



COUNCIL MEETING

June 16, 2021

Remote: Microsoft Teams

10:00 a.m.- 2:00 p.m. (Phase 3 Council Orientation)

2:25 p.m.- 5:00 p.m. (Council Meeting)

MINUTES

Council Executive:

Brian Pearse, P.Eng. – President

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

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

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

Councillors:

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

Darren Hardy, P.Eng.

David Johnson, P.Geo.

Geoff Kneller, CD, P.Eng., MBA

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

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

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

Seema Makwana, P. Eng.

Theresa Watson, P.Eng., MBA, JD

Tracey Stock, P.Eng., QMed, JD, MBA, PhD

Victoria Wishart, P.Eng.

Public Members:

Mary Phillips-Rickey, FCA (afternoon only)

Engineers Canada Directors:

Tim Joseph, P.Eng., PhD, FCIM

Jane Tink, P.Eng., FEC, FGC (Hon.)

Victor Benz, P.Eng., FEC, FGC (Hon.)

Natasha Avila, P.Eng.

Geoscientists Canada Director

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

Staff:

Jay Nagendran, P.Eng., FCAE, ICD.D, FEC, FGC (Hon.), Registrar & CEO (RCEO)
Matthew Oliver, CD, P.Eng., Deputy Registrar & Chief Regulatory Officer (CRO)
Sloan d'Entremont, P.Eng., CPCC, Senior Advisor & Director, Council Relations
Nancy Biamonte, ABC, Chief Professional Sustainability Officer
Yvan Boutin, Chief Financial & Corporate Officer, CPA, CA
Krista Nelson-Marciano, MBA, Director, Business Performance
Zac Parsons, BComm, Senior Advisor & Director, Council Relations
Dianne Johnstone, CPP, Director, Legislative Review & Government Relations
Mark Tokarik, P.Eng., LL.B., FEC, FGC (Hon.), Senior Advisor, Legislation & Regulatory Affairs
John Corriveau, P.Eng., Director, Regulatory Affairs
Colette Fernandes, Council Relations Manager
Jill Arbuthnott, Executive Assistant to RCEO
Teresa Goldie, Executive Assistant to Council

1.0 CALL TO ORDER

The Chair called the meeting to order at 2:25 p.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

- 2.4 Approval of Agenda

Motion 21-25

Moved by Darren Hardy, and seconded by Claudia Gomez-Villeneuve, THAT the June 16, 2021, agenda be adopted as presented.

Adopted unanimously.

3.0 WOMEN IN APEGA/30 BY 30 UPDATE

Anjum Mullick and Heather Kennedy, outgoing and incoming chairs of WinAPEGA, as well as the Director, Outreach & Product Services, joined the meeting to present an update on the Women in APEGA and 30 by 30 initiatives.

4.0 SPECIAL COMMITTEE OF COUNCIL ON NOMINATIONS

4.1 Phase 1 Member Engagement on SCCN Recommendations

The Director, Legislative Review & Government Relations presented an overview of activities and outcomes of the Special Committee of Council on Nominations (SCCN) including the member engagement process and results, overall themes, and final recommendations.

Council discussed the motion on four main recommendations of the SCCN that will be considered at the June 17, 2021, Council meeting.

4.2 Phase 2 Information Sessions with draft bylaws

Council discussed the draft bylaws that were included in the meeting package and the motion that Council will consider at the June 17, 2021, Council meeting.

If the motion on the draft bylaws is approved, information sessions on the bylaws will be held for the membership in the fall of 2021.

5.0 ADJOURNMENT

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



COUNCIL MEETING

June 17, 2021

Remote: Microsoft Teams

10:00 a.m. – 5:10 p.m.

MINUTES

Present:

Council Executive:

Brian Pearse, P.Eng. – President

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

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

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

Councillors:

Darren Hardy, P.Eng.

David Johnson, P.Geo.

Geoff Kneller, CD P. Eng MBA

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

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

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

Seema Makwana, P. Eng.

Theresa Watson, P.Eng., MBA, JD

Tracey Stock, P. Eng., QMed, JD, MBA, PhD

Victoria Wishart, P.Eng.

Public Members:

Mary Phillips-Rickey, FCA (afternoon only)

Engineers Canada Directors:

Tim Joseph, P.Eng., PhD, FCIM

Jane Tink, P.Eng., FEC, FGC (Hon.)

Victor Benz, P.Eng., FEC, FGC (Hon.)

