



COUNCIL MEETING
March 24, 2021
Microsoft Teams
12:30 am – 5:00 pm

MINUTES

PRESENT

Council Executive:

John Van der Put, P.Eng., FEC, FGC (Hon.) – President
Brian Pearce, P.Eng – President Elect
Lisa Doig, P. Eng., FEC, FGC (Hon.), MBA – Vice President
George Eynon, P.Geo., FGC, FEC (Hon.) – Past President

Councillors:

Margaret Allan, M.Eng., P.Eng., P.Geo., FGC
Jennifer Enns, P.Eng., FEC, FGC (Hon.)
Darren Hardy, 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.
Jason Vanderzwaag, MASC, P.Eng., LEED AP, PMP
Claudia Villeneuve, P.Eng., M.Eng., PMP, ACG
Theresa Watson, P.Eng., MBA, JD

Public Members:

Mary Phillips-Rickey, FCA

Engineers Canada Directors:

Tim Joseph, P.Eng., PhD, FCIM
David Lynch, FCAE, FEIC, FCIC, FEC, FGC (Hon.), PhD, P.Eng.
Jane Tink, P.Eng., FEC, FGC (Hon.)
Victor Benz, P.Eng., FEC, FGC (Hon.)

Geoscientists Canada Director

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

Staff:

Jay Nagendran, P.Eng., FCAE, ICD.D, FEC, FGC (Hon.), Registrar & CEO (RCEO)
Jill Arbuthnott, Executive Assistant to RCEO
Nancy Biamonte, ABC, Chief Professional Sustainability Officer
John Corriveau, P.Eng., Director, Regulatory Affairs
Sloan d'Entremont, P.Eng., CPCC, Senior Advisor & Director, Council Relations
Colette Fernandes, Council Relations Coordinator
Teresa Goldie, Executive Assistant to Council
Dianne Johnstone, CPP, Director, Legislative Review & Government Relations
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, FGC (Hon.), Senior Advisor, Legislation & Regulatory Affairs

Regrets:

Tim Hohm, P. Eng.
Georgeann Wilkin RN, LI.B

1.0 CALL TO ORDER

The Chair called the meeting to order at 12:30 pm

2.0 COUNCIL MEETING CONDUCT

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

A possible conflict of interest was declared for item:

- Expiry of Professional Technologists Regulation on September 30, 2021 (item #6.0)

3.0 ADOPTION OF MEETING AGENDA

MOTION 21-01

MOVED by Darren Hardy and seconded by ReaAnne Leach, THAT the March 24, 2021 Council agenda be adopted as presented.

Number of votes in favour: 16/16
Necessary for adoption: 9/16
Motion unanimously adopted

4.0 GOVERNANCE FRAMEWORK REVIEW TASK FORCE FINAL REPORT OUT

The Chair of the Governance Framework Review Task Force (GFRTF) presented the final report of the task force.

The following points were made:

- A professional writer will review and edit the document to improve the language; intent of the document will not change with editing.
- The motions on the report's deliverables and recommendations are on the agenda for the March 25, 2021 Council Meeting; unless time allows for motions to be voted on at this meeting.
- The mandate of the GFRTF is linked to Legislative Review and will align with the renewal of the *Engineering and Geoscientists Professions Act*.
- The work and recommendations of the GFRTF were endorsed by a professional external validator.
- The Governance Committee will be tasked with designing a schedule for implementation of the motions for review by Council.

MOTION 21-02

MOVED by Claudia Villeneuve and seconded by Margaret Allan, THAT Council accept the Governance Framework Review Task Force Final Report dated March 12, 2021.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

MOTION 21-03

Moved by Darren Hardy and seconded by Melanie Popp, THAT APEGA Council retire the existing Governance Manual version 5 dated April 10, 2018 and approve the new Self-Regulating Governance Framework manual version 1.0 dated March 25, 2021, to be used in its place effective immediately. (Note: Deliverable #1).

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

5.0 COUNCIL NEEDS FOR 2021-22

Members of the Nominating Committee joined the meeting: Keri Drennan and Tammy Pidner (Advisor)

Council discussed what skills and experience would be best suited to fulfil the needs of the 2021-22 council. A suggestion was made for the current needs survey to be reviewed, with feedback from council, for clarity on definitions and consideration of diversity and inclusion.

6.0 EXPIRY OF PROFESSIONAL TECHNOLOGISTS REGULATION ON SEPTEMBER 30, 2021

The Joint Professional Technologists Regulations Committee was formed and met on January 20, 2021 where a motion to extend the PTech Regulation by 5 years was passed.

APEGA's Executive Committee reviewed this item at its meeting held on March 3, 2021 and passed a motion recommending that Council approve the motion.

