



## **COUNCIL MEETING**

June 15, 2022

8:30 a.m.- 5:00 p.m.

APEGA Office Edmonton, Lindberg Boardroom

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## **MINUTES**

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### **Council Executive:**

Lisa Doig, P. Eng., FEC, FGC (Hon.), MBA – President

Manon Plante, P.Eng., MDS – President Elect

Tracey Stock, P.Eng., QMed, JD, MBA, PhD – Vice President

Brian Pearse, P.Eng. – Past President

### **Councillors:**

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

Darren Hardy, P.Eng.

Jason Vanderzwaag, MAsc, P.Eng., LEED AP, PMP

Margaret Allan, M.Eng., P.Eng., P.Geo., FGC, FEC

RaeAnne Leach, P.Eng., PMP, FEC, FGC (Hon.)

Seema Makwana, P. Eng.

Theresa Watson, P.Eng., MBA, JD

Wally Kozak, P.Eng.

Wendy Shier, P. Geo.

Lorna Harron, P.Eng., M.Eng., MBA

Dean Mullin, P.Eng., PhD

### **Regrets:**

Victoria Wishart, P.Eng.

Tim Joseph, P. Eng., PhD, FCIM

Victor Benz, P. Eng.

### **Public Members:**

Mary Phillips-Rickey, FCA

### **Engineers Canada Directors:**

Natasha Avila, P.Eng.

John Van der Put, P. Eng., FEC, FGC (Hon)

### **Geoscientists Canada Director**

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

### **Guest Observers:**

Mark Bellamy, P.Eng., FEC – Lethbridge Branch Chair (Remote)

Mihaela Ciulei, P.Eng., PMP – Edmonton Branch Chair (Remote)

**Staff:**

Jay Nagendran, P.Eng., FCAE, ICD.D, FEC, FGC (Hon.), Registrar & CEO  
Nancy Biamonte, ABC, Chief Professional Sustainability Officer  
Yvan Boutin, CPA, CA, Chief Financial & Corporate Officer  
Krista Nelson-Marciano, MBA, Director, Business Performance  
Zac Parsons, B.Comm, Senior Advisor & Director, Council Relations  
Dianne Johnstone, CPP, Director, Legislative Review & Government Relations  
Mark Tokarik, Senior Consultant, Regulation & Policy Contractor  
Colette Fernandes, Council Relations Manager  
Diane Christie, Council Relations Coordinator  
Teresa Goldie, Executive Assistant to Council

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**1.0 CALL TO ORDER**

The Chair called the meeting to order at 8:30 a.m.

The Chair made opening remarks and reviewed Robert's Rules of Order (1.2) and Document Management (1.3).

**2.0 COUNCIL MEETING CONDUCT**

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

No conflicts of interest were declared.

**3.0 APPROVAL OF AGENDA**

***Motion 22-20***

***Moved by Seema Makwana and seconded by Claudia Gomez-Villeneuve, THAT the June 15, 2022, agenda be adopted as presented.***

Adopted unanimously.

**4.0 MODERNIZED LEGISLATION PROGRAM**

Representatives of Field Law presented key highlights from *Bill 23: Professional Governance Act* that was tabled in the Alberta Legislature. The Legislature is now in recess and debate on the Bill is expected to continue during the fall sitting (October 2022).

The Director, Legislative Review & Government Relations provided an update on the staff activities and resources required to ensure the organization is prepared if or when the Bill is passed; APEGA will need to be compliant with the changes.

## 5.0 REGISTRAR AND CEO ORAL REPORT

The RCEO delivered his oral presentation with the following highlights: appointment of APEGA's Deputy Registrar; overview of the Engineers Canada CEO meeting in Toronto; Edmonton office space lease is up for renewal in 2024 and discussion will be required about APEGA's future work environment; Professional Engineers Ontario is moving towards eliminating Canadian experience for applicants; the proposed new legislation will have an impact on APEGA operations.

## 6.0 ANNUAL GENERAL MEETING FOLLOW-UP

### 6.1 Notarius Resolution

A resolution was passed by APEGA memberships at the 2022 AGM requesting council to research, or direct staff to research all possible vendors for the authentication of documents as an alternative to the current vendor.

The Director, Outreach & Product Services presented the research and rationale for the choice of Notarius as the vendor for document authentication as part of the approved practice standard.

To formalize Council's response to the resolution the following motion was proposed:

*Council has conducted a thorough review of APEGA's sole-source digital signature policy at the June 2022 council meeting, including a comparison of costs, features, and security with at least two other digital signature providers, and directs APEGA to make the results of the review available to the members as soon as possible and during the 2023 AGM.*

The motion was moved by Manon Plante and seconded by Wendy Shier.

