



COUNCIL MEETING
March 19, 2020
Virtual Meeting via WebEx
8:30 am – 4:00 pm

MINUTES

PRESENT

Council Executive:

George Eynon, P.Geo., FGC, FEC (Hon.) – President
John Van der Put, P.Eng., FEC, FGC (Hon.) – President Elect
Tim Joseph, P.Eng., PhD, FCIM – Vice-President
Nima Dorjee, P.Eng., FEC, FGC (Hon.) – Past-President

Councillors:

Jennifer Enns, P.Eng.
Darren Hardy, P.Eng.
Tim Hohm, P. Eng.
David Johnson, P.Geo.,
Wally Kozak, P.Eng.
RaeAnne Leach, P.Eng., PMP, FEC, FGC (Hon.)
Manon Plante, P.Eng., MDS
Melanie Popp, P.Eng.
Bob Rundle, P.Eng., PMP, FEC, FGC (Hon.)
Jason Vanderzwaag, MASC, P.Eng., LEED AP, PMP
Claudia Villeneuve, P.Eng., M.Eng., PMP, ACG
Emily Zhang, P.Eng., PMP

Public Members:

Mary Phillips-Rickey, FCA

Engineers Canada Directors:

Lisa Doig, P. Eng., MBA, FEC, FGC (Hon.)
David Lynch, FCAE, FEIC, FCIC, FEC, FGC (Hon.), PhD, P.Eng.
Jane Tink, P.Eng., FEC, FGC (Hon.)

Geoscientists Canada Directors

Colin Yeo, P.Geo., FGC, FEC (Hon.) – Geoscientists Canada Director

Staff:

Jay Nagendran, P.Eng., FCAE, ICD.D, FEC, FGC (Hon.), Registrar & CEO (RCEO)
Jill Arbuthnott, Executive Assistant to Council
Nancy Biamonte, ABC, Director of Communications
John Corriveau, P.Eng., Director, Regulatory Affairs
Sloan d'Entremont, P.Eng., CPCC, Senior Advisor & Director, Council Relations
Colette Fernandes, Council Relations Coordinator
Sharilee Fossum, MBA, CPA, CMA, ICD.D, Chief Financial & Corporate Officer (CFCO)
Dianne Johnstone, CPP, Director of Legislative Review & Government Relations
Meagan O'Shea, Business Performance Coordinator
Zac Parsons, B.Comm, Senior Advisor, Business Planning
Matthew Oliver, CD, P.Eng., Deputy Registrar & Chief Regulatory Officer (CRO)
Mark Tokarik, P.Eng., LL.B., FEC, Senior Advisor, Legislation & Regulatory Affairs

Regrets:

Gary Faulkner, PhD, P.Eng.
Georgeann Wilkin RN, LI.B

1.0 CALL TO ORDER

The Chair called the meeting to order at 8:45 am.

This was the first ever virtual meeting of Council, and the Chair's final meeting as APEGA Council Chair and President. The Chair took a few moments to thank the Registrar & CEO (RCEO), and the Council Relations team as they were key to the success of his year as President.

2.0 COUNCIL MEETING CONDUCT

- 2.1 Council Code of Conduct
- 2.2 Code of Ethics
- 2.3 Declaration of Conflict of Interest

There were two items on the agenda where Conflicts of Interest were declared. The affected Councillors recused themselves from voting on these items:

- AGM (item #8.2)
- Policy Standards Task Force Report (item #9.5).

3.0 CONSENT AGENDA

The following Consent Agenda items were approved as presented in the March 19, 2020, Council package.

- 3.1 Statutory Board Appointments
- 3.2 Conditional Reinstatement Recommendations

4.0 ADOPTION OF MEETING AGENDA

MOTION 20-01

MOVED by John Van der Put and seconded by Darren Hardy, THAT the March 19, 2020, Council agenda be adopted as presented.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

5.0 COUNCIL MINUTES APPROVAL – December 10-11, 2019

MOTION 20-02

MOVED by Claudia Villeneuve and seconded by Tim Hohm, THAT the minutes of the December 10-11, 2019, Council meetings be approved, by Council.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

6.0 REGISTRAR & CEO'S ORAL UPDATE

The RCEO provided Council with an update on the measures that had been put into place to deal with the COVID-19 pandemic. As of March 19, 2020, the APEGA offices were closed and all staff were directed to work from home until further notice.