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Staff:

Jay Nagendran, P.Eng., FCAE, ICD.D, FEC, FGC (Hon.), Registrar & CEO (RCEO)
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Yvan Boutin, Chief Financial & Corporate Officer, CPA, CA
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Zac Parsons, B Comm, Senior Advisor & Director, Council Relations
Dianne Johnstone, CPP, Director, Legislative Review & Government Relations
Mark Tokarik, P.Eng., LL.B., FEC, FGC (Hon.), Senior Advisor, Legislation & Regulatory Affairs
John Corriveau, P.Eng., Director, Regulatory Affairs
Colette Fernandes, Council Relations Manager
Teresa Goldie, Executive Assistant to Council
Jill Arbuthnott, Executive Assistant to RCEO

Regrets:

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

1.0 CALL TO ORDER

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

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 CONSENT AGENDA

The following items were approved as presented in the June 17, 2021, meeting package:

- 3.1 Statutory Board Appointments
- 3.2 Conditional Reinstatements Recommendations
- 3.3 Council Minutes Review Committee
- 3.4 Council Minutes Approval March 24 & 25, 2021

4.0 ADOPTION OF MEETING AGENDA

The June 17, 2021, meeting agenda was presented, and the following wording change was made: 7.4.2 March 31, 2021, Year End Management Financial Statements & Variance Analysis – change “Year End” to “Q1”.

Motion 21-26

Moved by Darren Hardy, and seconded by Geoff Kneller, THAT the June 17, 2021, agenda be adopted as presented.

Adopted unanimously.

4.1 The motion index was included as information.

5.0 REGISTRAR & CEO'S ORAL REPORT

The R/CEO delivered his oral presentation with the following highlights:

- Update on the recent Council Callout
- Update on the internal staff changes at APEGA
- Nexus Conference held virtually on June 9 & 10 was a success; attended by members from around the world
- Minister of Labour & Immigration sent a letter to APEGA with congratulations on the continued good work protecting the public and efforts with Equity, Diversity and Inclusion (EDI)
- myAPEGA website and member experience project was launched successfully following many years of hard work from staff.

6.0 REPORTS

The following reports were presented as information.

- 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 Canada Report
- 6.6 Council & Committee 3-Year Schedule
- 6.7 Council Attendance
- 6.8 APEGA Court of Appeal Case
- 6.9 APEGA Social Media Guide

7.0 ROUTINE BUSINESS OF COUNCIL

7.1 Executive Committee Report

The Chair of the Executive Committee (EC) provided an overview of the report of the May 21, 2021 EC meeting.

7.2 Governance Committee Report

The Chair of the Governance Committee (GC) provided an overview of the report of the May 11, 2021 GC meeting. Four motions were included in the report and were put before Council for consideration, with the results as follows:

Motion 21-27

Moved by Darren Hardy and seconded by Manon Plante, THAT as outlined in the Council Governance Framework Manual, Council approve the Audit Committee Terms of Reference as presented and recommended by the Governance Committee.

CARRIED unanimously (13/13)

Motion 21-28

Moved by John Van der Put and seconded by Victoria Wishart THAT Council approve the attached "Electronic Member Vote Requirements Policy" as recommended by the Governance Committee.

CARRIED unanimously (13/13)

Motion 21-29

Moved by Geoff Kneller and seconded by Theresa Watson THAT Council rescind motion #17-103 regarding the Sponsorship Policy [POL-MPSS-ALL-7106]; which reads:

MOVED by Steve Hrudehy, and seconded by Jennifer Enns, THAT Council approve the Sponsorship Policy (POL-MPSS-ALL7106) as endorsed by the Governance Committee on November 2, 2017

and that the sponsorship policy become an operational level policy, as recommended by the Governance Committee.

CARRIED unanimously (13/13)

Motion 21-30

Moved by Theresa Watson and seconded by Geoff Kneller THAT Council converts the existing Policy and Standards Task Force to a standing committee of Council called the Policy and Standards Committee (PSC) as recommended by the Governance Committee.

CARRIED unanimously (13/13)

Executive Committee will appoint a Policy and Standards Committee Chair, as the position is currently vacant.

7.3 Nominating Committee Report

The Chair of the Nominating Committee (NC) provided an overview of the report of the May 10, 2021, committee meeting. It was noted that an Executive Recruitment Task Force and an Interview Panel were established, both composed of members of the NC.

7.4 Audit Committee Report

The Chair of the Audit Committee provided an overview of the report of the May 3, 2021, committee meeting.

7.4.1 Enterprise Risk Management: Risk Appetite Plan

The Chair of the Enterprise Risk Management Task Force introduced representatives from PricewaterhouseCoopers who presented the risk appetite information.

Next steps include a follow-up survey that will be sent to all Councillors and a workshop for Council in September (date to be determined).

7.4.2 March 31, 2021, Q1 Management Financial Statements & Variance Analysis

The Chair of the Audit Committee presented the Q1 financial statements.