The motion was defeated.

Following further discussion, an alternate motion was put forward:

#### **Motion 22-21**

**Moved by Margaret Allan and seconded by Wally Kozak** THAT *In response to the resolution passed at the 2022 AGM "that APEGA's Council is requested to conduct, or direct staff to conduct, a thorough review of APEGA's sole-source digital signature policy, including a comparison of costs, features, and security with at least two other digital signature providers, and make the results of the review available to the members," Council directed APEGA to complete a review which was received by Council during its June 15, 2022 meeting and Council directs APEGA to share the results with the members before and at the 2023 AGM.*

ADOPTED unanimously.

## 6.2 Debrief/Lessons Learned

The Senior Advisor & Director, Council Relations presented lessons that were learned from the 2022 AGM. Recommendations provided by council will be considered for the 2023 AGM.

## 7.0 NOMINATING COMMITTEE

### 7.1 Council Needs Assessment

Senior Advisor & Director, Council Relations provided an update on the council needs completed by council that will be used by the Nominating Committee for the 2022 nomination cycle.

### 7.2 Progress Update

The Chair of Nominating Committee reported that the committee has completed their orientation session, and the first working meeting will be held June 17, 2022.

## 8.0 GOVERNANCE COMMITTEE RECOMMENDATIONS

The Chair of Governance Committee (GC) presented an overview of the motions that were recommended by the GC and are being brought forward to Council for endorsement. These decisions, if adopted, may become part of APEGA's new bylaws.

### 8.1 Member Categories

#### **Motion 22-22**

***Moved by Brian Pearse and seconded by RaeAnne Leach*** THAT Council endorses the guiding principles presented for service categories and use of designations, and that the new bylaws reflect these.

Discussion followed on if there is a need for member categories especially since APEGA is a regulator and not a member organization.

Vote on the motion:

In favour: 13

Opposed: 2

Motion is ADOPTED

### 8.2 Executive Committee Composition & Authority

#### **Motion 22-23**

***Moved by Brian Pearse and seconded by RaeAnne Leach*** THAT Council endorses the guiding principle that the new bylaws indicate that Council 'may' establish an Executive Committee of Council.

ADOPTED unanimously.

**Motion 22-24**

**Moved by Brian Pearse and seconded by Dean Mullin** THAT Council endorses the following guiding principle:

*That the new bylaws indicate that if Council does establish an Executive Committee, it be composed of at least the President, Vice-President, Immediate Past President, and the RCEO as an ex officio member, and that Council may appoint additional members to the Executive Committee according to Council policy.*

ADOPTED unanimously.

**Motion 22-25**

**Moved by Brian Pearse and seconded by RaeAnne Leach** THAT Council endorses the following guiding principles and endorses that they be reflected in the new bylaws:

1. *The performance review, compensation and succession planning of the Registrar/CEO*
2. *Strategic planning oversight*
3. *Emergent issues management*
4. *Recommendation of appointments of councillors to various Council committees to be approved by Council as a whole*

*and that the new bylaws indicate that if Council does establish an Executive Committee, these functions could be administered within the authority of an Executive Committee.*

Discussion followed on the inclusion of strategic planning oversight as a function of a possible executive committee and how this impacts the roles of the newly created Strategy and Risk Committee.

It was moved and seconded that this motion be postponed for changes and further discussion at a later date.

Vote on the motion:

In favour: 2

Opposed: 13

Motion is defeated.

An amendment was proposed to replace the last sentence of the motion with the following: *and that the new bylaws indicate that these functions be administered within the authority of Council or a committee of Council.*

The amendment was moved by Jason Vanderzwaag and seconded by Theresa Watson.

Vote on the amendment ADOPTED unanimously.

Vote on original motion as amended:

**Motion 22-25 (as amended)**

**Moved by Brian Pearse and seconded by RaeAnne Leach** THAT Council endorses the following guiding principles and endorses that they be reflected in the new bylaws:

1. *The performance review, compensation and succession planning of the Registrar/CEO*
2. *Strategic planning oversight*
3. *Emergent issues management*
4. *Recommendation of appointments of councillors to various Council committees to be approved by Council as a whole*

*and that the new bylaws indicate that these functions be administered within the authority of Council or a committee of Council.*

ADOPTED unanimously.

**Motion 22-26 (amended)**

**Moved by Brian Pearse and seconded by RaeAnne Leach** THAT Council endorses the guiding principle that if Council does establish an Executive Committee, the committee could develop and recommend proposed Council policy specific to its mandate but does not have the authority to approve policy itself; the authority to approve Council policy should rest with Council.

It was moved and seconded to amend the motion by replacing "should rest" with "rests".