MOTION 21-04

Moved by Lisa Doig and seconded by RaeAnne Leach, THAT APEGA Council approves that the *Engineering and Geoscience Professions Professional Technologists Regulation* section 37 be amended to read: "For the purpose of ensuring that this Regulation is reviewed for ongoing relevancy and necessity, with the option that it may be repassed in its present or an amended form following a review, this Regulation expires on September 30, 2026".

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

7.0 SPECIAL COMMITTEE ON NOMINATIONS PROCESS

Director, Legislative Review & Government Relations, provided background and presented the final videos that will be shown as part of the consultation meetings scheduled for April and May 2021.

8.0 COUNCIL PRIORITIES

8.1 Strategic Retreat

President-Elect shared an update on the work of the Strategic Retreat Task Force. The Interview Committee selected Greg Hadubiak of BreakPoint Solutions to be the Facilitator for APEGA's 2021 Strategic Retreat.

June 4-6, 2021 were the dates selected for the retreat and plans will continue as long as the pandemic conditions allow for in-person meetings.

8.2 Renewal of the Legislation

Chief Professional Sustainability Officer and Director, Legislative Review & Government Relations, presented updates on the Public Relations, Government Relations and Municipal Relations campaigns.

The consensus of Council was to continue with the current approach with the Government of Alberta regarding the approval of the new legislation. APEGA's public members signed a letter to the Government urging action and outlining the importance of approving changes to the Act.

A suggestion was made to bring the issue back to the June Council meeting and to consider leveraging other regulators and industry organizations to support APEGA.

8.3 Practice Reviews

A update on practice reviews was presented.

8.3 Registration Times

An update on registration times was presented.

9.0 ADJOURNMENT

The meeting adjourned at 5:15 pm



COUNCIL MEETING
March 25, 2021
Microsoft Teams
8:30 am – 6:00 pm

MINUTES

PRESENT

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Matthew Oliver, CD, P.Eng., Deputy Registrar & Chief Regulatory Officer (CRO)
Mark Tokarik, P.Eng., LL.B., FEC, FGC (Hon.), Senior Advisor, Legislation & Regulatory Affairs

Regrets:

Georgeann Wilkin RN, LI.B

1.0 CALL TO ORDER

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

The Chair welcomed the APEGA Branch Chairs who joined the meeting as observers.

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 no conflicts of interest.

3.0 CONSENT AGENDA

The consent agenda was passed.

4.0 ADOPTION OF MEETING AGENDA

MOTION 21-05

Moved by Theresa Watson and seconded by Darren Hardy THAT the agenda for the March 25, 2021 Council meeting be adopted as presented.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

5.0 REGISTRAR & CEO ORAL REPORT

The RCEO introduced Yvan Boutin who will assume the role of APEGA's Chief Financial and Corporate Services Office in May 2021.

The following items were highlighted from the report:

- The RCEO recommends approving a motion on the \$10.21 per capita levy introduced by Engineers Canada to support an advertising campaign. The issue was discussed. An electronic vote on the motion will be circulated to Council.
- APEGA staff are working to resolve the recent issue that arose with the Architects Association of Alberta (AAA) regarding architect approval in building construction. Important to understand what triggered the issue.

6.0 REPORTS (for information purposes)

- 6.1 Registrar & CEO Report
- 6.2 President's Report
- 6.3 Engineers Canada Report
- 6.4 Geoscientists Canada Report
- 6.5 Consulting Engineers of Alberta Report
- 6.6 Council & Committee 3-Year Schedule
- 6.7 Council Attendance
- 6.8 Electronic/Hybrid Meetings Bylaw Vote Results

A request was made to pull the Registrar & CEO Report for discussion; it will be moved to item 10.0 on this agenda.

7.0 ROUTINE BUSINESS

7.1 Executive Committee

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

7.2 Governance Committee

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

7.3. Nominating Committee

7.3.1 Nomination Committee Roster 2021/22

MOTION 21-06

Moved by George Eynon and seconded by Jason Vandwerzwaag THAT Council recommends to the membership that the Nomination Committee roster for the 2021-2022 Council term be accepted as presented.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

7.4 Policy Standards Task Force

The Chair of the Policy Standards Task Force provided an overview of the report from the council meeting package including the following motions:

MOTION 21-07

Moved by Tim Hohm and seconded by Melanie Popp THAT Council approves the reinstatement application list presented, as recommended by the Practice Review Board, and endorsed by the PSTF.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

MOTION 21-08

Moved by Tim Hohm and seconded by Claudia Villeneuve THAT Council approves the publication of the Practice Standard Relying on Work of Others and Outsourcing, as recommended by the Practice Review Board and endorsed by the PSTF.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

