



COUNCIL MEETING

June 20, 2018

Edmonton (APEGA Office)

Lindberg Conference Centre (15th floor)

8:30 a.m. – 4:30 p.m.

MINUTES

PRESENT

Council Executive:

Nima Dorjee, P.Eng., FEC., FGC (Hon.) – President

George Eynon, P.Geo., FGC, FEC (Hon.) – President-Elect

Tim Joseph, P.Eng., PhD, FCIM – Vice-President

Jane Tink, P.Eng., FEC, FGC (Hon.) – Past-President

Councillors:

Darren Hardy, P.Eng.

Brad Hayes, P.Geol., PhD, FGC, FEC (Hon.)

Tim Hohm, P. Eng.

Wally Kozak, P.Eng.

RaeAnne Leach, P.Eng.

Manon Plante, P.Eng., MDS

Bob Rundle, P.Eng., PMP

Jason Vanderzwaag, MASC, P.Eng., LEEDS AP, PMP

Claudia Villeneuve, P.Eng., M.Eng., PMP, ACG

Emily Zhang, P.Eng., PMP

Public Members:

Mary Phillips-Rickey, FCA

Georgeann Wilkin RN, LI.B

Engineers Canada Directors:

Gary Faulkner, PhD, P.Eng.

David Lynch, FCAE, FEIC, FCIC, FEC, FGC (Hon.), PhD, P.Eng.

Geoscientists Canada Director:

Colin Yeo, P.Geo., FGC, FEC (Hon.)

Staff:

Jay Nagendran, M.Sc., P.Eng., QEP, BCEE, FEC, Registrar & CEO

Jill Arbuthnott, Executive Assistant to Council

Scott Clarke, P.Eng. (for item 7.1)
John Corriveau, P.Eng., Director of Regulatory Affairs (for item 10.6)
Colette Fernandes, Executive Assistant to the Senior Advisor & Council Relations
Sharilee Fossum, MBA, CPA, CMA, ICD.D, Chief Financial & Corporate Officer
Shirley Layne, CMP, PR Dipl., FGC (Hon.), Event Planning & Member Recognition Manager (for item 8.0)
Pal Mann, P.Eng., Director of Professional Practice (for item 10.6)
Matt Oliver, CD, P.Eng., Deputy Registrar & Chief Regulatory Officer
Katie Starratt, Director of Communications
Mark Tokarik, P.Eng., LL.B., FEC, Senior Advisor, Legislation & Regulator Affairs (for item 10.6)
Heidi Yang, P.Eng., FEC, FGC (Hon.), Chief Membership Services Officer

Special Guest:

Wenona Irving, P.Eng. (for item 8.0)
Allan Ng, P.Eng., M.Eng. (for item 10.6)

Regrets:

Natasha Avila, P.Eng.
Lisa Doig, P. Eng., MBA, FEC, FGC (Hon.)
Jennifer Enns, P.Eng.
Connie Parenteau, P.Eng., FEC, FGC (Hon.)

1.0 CALL TO ORDER

The Chair called the meeting to order at 8:35 a.m.

2.0 DECLARATION OF CONFLICT OF INTEREST

No declarations of conflict of interest were declared.

2.1 Council Code of Conduct

2.2 Code of Ethics

3.0 ADOPTION OF MEETING AGENDA

MOTION 18-24

MOVED by Brad Hayes and seconded by RaeAnne Leach, THAT the June 20, 2018, Council agenda be adopted as presented.

Number of votes in favour: 14/14

Necessary for adoption: 8/14

Motion unanimously adopted.

4.0 COUNCIL MINUTES APPROVAL – MARCH 21 AND MARCH 22, 2018

MOTION 18-25

MOVED by Tim Joseph and seconded by Manon Plante, THAT the minutes of the March 21 and March 22, 2018, Council meeting be approved by Council.

Update the attendance

Number of votes in favour: 14/14

Necessary for adoption: 8/14

Motion unanimously adopted.

5.0 CONSENT AGENDA

Items 5.5 (Engineers Canada Report) and 5.6 (Geoscientists Canada Report) were lifted from the Consent Agenda for discussion. The following items were included in the formal motion shown below.

5.4 Council Minutes Review Committee

5.4 Moved and Seconded That

President Nima Dorjee, Mr. George Eynon, and Ms. Claudia Villeneuve be appointed to and form the Council Minutes Review Committee for the 2018-19 term.

5.7 Statutory Board Appointments

5.7 Moved and Seconded That

the recommended Statutory Board Appointments reviewed and endorsed by the Governance Committee on May 30, 2018, be approved by Council.

MOTION 18-26

MOVED by Bob Rundle and seconded by Brad Hayes, THAT the Consent Agenda be adopted as presented.

Number of votes in favour: 14/14

Necessary for adoption: 8/14

Motion unanimously adopted.

Note: The number of voting members increased after item 5.0 from 14 to 15, due to a late arrival.