The following topics were shared with Council:

- Council Elections concluded on March 5, 2020, there was a participation rate of 17.1%, which was a little lower than 2019, which was 19.3%.
- APEGA organized a meeting with the P7 Group (Professional 7 – the Medical, Dental, Architecture, Law, Veterinary, Accounting, Architects and Law professions), with the Minister of Labour & Immigration. The P7 Group offered to work with the Government to be a sounding board and provide other assistance that the ministry may need.

The main take-aways from the meeting were:

- The Minister, reinforced that self-regulation is very important and that there is no plan to take that away; the Government wonders what more they can give;
 - Protection of the public is job one;
 - Fairness to newcomers; and
 - Labour mobility.
- The Fairness to Newcomers Office is now open and APEGA will meet with them when an opportunity presents itself. Several steps have been taken to speed up the application process for ITAs (Internationally Trained Applicants) including moving the low and medium risk files to the Registration Executive Committee on an on-going basis instead of waiting for the next meeting, and staff reviews of files have been increased on a risk based approach.
 - A cross-organizational task force has been convened by APEGA's Director, Regulatory Affairs. The task force includes APEGA, Municipal Affairs, the Alberta Association of Architects and the Safety Codes Council. This task force will address long standing challenges in role clarity and will improve public safety.

- The operationalization of the strategic plan continues with work on the six (6) key priorities underway – Membership Experience Project, Bill 11 Compliance, Online Application System, Practice Reviews, Centennial 2020, Marketing and Public Relations (including government relations).

7.0 REPORTS

The following reports were presented for information purposes.

- 7.1 Registrar & CEO's Report
- 7.2 President's Report
- 7.3 Engineers Canada Report
- 7.4 Geoscientists Canada Report
- 7.5 Council & Committee 3-Year Schedule
- 7.6 Council Attendance

The Engineers Canada Report was pulled and moved to "Items from Consent Agenda and Reports That Require Discussion" (item #12.0).

8.0 IMPACT OF COVID-19: POSTPONEMENT OF AGM, SUMMIT AND PD CONFERENCE

8.1 PD & Summit

Work is ongoing to reschedule the professional development (PD) conference and Summit Awards, by decoupling the AGM and the PD conference from the Summit Awards; there are several dates for Fall 2020 that are on hold.

8.2 AGM

Council discussed the need to delay the AGM due to the public health emergency that was in effect at the time – the prohibition on meetings over fifty (50) people, and the lack of an APEGA bylaw permitting electronic Association meetings. The election results are normally announced at the AGM at which time the election is considered complete, and the new Council members take office.

After reviewing the certification provided by the third-party election service provider, Simply Voting, and six (6) external members (forming the ballot counting committee) who independently reviewed and certified the results Council confirmed the integrity and security of the 2020 election vote. Council was confident that the election results are valid. There were no valid paper ballots for the 2020 election. Under these extreme and unprecedented conditions Council decided to draw on its authority under Bylaw 11, to declare the election results valid.

The Senior Advisor, Legislation & Regulatory Affairs presented to Council a proposal to declare the results of the 2020 Annual Election valid due to the postponement of the 2020 AGM which is caused by the COVID-19 public health emergency in effect. Under Bylaw 11 Council can use its authority to do this. Bylaw 11 states:

Failure to Comply with Procedures: In the event of any failure to comply with procedures relating to the election of members of Council, Council shall have the power to take any action it deems necessary to validate the nomination, the counting of the ballots or the election.

The following motion was voted on:

MOTION 20-03

MOVED by John Van der Put and seconded by Wally Kozak, THAT under Bylaw 11 due to the public health emergency Council declares that the results of the 2020 annual election of nominees for Council are valid.

Number of votes in favour: 11/11

Necessary for adoption: 6/11

Motion unanimously adopted.

Note: Five Councillors recused themselves from voting as they would be affected by the outcome of the vote.

8.3 Regulatory Motion Due to COVID-19

The Deputy Registrar & Chief Regulatory Officer (CRO) spoke to Council about the reasonably likely impact Covid-19 will have on APEGA members and their ability to complete CPD due to the public health emergency in Alberta. The April 2014 APEGA standard titled "*Continuing Professional Development Program*" (CPD) provides "special considerations" for members who are unable to complete CPD requirements through no fault of their own.

