



## **COUNCIL MEETING**

March 20, 2025

8:00 a.m. - 5:20 p.m.

Lindberg Boardroom, APEGA Office

Edmonton, AB

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## **MINUTES**

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### **Council Executive:**

Tracey Stock, KC, P.Eng., PhD, FEC, FGC (Hon) – President and Council Chair

Terri Steeves, P.Eng., ICD.D, FEC, FGC (Hon) – President Elect

Margaret Allan, P.Eng., P.Geo., MEng, FEC, FGC – Vice President

Manon Plante, CD1, P.Eng., MDS, FEC – Past President

### **Councillors:**

Lorna Harron, P.Eng., MEng, MBA

Ken Hawrelko, P.Eng., MEng, FEC

Doak Horne, P.Eng.

Bill King, P.Eng.

Geoffrey Kneller, CD, P.Eng., MBA, FEC

Wally Kozak, P.Eng.

Seema Makwana, P.Eng.

Dean Mullin, P.Eng., PhD, MBA, FEC, FGC(Hon)

Jeffrey Priest, P.Eng., PhD

Wendy Shier, P.Geo., MSc

Jason Vanderzwaag, P.Eng., LEED AP, PMP, MASc, FEC

### **Public Members:**

Ashley Andrade, CPA – Public Member

Grace Brittain, R.N. – Public Member

Afshan Mahmood – Public Member

### **Directors:**

Darcie Greggs, P.Geol., PhD, FGC, FEC (Hon) - Geoscientists Canada Director

Lisa Doig, P.Eng., MBA, FEC, FGC (Hon.) – Engineers Canada Director

Tim Joseph, P.Eng., PhD, FCIM - Engineers Canada Director

Anjum Mullick, P.Eng. – Engineers Canada Director

John Van der Put, P.Eng., FEC, FGC (Hon) - Engineers Canada Director

### **Regrets:**

Claudia Gomez-Villeneuve, P.Eng. PMP, DTM, MEng, FEC, FGC (Hon)

**Staff:**

Jay Nagendran, P.Eng., ICD.D, FCAE, FEC, FGC (Hon.), Registrar & CEO  
John Corriveau, P.Eng., Deputy Registrar & Chief Regulatory Officer  
Carole Stevenson-Roy, MBA, APR, Chief Professional Sustainability Officer  
Yvan Boutin, CPA, CA, Chief Financial & Corporate Officer  
Krista Nelson-Marciano, MBA, Director, Business Performance  
Zac Parsons, BCom, Senior Advisor & Director, Council Relations  
Colette Fernandes, Council Relations Manager  
P. H. A., MA, Executive Assistant to Council  
Dianne Johnstone, Senior Advisor & Director, Legislation & Government Relations  
Andy Smith, P.Eng., Deputy Chief Regulatory Officer

**Speakers & Guests**

Paul Wynnyk, CMM, MSM, CD, P.Eng. – Incoming RCEO  
James Ferguson, P.Eng. – Newly Elected Councillor  
Alex Haluszka, P.Geo., MSc. – Newly Elected Councillor  
Ruth McHugh, MBA, FCPA, FCMA, ICD.D (Joined for item 6.1)  
Doug Cox, P.Eng. – Discipline Committee (Joined for item 8.1)  
Frank George, P.Eng., FEC, FGC (Hon), Chair, Board of Examiners  
Kieran McCormack, E.I.T. – Chair, Lethbridge Branch  
Jarret Maier, P.Eng. – Chair, Peace Region Branch

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**1.0 CALL TO ORDER**

The Chair called the meeting to order at 8:32 a.m.

The Chair conducted a Land Acknowledgement and made the following opening remarks:

- Welcome to guests, newly elected councillors, new public members, and branch Chairs.

The Chair reviewed the meeting agenda, Robert's Rules of Order, and document management.

**2.0 COUNCIL MEETING CONDUCT**

**2.1 Members of APEGA Council Code of Conduct and Ethics Policy**

The Members of APEGA Council Code of Conduct and Ethics Policy was included in the meeting package.

**2.2 APEGA Council Guiding Principles for Effective Board Conduct**

The APEGA Council Guiding Principles for Effective Board Conduct was included in the meeting package.