6.0 REGISTRAR & CEO'S VERBAL UPDATE

The Registrar & CEO (RCEO) presented his verbal report, which focused on the following items:

- With the resignation of Council's Public Member, Ms. Susan McRory. APEGA staff are working towards submitting names to the Government of Alberta (GoA) to fill her vacancy.

- Ms. Sloan d'Entremont, has started in her new position of Senior Advisor and Council Relations. She is getting up to speed quickly and enthusiastically.
- Staff are working on planning the Council Retreat (the Retreat) for January 2019; to allow Councillors to become comfortable with the workings of Council and help to formulate the next Strategic Plan.
- Recent realignment of internal functions which included title changes for the Chief Operating Officer to Chief Membership Services Officer, and for the Chief Financial and Administration Officer to Chief Financial and Corporate Officer. The goal is to profile Regulator and Membership as important pillars of the association.
- The Consulting Engineers (CEA)/APEGA Task Force for Qualifications Based Selection (QBS) have had three (3) meetings to date. Agreements have been made to update to the current guideline, and to add an annual education component including a CPD type of session. A final report is expected by the end of 2018.
- Staff, at the direction of Council, started examining the APEGA Foundation (AF); a routine corporate registry search found that AF had been struck from the registry. APEGA's lawyer has advised APEGA to stop any work or involvement with AF.
- Axxima has been hired to assist with APEGA's due diligence on the Affinity program. There is pressure from Engineers Canada (EC) to sign the agreement that has been negotiated with TD Meloche Monnex, they have provided the deadline of December 2018 to do so. If the issues have not been resolved by then APEGA may consider signing on for one year.
- The Membership Experience (Mex) is continuing. Interviews with approximately 80 staff members, followed by Member sessions in Edmonton and Calgary, and an online survey, where 7,700 members participated have all been completed. The results will be compiled and analyzed to provide a seamless and efficient membership experience.
- Mediation with ASET has started. The Department of Labour, along with APEGA and ASET have chosen Mr. David Jones, QC to be the mediator. A written report will be provided to the Department of Labour. The first informal meeting between Mr. David Jones, Mr. Jay Nagendran and Mr. Barry Cavanaugh, was held on June 12, 2018.

7.0 PROGRESS UPDATE

7.1 IT Update

An update on the state of IT at APEGA was presented by Mr. Scott Clarke. There have been continuous improvements to the infrastructure and security of APEGA'S systems over the past three years.

8.0 CENTENNIAL UPDATE

The Chair of the Centennial 2020 Advisory Group presented the proposed activity list for APEGA's 2020 celebrations. The motions were tabled and brought back in item 9.2.

9.0 GENERATIVE DISCUSSION

9.1 The Potential Impacts of the Economic Climate on the Practice of Engineering and Geoscience

The Chair provided a brief outline of his plans for the generative discussions for the 2018-19 Council Cycle. The first session was to start the discussion and get an understanding of how the economy has impacted the practice of engineering and geoscience in Alberta. Mr. Tim Hohm provided insight on how offshoring and technology has affected his industry.

9.2 Centennial Plans

There was discussion regarding the plans of the Centennial 2020 Advisory Group (the Group) and how Council can best serve the Group by providing them the proper direction to move forward.

[MOTION 18-27 \(original\)](#)

MOVED by George Eynon and seconded by Jason Vanderzwaag, THAT Council endorse some or all of the proposed Centennial projects to celebrate the APEGA Centennial in 2020.

Council amended the original motion to read:

[MOTION 18-27 \(amendment #1\)](#)

MOVED by Jason Vanderzwaag and seconded by Manon Plante, THAT Council endorse, in principle and subject to validation by the Audit Committee, a budget of up to \$1M to support some of the proposed centennial activities per the approved objectives from 2016.

Council asked for a further amendment, the final motion read:

[MOTION 18-27 \(amendment #2\)](#)

MOVED by Jason Vanderzwaag and seconded by Brad Hayes, THAT Council endorse, in principle and subject to validation by the Audit Committee, a budget of up to \$1M of APEGA funds to support some of the proposed centennial activities per the approved objectives from 2016.

Number of votes in favour: 15/15

Necessary for adoption: 8/15

Motion unanimously adopted.

Council also provided key guidance to the Group, which is to:

- Focus on public awareness on the value proposition of the professions; and
- Ensure resource needs are inclusive of the approved total budget.

MOTION 18-28

MOVED by RaeAnne Leach and seconded by Claudia Villeneuve, THAT Council approve, in principle, the Centennial 2020 Advisory Group's pursuit of external funding from sources such as permit holders, member service providers, granting organizations and government in order that it may support the Centennial activities.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

10.0 ROUTINE BUSINESS OF COUNCIL

10.1 Audit Committee Report

The Chair of the Audit Committee spoke to the report provided, noting that expenses are below budget while revenue is increasing.