Vote on the motion as amended:

**Motion 22-26 (amended)**

**Moved by Brian Pearse and seconded by RaeAnne Leach** THAT Council endorses the guiding principle that if Council does establish an Executive Committee, the committee could develop and recommend proposed Council policy specific to its mandate but does not have the authority to approve policy itself; the authority to approve Council policy rests with Council.

ADOPTED unanimously.

### 8.3 Election of President and 2<sup>nd</sup> Vice President

The Chair of the Policy and Standards Committee (PSC) provided an overview of the report of the January 26, 2022, meeting. The report included two motions that were put before Council for consideration with the results as follows:

**Motion: 22-27**

**Moved by Brian Pearse and seconded by RaeAnne Leach** THAT Council endorses the following guiding principles and that these be reflected in the new bylaws:

- Council shall elect from among the registrant members of Council a Vice-President who will become President the following year.

*The election of the Vice-President will occur just prior to the presentation of the slate to members for the Council election before the AGM.*

- Election of Vice-President by Council will be by secret ballot

- There will no longer be a President-Elect title. The Vice-President becomes President the following year.

- In the event the Vice-President is unable to take over the role of President the following year, Council will elect a replacement Vice-President from among the members of Council who will become President the following year.

- The outgoing President becomes the Past President

It was moved and seconded that the motion be amended by replacing “election of the Vice-President” with “selection of the Vice-President”.

Vote on the amendment:

In favour: 13

Opposed: 2

Amendment is ADOPTED.

Vote on the motion as amended:

**Motion: 22-27 (amended)**

**Moved by Brian Pearse and seconded by RaeAnne Leach** THAT Council endorses the following guiding principles and that these be reflected in the new bylaws:

- Council shall select from among the registrant members of Council a Vice-President who will become President the following year.

*The selection of the Vice-President will occur just prior to the presentation of the slate to members for the Council election before the AGM.*

- Selection of Vice-President by Council will be by secret ballot

- There will no longer be a President-Elect title. The Vice-President becomes President the following year.

- In the event the Vice-President is unable to take over the role of President the following year, Council will select a replacement Vice-President from among the members of Council who will become President the following year.

- *The outgoing President becomes the Past President*

In favour: 13  
Opposed: 2  
Motion is ADOPTED.

**Motion: 22-28**

***Moved by Brian Pearse and seconded by Tracey Stock*** THAT *Council endorses the guiding principle that the Second Vice-President position be eliminated from future bylaws.*

In favour: 14  
Opposed: 1  
Motion is ADOPTED.

The suggestion was made for Council to further discuss the election process – the Governance Committee will bring this discussion back to future council meeting

**9.0 GENERATIVE DISCUSSION**

It was agreed to move 9.0 Generative Discussion to the June 16 agenda and for it to take place during the lunch break.

**10.0 ADJOURNMENT**

The meeting was adjourned at 5:00 p.m.



## **COUNCIL MEETING**

June 16, 2022

9:00 a.m.- 3:30 p.m.

APEGA Office Edmonton, Lindberg Boardroom

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## **MINUTES**

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### **Council Executive:**

Lisa Doig, P. Eng., FEC, FGC (Hon.), MBA – President

Manon Plante, P.Eng., MDS – President-Elect

Tracey Stock, P.Eng., QMed, JD, MBA, PhD – Vice-President

Brian Pearse, P.Eng. – Past-President

### **Councillors:**

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

Darren Hardy, P.Eng.

Jason Vanderzwaag, MAsC, P.Eng., LEED AP, PMP

Margaret Allan, M.Eng., P.Eng., P.Geo., FGC, FEC

RaeAnne Leach, P.Eng., PMP, FEC, FGC (Hon.)

Seema Makwana, P. Eng.

Theresa Watson, P.Eng., MBA, JD

Wally Kozak, P.Eng.

Wendy Shier, P. Geo.

Lorna Harron, P.Eng., M.Eng., MBA

Dean Mullin, P.Eng., PhD

### **Regrets:**

Victoria Wishart, P.Eng.

Tim Joseph, P. Eng., PhD, FCIM

Victor Benz, P. Eng.

### **Public Members:**

Mary Phillips-Rickey, FCA

### **Engineers Canada Directors:**

Natasha Avila, P.Eng.