**2.3 Declaration of Conflict of Interest**

No conflicts of interest were declared.

### 3.0 ADOPTION OF THE MEETING AGENDA

#### [Motion 25-01](#)

**Moved by Ken Hawrelko and seconded by Wendy Shier THAT** the agenda of the March 20, 2025, Council Meeting be adopted as presented.

Adopted unanimously.

### 4.0 CONSENT AGENDA

The following items were approved as presented in the March 20, 2025, meeting package:

- 4.1 Statutory Board Appointments ([Motion 25-02](#))
- 4.2 Conditional Reinstatement Recommendations ([Motion 25-03](#))
- 4.3 Council Meeting Minutes, December 11 & 12, 2024 ([Motion 25-04](#))

### 5.0 REPORTS

The following reports were included in the meeting package as information:

- 5.1 President's Activity Report
- 5.2 Engineers Canada Report
- 5.3 Geoscientists Canada Report
- 5.4 eVotes conducted since last Council meeting:
  - NPPE Contract Execution ([Motion 24-E14](#))
  - EGPA s.29(3) Reinstatement Wynnyk ([Motion 25-E01](#))
- 5.5 Council & Committees 3-Year Schedule
- 5.6 Council Attendance
- 5.7 Appointment of Public Members

### 6.0 COUNCIL DEVELOPMENT

- 6.1 Building and Enhancing Trust with Council  
Consultant Ruth McHugh led a conversation about best practices for Council/management relationship that support good governance and effective decision-making.

### 7.0 RCEO ORAL AND WRITTEN REPORT

The Registrar and CEO (RCEO) answered questions submitted in advance by Councillors and presented his report, which included the following highlights:

- Discontinuation of APEGA Salary Survey.
- Update on Rogers Mobility affinity program.
- CPD 2.0 launch update.
- Update on ASET.
- Overview of initiatives led during tenure as RCEO.

The president thanked Mr. Nagendran for his leadership at APEGA and recognized his contributions.

## 8.0 STATUTORY BOARD UPDATE

### 8.1 Discipline Committee

Mr. Cox, representative from the Discipline Committee, and the Deputy Chief Regulatory Officer, presented an update on the committee's work, which included information on the committee's mandate and authority, structure of the committee, case overview, annual statistics, observations from 2024 hearings, lessons learned, and 2025 initiatives.

## 9.0 ROUTINE BUSINESS OF COUNCIL

### 9.1 Executive Committee Report

The Chair of the Executive Committee provided a summary of the February 21, 2025, meeting. The highlights are included in the meeting package.

#### 9.1.1 Council Committee Assignments

The President Elect presented the committee assignments for the 2025-2026 council cycle.

### 9.2 Governance Committee Report

The Chair of the Governance Committee provided a summary of the February 12, 2025, meeting and presented the following motions:

#### 9.2.1 Strategy & Risk Committee Terms of Reference

The Strategy & Risk Committee Terms of Reference (ToR) was revised to reflect the status and voting rights of ex-officio positions.

##### [Motion 25-05](#)

**Moved by Dean Mullin and seconded by Seema Makwana THAT** Council approves the Strategy & Risk Committee Terms of Reference as presented and recommended by the Governance Committee.

Approved unanimously.

#### 9.2.2 Policy and Standards Committee Terms of Reference

The Policy and Standards Committee Terms of Reference (ToR) was revised to reflect the status and voting rights of ex-officio positions.

##### [Motion 25-06](#)

**Moved by Margaret Allan and seconded by Bill King THAT** Council approves the Policy and Standards Committee Terms of Reference as presented and recommended by the Governance Committee.

Approved unanimously.

#### 9.2.3 Audit Committee Terms of Reference

The Audit Committee Terms of Reference (ToR) was revised to reflect the status and voting rights of ex-officio positions, and the requirement of a Public Member to be a member of the Audit Committee has been removed.

**Motion 25-07**

**Moved by Geoff Kneller and seconded by Lorna Harron THAT** Council approves the Audit Committee Terms of Reference as presented and recommended by the Governance Committee.

Approved unanimously.

9.2.4 Second Vice President Vacancy

The Chair of the Governance Committee presented the recommendations for filling Second Vice President Vacancy for the 2025-2026 Council cycle.