10.1.1 December 31, 2017 Year-End Report to Audit Committee

10.1.2 Audited Defined Benefit Pension Financial Statements

MOTION 18-29

MOVED by Darren Hardy and seconded by Tim Joseph, THAT Council approve the 2017 Audited Defined Benefit Pension Financial Statements.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

10.1.3 Audited Defined Contribution Pension Financial Statement

MOTION 18-30

MOVED by Darren Hardy and seconded by Tim Joseph, THAT Council approve the 2017 Audited Defined Contribution Pension Financial Statements.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

10.1.4 Pension Governance Manual

MOTION 18-31

MOVED by Darren Hardy and seconded by Tim Joseph, THAT Council approve the APEGA Pension Governance Manual.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

10.1.5 Indemnification Manual

MOTION 18-32

MOVED by Darren Hardy and seconded by Manon Plante, THAT Council approve the APEGA Indemnification Policy.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

10.2 Governance Committee Report

The Chair of the Governance Committee spoke to the provided report and made note that the Audit Committee's Terms of Reference were distributed at table.

MOTION 18-33

MOVED by Jane Tink and seconded by George Eynon, THAT Council formally adopt the section 18 special rule in the Governance Manual (2018) to adopt the use of a consent agenda and approve the attached consent agenda procedure for Council and Council committees.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

MOTION 18-34

MOVED by Jane Tink and seconded by Bob Rundle, THAT Council approve the Endorsement of Election Candidates policy, formerly known as the Public Support and Endorsement of Election Candidates policy.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

MOTION 18-35

MOVED by Jane Tink and seconded by Emily Zhang, THAT Council approves the Audit Committee Terms of Reference as recommended by the Governance Committee on June 18, 2018.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

10.3 Nominating Committee Report

The Chair of the Nominating Committee (the Committee) provided a verbal report on the Committee meeting that took place on June 18, 2018. It was noted that the Committee is working on changing the communication strategy to better inform the membership which candidates are recommended based on skills and attributes. Nominations open on August 13, 2018. The Chair asked Council to advise Committee members or the Chair if they are aware of anyone who would like to run for Council.

10.4 Executive Committee Verbal Report

The Chair provided a verbal report which included an update on the letter from the REC (Regulatory Executive Committee) relating to registration renewal and competency based assessments, received in March 2018, and the resulting investigation. An invitation to Council members who wish to attend Executive Committee meetings was made.

10.5 President's Verbal Report

The President has been getting acquainted and acclimatized on understanding the issues that face Council. He has made several visits to other Constituent Associations across Canada and is looking for opportunities to work and share best practices.

10.6 Policy Standards Task Force Report

The Chair of the Policy Standards Task Force (PSTF) provided an introduction of the focus and work of the task force.

Mr. Mann spoke on behalf of the Practice Review Board (PRB) and the reinstatement of Mr. Anderson, documentation on the investigation was provided as part of the PSTF Report.

MOTION 18-36

MOVED by Tim Joseph and seconded by RaeAnne Leach, THAT the PRB with PSTF endorsement, recommends Mr. Peter Anderson not be reinstated as a licensed professional.

Council amended the motion to read:

MOTION 18-37

MOVED by Tim Joseph and seconded by RaeAnne Leach, THAT Council endorses the recommendation of the PRB that Mr. Peter Anderson not be granted reinstatement as a professional member.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

MOTION 18-38

MOVED by Tim Joseph and seconded by RaeAnne Leach, THAT we take from the table motion 17-84 Council endorses the “Procedural Guideline on the Administration of Sanctions” for use by the Practice Review Board, Discipline Committee, Appeal Board and the Investigative Committee (Recommended Discipline Orders).

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

MOTION 18-39

MOVED by Tim Joseph and seconded by Jason Vanderzwaag, THAT Council endorses the “Procedural Guideline on the Administration of Sanctions” dated May 7, 2018, for use by the Practice Review Board, Discipline Committee, Appeal Board and the Investigative Committee (Recommended Discipline Orders).

Council made a friendly amendment to the motion, removing “that accompanies this report” after “May 7, 2018,” from the motion.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

MOTION 18-40

MOVED by Tim Joseph and seconded by Bob Rundle, THAT all corporations employing only Professional Technologists must have either an APEGA permit to practice or an ASET permit to practice.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

MOTION 18-41

MOVED by Tim Joseph and seconded by RaeAnne Leach, THAT all corporations engaged in the practice of engineering or geoscience and employing an APEGA Licensed Professional working under a Professional Technologist’s supervision are required to be an APEGA Permit Holder.

Council made a friendly amendment to the original motion, adding the phrase “required to be an APEGA Permit Holder”.

Number of votes in favour: 15/15
Necessary for adoption: 8/15
Motion unanimously adopted.

10.7 Engineers Canada Report

Council discussed the key topics of the Engineers Canada Report.

10.8 Geoscientists Canada Report

Council discussed the key topics of the Geoscientists Canada Report.

12.0 EXECUTIVE SESSION (In-Camera)

Council held an Executive (in-camera) Session held.

13.0 EXECUTIVE SESSION SUMMARY (In-Camera)

A summary of the Executive (in-camera) Session was not provided.

14.0 ADJOURNMENT

The meeting adjourned at 4:35 p.m.