Taken directly from the Standard, the CRO proposed that "special considerations" be provided to members by reducing the required annual total of CPD hours to thirty (30) total in any category, until Council decides to end the "special considerations". These considerations would also stop the striking of individuals for failure to satisfy the program within the period of "special considerations". The following motion was voted on:

MOTION 20-04

MOVED by Claudia Villeneuve and seconded by Wally Kozak, THAT in order to accommodate the impact of COVID-19 on the ability of licensed professionals to complete CPD requirements APEGA Council resolves that "special considerations" reduces the required annual total CPD hours required to 30 in total in any category and that all licensed professionals are under "special considerations" until Council decides to end those "special considerations".

Number of votes in favour: 7/16

Necessary for adoption: 9/16

Motion defeated.

The Chair declared that a Special Executive Committee meeting, along with key staff members would be held to determine a path forward.

9.0 ROUTINE BUSINESS OF COUNCIL

9.1 Executive Committee Report

The Chair of the Executive Committee provided an overview of the report provided to Council in the meeting package. There was no discussion.

9.2 Governance Committee Report

The Chair of the Governance Committee provided an overview of the report provided to Council in the meeting package. There was no discussion.

9.3 Nominating Committee Report

The Chair of the Nominating Committee proposed the following motion to recommend the proposed names provided to Council, as part of the Nominating Committee report.

MOTION 20-05

MOVED by Nima Dorjee and seconded by Jennifer Enns, THAT Council recommends that the Membership approve the Nominating Committee roster for the 2020-21 Council Term, as presented.

Number of votes in favour: 15/15

Necessary for adoption: 8/15

Motion unanimously adopted.

Note: One Councillor was unavailable during this vote.

9.4 Audit Committee Report

The Chair of the Audit Committee provided an overview of the report provided to Council in the meeting package. The following motions were presented:

MOTION 20-06

MOVED by Darren Hardy and seconded by Tim Joseph, THAT APEGA Council approves the 2019 Draft Audited Financial Statements.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

MOTION 20-07

MOVED by Darren Hardy and seconded by RaeAnne Leach, THAT APEGA Council approves the 2019 Draft Summary Financial Statements and include the statements in the 2019 Annual Report.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

9.4.1 Draft Financial Statements Year Ending December 31, 2019

9.4.2 Summary Financial Statements for 2019 Annual Report

9.4.3 December 31, 2019 – Year End Management Financial Statements and Variance Analysis

9.5 Policy Standards Task Force Report

The Chair of the Policy Standards Task Force provided an overview of the report provided to Council in the meeting package. The following motion was presented:

MOTION 20-08

MOVED by Tim Joseph and seconded by Melanie Popp, THAT Council approve the six Process three cases presented, to be reinstated with conditions as recommended by the Practice Review Board and endorsed by the PSTF.

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

Note: One Councillor recused themselves from voting as there was a conflict of interest.

10.0 SPECIAL COMMITTEE OF COUNCIL ON NOMINATIONS PROCESS FINDINGS

The Chair of the Special Committee Of Council (SCC) on the Nominations Process and the diversity consultant from the Canadian Centre for Diversity and Inclusion (CCDI), spoke to the report which was provided in the Council package. The final recommendations from the SCC will be provided to Council at the June 2020 Council meeting.

11.0 GOVERNANCE FRAMEWORK REVIEW TASK FORCE UPDATE

The Chair of the Governance Framework Review Task Force (GFRTF) spoke to the briefing note which was provided in the Council package. Council was asked to review the governance framework self-assessment worksheet that was included in the briefing note and send their input to the Chair of GFRTF for review by the Task Force.

12.0 ITEMS FROM CONSENT AGENDA AND REPORTS THAT REQUIRE DISCUSSION

The Engineers Canada (EC) President and current APEGA Director to EC, provided further information on the bylaw amendment that was recommended by the FAR (Finance, Audit and Risk) Committee. The amendment was referenced in the Engineers Canada Report provided in the Council package. The amendment to the EC Bylaws was approved by the EC Board and deals with the per capita assessment fee to establish an integrated approach to EC finances and assets.

13.0 EXECUTIVE SESSION – Council Only

There was an executive (in-camera) session held; a summary was not provided.

14.0 EXECUTIVE SESSION – Council – RCEO – Required Staff

There was an executive (in-camera) session held; a summary was not provided.

15.0 ADJOURNMENT

The meeting adjourned at 4:00 pm