**Motion 25-08**

**Moved by Ken Hawrelko and seconded by Manon Plante THAT** The Second Vice President vacant position be filled as per General Regulation 27(1) and as recommended by the Governance Committee.

Approved with one opposed.

9.2.4.1 Filling of Vacancies on Council Policy

The Chair of the Governance Committee presented the proposed revisions to the Filling of Vacancies on Council Policy that address vacancies due to a lack of applicants to Executive positions.

**Motion 25-09**

**Moved by Ken Hawrelko and seconded by Terri Steeves THAT** Council approves the Filling of Vacancies on Council Policy as recommended by the Governance Committee.

Approved with one abstention.

9.2.4.2 Process for Electing the Second Vice President

The Chair of the Governance Committee presented the proposed process for electing the Second Vice President for the 2025-2026 Council cycle.

**Motion 25-10**

**Moved by Manon Plante and seconded by Bill King THAT** Council approves the process to elect the Second Vice President as recommended by the Governance Committee.

Approved unanimously.

9.3 Policy and Standards Committee Report

The Chair of the Policy and Standards Committee (PSC) provided a summary of the February 5, 2025, meeting and presented the following motions:

**Motion 25-11**

**Moved by Geoff Kneller and seconded by Seema Makwana THAT** Council approves the reinstatement application lists presented, as recommended by the Practice Review Board, and endorsed by the Policy & Standards Committee.

Approved unanimously.

**Motion 25-12**

**Moved by Margaret Allan and seconded by Lorna Harron THAT** Council grants consent to Mr. Bill Ma to continue to act as Director of AACG Ltd. and AACC Ltd. under the conditions listed in his letter dated December 12, 2024, while his license to practice engineering is suspended pursuant to Section 55(1) of the EGP Act.

Approved unanimously.

**Motion 25-13**

**Moved by Lorna Harron and seconded by Terri Steeves THAT** Council endorses the briefing note *“How does EDI Intersect with APEGA’s Role as a Regulator?”* as written.

Approved with two opposed and one abstention.

**9.4 Strategy & Risk Committee Report**

The Chair of the Strategy & Risk Committee (SRC) provided a summary of the February 18, 2025, meeting. The highlights are included in the meeting package.

**9.4.1 2025 Council Retreat Agenda**

The Chair of the SRC presented the 2025 Council Retreat Agenda.

**9.4.2 ERM Update**

The Chief Financial & Corporate Officer presented an update to the Enterprise Risk Management (ERM) Risk Register.

**9.5 Audit Committee Report**

The Chair of the Audit Committee provided a summary of the March 6, 2025, meeting. The highlights are included in the meeting package.

**9.5.1 2024 Management Financial Statements and Variance Analysis.**

The Chair of the Audit Committee (AC) presented the results for the year ended December 31, 2024, and variances to the 2024 budget and the prior year.

**9.5.2 Approval of 2024 Draft Financial Statements**

The Chair of the Audit Committee presented the draft financial statements for the year ended December 31, 2024, and the following motions:

**Motion 25-14**

**Moved by Wendy Shier and seconded by Jason Vanderzwaag THAT** Council approves the 2024 Draft Audited Financial Statements as presented and that any two members of Council be authorized to sign the Statement of Financial Position on behalf of Council.

Approved unanimously.

**Motion 25-15**

**Moved by Bill King and seconded by Margaret Allan THAT** Council approves that the Legislative Review Reserve be retained at a balance of \$1 million and the Regulatory Risk Management Reserve be retained at a balance of \$8 million as at December 31, 2024.

Approved unanimously.

- 9.5.3 Approval of 2024 Draft Summary Financial Statements for Annual Report  
The Chair of the Audit Committee presented the draft summary financial statements for the year ended December 31, 2024, for the annual report and the following motion:

**Motion 25-16**

**Moved by Lorna Harron and seconded by Ken Hawrelko THAT** Council approve the 2024 Draft Audited Summary Financial Statements as presented and that the 2024 Audited Summary Financial Statements be included in the 2024 Annual Report.

Approved unanimously.