MOTION 21-09

Moved by Tim Hohm and seconded by Melanie Popp THAT Council approves the withdrawal of the Practice Standard **Quality Inspection of Geophysical Data**, as recommended by the Practice Review Board, and endorsed by the PSTF.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

MOTION 21-10

Moved by Tim Hohm and seconded by Brian Pearse THAT Council approves the withdrawal of the Practice Standard **Evaluation of Oil and Gas Reserves and Resources for Public Disclosure**, as recommended by the Practice Review Board, and endorsed by the PSTF.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

7.5 Audit Committee

The Chair of the Audit Committee provided an overview of the report from the council package including the following motions:

7.5.1 Draft Financial Statements Year Ending December 31, 2020

MOTION 21-11

Moved by Darren Hardy and seconded by Wally Kozak THAT APEGA Council approves the 2020 Draft Audited Financial Statements as recommended by the Audit Committee.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

7.5.2 Draft Summary Financial Statements for 2020 Annual Report

MOTION 21-12

Moved by Darren Hardy and seconded by Claudia Villeneuve THAT APEGA Council approves the 2020 Draft Summary Financial Statements and includes the statements in the 2020 Annual Report as recommended by the Audit Committee.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

7.5.4 Appointment of Auditors

MOTION 21-13

Moved by Darren Hardy and seconded by Manon Plante THAT APEGA Council recommends to the membership at the 2021 Annual General Meeting the re-appointment of PricewaterhouseCoopers (PwC) as the 2021 auditors as recommended by the Audit Committee.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

7.5.5 Indemnification Policy Update

MOTION 21-14

Moved by Darren Hardy and seconded by Melanie Popp THAT APEGA Council approves the amended Indemnification Policy as recommended by the Audit Committee.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

7.5.6 ERM Update

MOTION 21-15

Moved by Darren Hardy and seconded by Manon Plante THAT APEGA Council approves the engagement of PwC in the development of APEGA's Risk Appetite Statement(s) as recommended by the Audit Committee.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

8.0 GOVERNANCE FRAMEWORK REVIEW TASK FORCE UPDATE – Continued from March 24, 2021

The Chair of the Governance Framework Review Task Force presented the final report of the task force and introduced the remaining motions required for implementation to begin. The following motions were brought forward:

MOTION 21-16

Moved by RaeAnne Leach and seconded by Wally Kozak THAT APEGA Council approve the documents in Deliverable #2.

(Note: Deliverable #2 = one document with two D-RACI charts: D-RACI Main Governance Decisions, D-RACI Council Regulatory Oversight Authority)

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

MOTION 21-17

Moved by Lisa Doig seconded by RaeAnne Leach THAT APEGA Council approve the documents in Deliverables #3, #4, #5, #6.

(Note: Deliverable #3 = Council TOR, President/Council Chair (PCC) Mandate, Council-R/CEO agreement, Councillor's Mandate, Deliverable #4 = TOR templates, the List of recommendations on inconsistency within TORs for Council to action to resolve, Deliverable #5 = Council Documentation Matrix, Deliverable #6 = Council Functionality Guideline)

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

MOTION 21-18

Moved by Margaret Allan and seconded by Lisa Doig THAT APEGA Council accept Recommendation #1 to close High & Medium risk gaps.

Note: Recommendation #1 strongly suggests the development of the following future documents:

- Transparency & Disclosure Policy,
- Council Fiduciary Oversight Policy,
- Advocacy & Neutrality Policy,
- Conflict of Interest policy,
- Council Indemnification policy,
- Council Privacy policy,
- Council Whistleblower policy
- A Council Culture & Engagement Declaration, with description that clearly reflects the culture Council desires and serves as an anchor for Councillors as they work together to fulfil Council's mandate,
- PCC-R/CEO Collaboration Agreement,
- Strategy Formation Guideline (including the development of Key Result Outcomes or KROs),
- Council Stakeholder Engagement Strategy Guideline (including evergreen FAQs for Councillors),
- R/CEO Performance, Succession and Onboarding Guideline (including the role of Councillor feedback),
- Governance Framework Sustainability Guideline,
- A Council Executive Committee orientation program,
- Updating the existing Council orientation program and materials to reflect the new governance framework)

Discussion followed on the motion for Recommendation #1 and an amendment was put forward: **Add:** *APEGA Council approves recommendation #1 and sends to the Governance Committee to prioritize the list and come back to Council with a time-based implementation strategy.*

The amendment was moved by Theresa Watson and seconded Lisa Doig

Number of opposed: 5
Number in favour: 11
Necessary for adoption: 9
Motion adopted as amended.

MOTION 21-19

Moved by Melanie Popp and seconded by Theresa Watson THAT APEGA Council accept Recommendation #2 to close High & Medium risk gaps.
(Note: Recommendation #2 is for Council to discuss and align on desired Council board culture (with inclusion of governance culture).)