John Van der Put, P. Eng., FEC, FGC (Hon)

### **Geoscientists Canada Director**

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

### **Guest Observers:**

Mihaela Ciulei, P.Eng., PMP – Edmonton Branch Chair (Remote)

**Staff:**

Jay Nagendran, P.Eng., FCAE, ICD.D, FEC, FGC (Hon.), Registrar & CEO  
Nancy Biamonte, ABC, Chief Professional Sustainability Officer  
Yvan Boutin, CPA, CA, Chief Financial & Corporate Officer  
Krista Nelson-Marciano, MBA, Director, Business Performance  
Zac Parsons, B.Comm, Senior Advisor & Director, Council Relations  
Dianne Johnstone, CPP, Director, Legislative Review & Government Relations  
Mark Tokarik, Senior Consultant, Regulation & Policy Contractor  
Colette Fernandes, Council Relations Manager  
Diane Christie, Council Relations Coordinator  
Teresa Goldie, Executive Assistant to Council

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**1.0 CALL TO ORDER**

The Chair called the meeting to order at 9:00 a.m.

The Chair made opening remarks and reviewed Robert's Rules of Order (1.2) and Document Management (1.3).

**2.0 COUNCIL MEETING CONDUCT**

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

No conflicts of interest were declared.

**3.0 APPROVAL OF AGENDA**

*Motion 22-29*

*Moved by Margaret Allen and seconded by Seema Makwana, THAT the June 16, 2022, agenda be adopted as presented.*

ADOPTED unanimously.

**4.0 COUNCIL ORIENTATION PHASE II**

Senior staff presented overviews of their divisions and departments: Regulatory Division, Professional Sustainability Division, Corporate Services Division and Business Performance Department.

(Following Orientation, Council discussed "Impact of demographics on the professions" as part of the Generative Discussion item deferred from the June 15 meeting)

**5.0 INVESTIGATIVE COMMITTEE UPDATE**

The Chair of the Investigative Committee and the Director, Investigations provided an update on the committee's work.

## 6.0 CONSENT AGENDA

The following items were approved as presented in the June 16, 2022, meeting package:

- 6.1 Statutory Board Appointments (Motion 22-30)
- 6.2 Conditional Reinstatement Recommendations (Motion 22-31)
- 6.3 Council Minutes Approval March 23 & 24, 2022 (Motion 22-32)

## 7.0 REPORTS

The following reports were included as information:

- 7.1 Council Needs Assessment
- 7.2 Consulting Engineers of Alberta
- 7.3 Council & Committee Schedule
- 7.4 Council Attendance

## 8.0 ROUTINE BUSINESS

### 8.1 Executive Committee Report

The Chair of the Executive Committee provided an overview of the report of the May 30, 2022 meeting.

### 8.2 Governance Committee Report

The Chair of the Governance Committee provided an overview of the report of the May 17, 2022 meeting.

### 8.3 Strategy & Risk Committee

The Chair of the Strategy & Risk Committee gave an oral update: the committee will meet on July 6 to discuss objectives and scope and begin work on draft terms of reference.

### 8.4 Audit Committee Report

The Chair of the Audit Committee presented an overview of the report from the May 5, 2022 meeting including 8.4.1 March 31 2022 Q1 Financial Report and presented the following motion:

#### 8.4.2 Future Dues Increases

#### **Motion 22-33**

**Moved by Theresa Watson and seconded by Claudia Gomez-Villeneuve** THAT Council approves:

- i. Member Dues increase of \$54 effective July 1, 2023,*
- ii. Permit Holder dues increase of \$50 effective July 1, 2023,*

- iii. That Audit Committee will review Member and Permit Holder Dues and bring recommendations for the following year's adjustments to the annual June Council meeting for approval.*

Discussion followed specifically around the importance for a communication plan to the membership on the rationale for the dues increase.

ADOPTED unanimously.

#### 8.5 Policy and Standards Committee Report

The Chair of the Policy and Standards Committee presented an overview of the report of the May 6, 2022 meeting including the following three motions submitted for consideration:

##### **Motion 22-34**

***Moved by Margaret Allan and seconded by Wendy Shier*** THAT Council approves the reinstatement application lists presented, as endorsed by the Policy & Standards Committee.

In favour 14  
Abstention: 1  
Motion is ADOPTED.

##### **Motion 22-35**

***Moved by Margaret Allan and seconded by Lorna Harron*** THAT Council approves the policy "Approval of New Permit Holder Applications" as presented and endorsed by the Policy & Standards Committee.

ADOPTED unanimously.

##### **Motion 22-36**

***Moved by Margaret Allan and seconded by Jason Vanderzwaag*** THAT Council approves the policy "Reinstatement of Member or Permit Holders" as presented and endorsed by the Policy & Standards Committee.

ADOPTED unanimously.

#### **10.0 EXECUTIVE SESSION**

Council and the RCEO met in camera. No summary was provided.

#### **11.0 EXECUTIVE SESSION**

Council met in camera. No summary was provided.

#### **12.0 ADJOURNMENT**

The meeting was adjourned at 3:30 p.m.