- 9.5.4 Appointment of Auditor for 2025  
The Chair of the Audit Committee presented the following motion:

**Motion 25-17**

**Moved by Geoff Kneller and seconded by Wally Kozak THAT** Council recommends to Membership at the 2025 Annual General Meeting the re-appointment of BDO Canada LLP as external auditor for the year ended December 31, 2025.

Approved unanimously.

- 9.5.5 In-camera session (Confidential)  
This item was moved to be discussed during item 14.0.

- 9.6 RCEO Selection Task Force Update  
Mr. Paul Wynnyk stepped out of the room at 3:02 p.m. per conflict-of-interest procedures.

9.6.1 Appointment of the RCEO

The Chair of the RCEO Selection Task Force presented the following motion:

**Motion 25-18**

**Moved by Manon Plante and seconded by Jason Vanderzwaag THAT** Council accepts the unanimous recommendation of the RCEO Selection Task Force and appoints Paul Wynnyk, CMM, MSM, CD, P.Eng., as the Registrar & CEO of APEGA, effective April 1, 2025.

Approved unanimously.

Mr. Paul Wynnyk returned to the room at 3:05 p.m.

**10.0 PGA UPDATE**

Senior Advisor & Director, Legislation & Government Relations provided an update on the Modernized Legislation Program (MLP) and *Bill 40, Professional Governance Act (PGA)*, which was introduced on March 11, 2025.

**11.0 AGM**

11.1 Approval of AGM Special Rules

Council reviewed the Special Rules of the 2025 Annual General Meeting (AGM)

**Motion 25-19**

**Moved by Margaret Allan and seconded by Geoff Kneller THAT** Council approves the 2025 Annual General Meeting Special Rules.

Approved unanimously.

11.2 Approval of AGM Agenda

Council reviewed the agenda of the 2025 AGM.

**Motion 25-20**

**Moved by Ken Hawrelko and seconded by Manon Plante THAT** Council approves the 2025 Annual General Meeting Agenda.

Approved unanimously.

11.3 Update on 2024 AGM Resolution

The Deputy Registrar & Chief Regulatory Officer provided an update on the resolution that was approved by membership at the 2024 AGM.

**12.0 ENGINEERS CANADA**

12.1 Engineers Canada 2027 Per Capita Assessment Fee

Council reviewed the recommendation by Engineers Canada on the proposed 2027 per capita assessment fee.



**Motion 25-21**

**Moved by Terri Steeves and seconded by Lorna Harron THAT** Council supports a 2027 Per Capita Assessment Fee at \$11 per Registrant and that the APEGA President votes in favour of the motion to approve it at the Engineers Canada Annual Meeting of Members.

Approved unanimously.

**13.0 ITEMS FROM CONSENT AGENDA AND REPORTS THAT REQUIRE DISCUSSION**

No items required discussion.

**14.0 EXECUTIVE SESSION (In-camera) (Council + RCEO)**

Council met in-camera with the RCEO.

**15.0 EXECUTIVE SESSION (Council only)**

Council met in-camera.

**16.0 EXECUTIVE SESSION SUMMARY**

The following motions were presented after the in-camera sessions:

**Motion 25-22**

**Moved by Terri Steeves and seconded by Wally Kozak THAT** Council approve the APEGA Office strategy recommendation as presented.

Approved unanimously.

**Motion 25-23**

**Moved by Margaret Allan and seconded by Manon Plante THAT** Council supports Tim Joseph's candidacy for the position of president-elect of Engineers Canada.

Approved unanimously.

**Motion 25-24**

**Moved by Geoff Kneller and seconded by Wendy Shier THAT** Council approves the recommendation for Mr. Jay Nagendran, P.Eng., as a recipient of an Honorary Life Membership.

Approved unanimously.

**Motion 25-25**

**Moved by Wendy Shier and seconded by Margaret Allan THAT** Council approves the recommendation for Dr. David Lynch, P.Eng., as a recipient of an Honorary Life Membership.

Approved unanimously.

Motion 25-26

**Moved by Wally Kozak and seconded by Seema Makwana THAT** Council approves the recommendation for Dr. Tim Joseph, P.Eng., as a recipient of an Honorary Life Membership.

Approved unanimously.

**17.0 ADJOURNMENT**

The meeting was adjourned at 5:48 p.m.