7.4.3 2021 Q1 Forecast of Year End Operating Results

The Chair of the Audit Committee presented the year end forecast.

7.5 Policy and Standards Task Force

The Vice-Chair of the Policy and Standards Task Force provided an overview of the report of the May 7, 2021 task force meeting. The report included two motions that were put before Council for consideration with the results as follows:

Motion 21-31

Moved by Margaret Allan and seconded by Theresa Watson, THAT Council approves the reinstatement application list presented, as recommended by the Practice Review Board, and endorsed by the Policy and Standards Task Force.

CARRIED unanimously (13/13)

Motion 21-32

Moved by Margaret Allan and seconded by John Van der Put THAT Council approve the practice bulletin Clarifying Authentication Requirements for Drilling and Completions recommended by the Practice Review Board and endorsed by the Policy and Standards Task Force.

CARRIED unanimously (13/13)

7.6 Strategic Retreat Task Force Report

The Senior Advisor, Business Planning provided an overview of the Strategic Retreat Task Force report including an update on the June 3 & 4 Strategic Retreat.

8.0 MODERNIZED LEGISLATION PROJECT

The Deputy Registrar and Chief Regulatory Officer presented an overview on the work and effort required for APEGA to be ready once the Government of Alberta passes the renewed *Engineering and Geoscience Professions Act*. This is in response to a question

at the October Council meeting requesting the cost and staff resources required to ensure APEGA is ready to for the modernized legislation once it is enacted by the Government.

The project (or program) charter will be presented to Council once completed. Council Committees will be involved in review of the charter.

9.0 STATUTORY BOARD UPDATE – BOARD OF EXAMINERS

The Chair of Board of Examiners (BOE) provided an overview of the BOE. Its main role is to review registration applications and make decisions to approve, defer, or refuse an application.

The Chair emphasized the effort required to ensure there are enough volunteers to review and assess the applications. APEGA continues to recruit volunteers and staff.

10.0 SPECIAL COMMITTEE ON NOMINATIONS

The Director, Legislative Review and Government Relations reviewed the background of the four recommendations of the Special Committee of Council on Nominations and explained the process for moving forward. The following motions were brought forward:

Motion 21-33

Moved by John Van der Put and seconded by RaeAnne Leach THAT Council approve the four main recommendations made by the Special Committee of Council on Nominations as submitted in their report of June 2020. The sub-recommendations would be considered as part of the build-out of the main recommendations.

CARRIED unanimously (14/14)

Motion 21-34

Moved by Theresa Watson and seconded by Tracey Stock THAT APEGA Council endorse that a second round of information sessions be held with licensed professionals on the proposed draft bylaw wording changes as shown in the attached “Proposed DRAFT Bylaws”.

CARRIED unanimously (14/14)

12.0 APEGA/AAA JOINT TASK FORCE TERMS OF REFERENCE

The Deputy Registrar and Chief Regulatory Officer explained the rationale for the Terms of Reference. APEGA and the Alberta Association of Architects agreed in a joint statement to hold discussions to clarify the areas of practice for engineers and architects related to the development, renovations, upgrades, and maintenance of building envelopes.

The Building Envelopes Task Force was formed to conduct these discussions and clarify the roles. The task force terms of reference will guide the work of the task force with respect to discussions on developing a framework for future building design and management activities. Approval of the terms of reference means that the discussion can begin and is expected to take place over the summer.

Any outcomes of resulting from these discussions will be brought to Council for approval.

Motion 21-35

Moved by Manon Plante and seconded by Victoria Wishart THAT APEGA Council approves the Terms of Reference for the APEGA /Alberta Association of Architects Building Envelope Task Force as presented.

CARRIED unanimously (14/14)

13.0 GENERATIVE DISCUSSION

Three topics were brought forward and discussed by Council: APEGA Maternity (Parental) Leave, Software Engineers Titles and Practice Review Board/Notarius.

14.0 REPORTS THAT REQUIRE DISCUSSION

No items were brought forward.

15.0 EXECUTIVE SESSION (Council & RCEO)

(Three Councillors had to leave the meeting before the vote)

Council met in-camera and discussed filling the vacancy on Council left by the resignation of Melanie Popp, P.Eng. The following motion was considered:

Moved by Darren Hardy, seconded by Tracey Stock That Council approves the appointment of Wally Kozak, P.Eng. to fill the vacancy on Council resulting from the resignation of Melanie Popp, P. Eng., with the appointment in effect from June 2021 to April 2022 to complete the remainder of the 2021-2022 Council cycle.

Votes in favour: 9

Votes against: 1

Abstentions: 1

CARRIED.

16.0 EXECUTIVE SESSION

Council met in-camera. No summary was provided.

ADJOURNMENT

Meeting adjourned at 5:12 p.m.