconded, THAT the September 30, 2016 Council agenda be adopted as presented.

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0
Abstained – 0

MOTION 16-42 – Unanimously adopted.

4.0 LEGISLATIVE REVIEW UPDATE

An update was provided on the Legislative Review.

5.0 REPORT ON AUTHENTICATION

Background information in respect to the rescinding of Motion 11-48 was given and why it should be it should be rescinded.

MOTION 16-43

MOVED by Jennifer Enns, and seconded, THAT the Council rescinds Motion 11-48 that stated: “*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).*”

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0
Abstained – 0

MOTION 16-43 – Unanimously adopted.

6.0 REPORT ON AMENDMENTS TO ACT S. 20(2) & (3)

Information was provided on the recommendation to amend Act S. 20(2) & (3).

MOTION 16-44

MOVED by Connie Parenteau, and seconded, THAT Council endorses that for the new EGP Act, section 20(2) of the existing EGP Act be deleted and Section 20(3) be amended to read:

EGP Act

~~**20(2)** The Council may make bylaws respecting the holding of mail votes or votes conducted by electronic, telecommunication or other appropriate means on any matter relating to the Association, but a bylaw under this subsection does not come into force unless it is approved by a majority of professional members of the Association present and voting at a general meeting.~~

~~**(3)**~~ **(2)** A bylaw under subsection (1) does not come into force unless it is approved by a majority of the professional members

(a) present and voting at a general meeting, ~~or~~

(b) voting by a mail vote or vote conducted by electronic, telecommunication or other appropriate means conducted in accordance with the bylaws., ~~or~~

(c) present and voting at a special meeting called for that purpose.

Number of votes cast: 15
Necessary for adoption – 8
In favour: 15
Opposed – 0
Abstained – 0

MOTION 16-44 – Unanimously adopted.

7.0 REPORT ON BYLAW 37(3) – ELECTRONIC VOTE

There was an overview of the report on the bylaw 37(3) – electronic vote.

MOTION 16-45

MOVED by Tim Joseph, and seconded, THAT Council approves that APEGA Bylaw 37(3) be amended to read:

“A vote by mail on a matter shall be declared carried or defeated on the basis of a simple majority of the votes returned”.

Bylaws

Voting by mail

37(3) A vote by mail shall be ~~declared valid if at least 10 percent of the professional members respond and the matter shall be~~ declared carried or defeated on the basis of a simple majority of the votes returned.

Number of votes cast: 15
Necessary for adoption – 8
In favour: 13
Opposed – 3
Abstained – 0
MOTION 16-45 – Adopted.

8.0 RECOMMENDATION ON SPECIAL GENERAL MEETING FOR VOTE ON REGULATIONS

It was recommended that Option B (“Defer having Members vote on the new regulation...”), which is outlined in full in the Legislative Review package for September 30, 2016, be endorsed.

9.0 REVIEW OF ROUND 4 TOPICS GOING TO CONSULTATION

A review of the Round 4 topics that are going to consultation in Fall 2016 were presented and discussed. The video “Making of Regulations” is to be sent out to members and it will become part of the communications strategy. It was noted that alignment is needed on the Geoscience modelling questions that may come up during consultations in 2017.

10.0 OVERVIEW OF ROUND 5 TOPICS

An overview of the topics coming up in Round 5 of the consultations was provided.

11.0 OVERVIEW OF LEGISLATIVE REVIEW PROJECT

A summary was provided on where the Legislative Review project is currently on the timeline and that the budget is still within scope. A strategy is currently being formulated on having the Act passed in Spring 2018.

12.0 IN-CAMERA DISCUSSION (Council Only)

13.0 IN-CAMERA (Council + Interim CEO and Registrar Only)

14.0 ADJOURNMENT

Meeting adjourned at 4:10 p.m.