Number of opposed: 3
Number in favour: 13
Necessary for adoption: 9
Motion adopted.

MOTION 21-20

Moved by Claudia Villeneuve and seconded by Lisa Doig THAT APEGA Council accept Recommendation #3 to close High & Medium risk gaps.
(Note: Recommendation #3 is for Council & R/CEO (with ELT) to co-develop Key Result Outcomes (KROs) for the existing strategic plan.)

Number of abstentions: 1
Number in favour: 15
Necessary for adoption: 9
Motion adopted.

MOTION 21-21

Moved by Melanie Popp and seconded by RaeAnne Leach THAT APEGA Council accept Recommendation #4 to close Low risk gaps.

Note: Recommendation #4 suggests the following:

- Convert all Council Committee and Task Force TORs to the new template (Deliverable #4)
- Update the Governance Committee work plan to include pattern analysis from the quarterly Council meeting feedback survey data
- Develop a Councillor Mentor guideline
- Expand the Governance Committee TOR and workplan to explicitly state the work of measuring, assessing, and identifying improvement on performance against Council's desired culture
- Develop a President-Elect onboarding program
- Develop an APEGA-ICD "translation" document for applicability of the ICD Not-for-Profit Fundamentals course content to APEGA's governance framework

Number of abstentions: 1
Number in favour: 15

Necessary for adoption: 9
Motion adopted.

9.0 C2020 FINAL UPDATE

The Chief Professional Sustainability Officer presented the final report on the Centennial 2020 Project.

10.0 REPORTS THAT REQUIRE DISCUSSION

The Registrar & CEO Report was pulled for discussion.

The RCEO was asked to elaborate on a few items from the report:

- Election results matrix and how 2021 compared to other years. The voter turnout in 2020 was 16.1 percent, the highest recorded turnout was in 2015 at 21.1 percent – the highest in 22 years of records.
- Modernized Legislation Project: Legislative Affairs and Government Relations staff are working on a draft document that will be ready once the Government of Alberta announces that the draft legislation will be considered.
- Government of Alberta is still working on the process for appointing public members to agencies, boards and commissions and so APEGA is still waiting for new appointments.

12.0 STAT BOARD UPDATES

12.1 Investigative Committee

The Chair of the Investigative Committee provided an overview on the mandate and work of the committee. One of the goals for Investigations Department is to implement a formal risk assessment tool to identify high/medium/low risk investigations and a timeline.

12.2 Discipline Committee

The Chair of the Discipline Committee provided an overview on the mandate and work of the committee.

13.0 REVIEW AND APPROVAL OF AGM AGENDA & SPECIAL RULES

The Chair of Executive Committee presented the Special Rules that will be in place for APEGA's 2021 Annual General Meeting. The rules reflect the fact that this will be a virtual meeting. The rules will be clearly communicated to the membership.

MOTION 21-22

Moved by Margaret Allen and seconded by Jason Vanderzwaag THAT Council approves the 2021 AGM Special Rules as presented on March 25, 2021.

Number of votes in favour: 16/16
Necessary for adoption: 9/16
Motion unanimously adopted.

MOTION 21-23

Moved by Claudia Villeneuve and seconded by Manon Plante THAT Council approves the 2021 AGM Agenda as presented on March 25, 2021.

Number of votes in favour: 16/16

Necessary for adoption: 9/16

Motion unanimously adopted.

14.0 GENERATIVE DISCUSSION

14.1 Strategic Plan 2020 Progress Review

The RCEO provided an update on the 2020 Strategic Plan and the progress that has been made on the three strategic pillars of regulatory excellence, trust and relevance and performance culture. RCEO succession planning was identified as an important area of focus.

15.0 RECOGNITION OF RETIRING COUNCILLORS

The Chair acknowledged the councillors who would not be returning to council.

16.0 EXECUTIVE SESSION (In camera - Council & RCEO only)

17.0 EXECUTIVE SESSION (In camera – Council only)

In Camera Summary:

During the *In Camera* session, Council discussed a proposal to award an identified professional member Honorary Life Membership. APEGA bylaw 26(1) provides Council the authority to confer Honorary Life Membership:

“Council, in its discretion by unanimous vote, may confer Honorary Life Membership in the Association upon any professional member who has rendered significant service to the Association.”

When Council came out of *in camera*, the following motion was moved by George Eynon and seconded Manon Plante:

Moved and Seconded That

Council award the professional member, as discussed, the APEGA Honourary Life Membership, as recommended by the Honours and Awards Committee.

Three Councillors opposed the motion and so it was defeated. A Councillor who voted against the motion wanted the record to show that they voted against because they do not support the inclusion of Honorary Life Membership in APEGA’s bylaws.