



## **COUNCIL MEETING**

**October 6, 2021**

**10:00 a.m.- Noon (Enterprise Risk Management Workshop)**

**12:30 p.m.- 4:00 p.m. (Council Meeting)**

**Remote/Microsoft Teams**

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## **MINUTES**

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### **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., PhD

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.

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

Wally Kozak, P.Eng.

### **Public Members:**

Mary Phillips-Rickey, FCA

### **Engineers Canada Directors:**

Tim Joseph, P.Eng., PhD, FCIM

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)  
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, P.Eng., LL.B., FEC, FGC (Hon.), Senior Advisor, Legislation & Regulatory Affairs  
John Corriveau, P.Eng., Director, Regulatory Affairs  
Colette Fernandes, Council Relations Manager  
Diane Christie, Council Relations Coordinator  
Jill Arbuthnott, Executive Assistant to RCEO  
Teresa Goldie, Executive Assistant to Council

**Regrets:**

Theresa Watson, P.Eng., MBA, JD - Councillor  
Victoria Wishart, P.Eng. - Councillor  
Jane Tink, P.Eng., FEC, FGC (Hon.) – Engineers Canada Director

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**1.0 CALL TO ORDER**

The Chair called the meeting to order at 12:30 p.m.

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

**2.0 ADOPTION OF AGENDA**

***Motion 21-36***

***Moved by Claudia Gomez-Villeneuve and seconded by Darren Hardy, THAT the October 6, 2021, agenda be adopted as presented.***

Adopted unanimously.

**3.0 COUNCIL MEETING CONDUCT**

- 3.1 Council Code of Conduct
- 3.2 Code of Ethics
- 3.3 Declaration of Conflict of Interest

No conflicts of interest were declared.

**4.0 CONSENT AGENDA**

- 4.1 Statutory Board Appointments
- 4.2 Conditional Reinstatement Recommendations
- 4.3 June 2021 Council Minutes

Consent agenda items were carried with no discussion.

## **5.0 REGISTRAR & CEO ORAL REPORT**

The RCEO presented his report with the following highlights:

- APEGA acknowledged National Truth and Reconciliation Day on September 30 as a statutory holiday and offered staff and members the opportunity to take a course through the First Nations University of Canada
- A cabinet shuffle with the Government of Alberta resulted in a new Minister of Labour and Immigration. Hon. Tyler Shandro, responsible for the Engineering and Geoscience Professions Act
- APEGA's Emerging Professionals Summit held virtually on September 25 was a success with participants from around the province and around the world
- Information was provided on the lease of new office space in Calgary
- Internal review of regulatory activities was taken on by staff to continue to ensure regulatory excellence; staff are now looking at operationalizing the findings
- Return to office for staff has been delayed in light of the current pandemic state in the province; the decision was also made to cancel the two VIP holiday receptions that would normally be held in Edmonton and Calgary for members, Council and stakeholders
- Internal business planning is now under way and results will be presented to Council at the December meeting

There was discussion on the process for how and when APEGA would take a public position on an issue. Council requested a document outlining a process on position statements.

## **6.0 GENERATIVE DISCUSSION**

The following topics were discussed: Engineers Canada Strategic Plan, and mandatory law and ethics training for APEGA members.

## **7.0 REPORTS**

The following reports were provided as information.

- 7.1 Registrar & CEO
- 7.2 President
- 7.3 Engineers Canada
- 7.4 Geoscientists Canada
- 7.5 Consulting Engineers of Canada
- 7.6 Council & Committee 3-year Schedule
- 7.7 Council Attendance

## **8.0 SPECIAL COMMITTEE OF COUNCIL ON NOMINATIONS**

- 8.1 Motions on draft bylaws

Staff presented a review of the member engagement process that took place July 28 to September 10. Consultation included virtual information sessions and a member survey to gauge understanding of the draft bylaws and process.

Following the advice of APEGA's parliamentarian, Motion 1 includes the full list of bylaws; the bylaws must be accepted in entirety with no amendments. Any proposed amendments from Council would mean the motion is defeated and the bylaws would need to be redeveloped following a legal review.

Council discussed the bylaws as presented and the decision was made to defer the vote on the motions until the October 7, 2021 Council meeting.

## **9.0 ADJOURNMENT**

The meeting was adjourned at 3:45 p.m.



## **COUNCIL MEETING**

**October 7, 2021**

**9:00 p.m.- 4:00 p.m. (Council Meeting)**

**Remote/Microsoft Teams**

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## **MINUTES**

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### **Council Executive:**

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

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

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Darren Hardy, P.Eng.

David Johnson, P.Geo., PhD

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.

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

Wall Kozak, P.Eng.

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Mary Phillips-Rickey, FCA

### **Engineers Canada Directors:**

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

Natasha Avila, P.Eng.

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Zac Parsons, B.Comm, Senior Advisor & Director, Council Relations  
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**Regrets:**

Theresa Watson, P.Eng., MBA, JD- Councillor  
Victoria Wishart, P.Eng. - Councillor  
Jane Tink, P.Eng., FEC, FGC (Hon.) – Engineers Canada Director

**Guests:**

Vahid Ayan, P.Eng. – Edmonton Branch Chair  
Roya Iranitalab, P.Eng – Calgary Branch Chair

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**1.0 CALL TO ORDER**

The Chair called the meeting to order at 9:00 a.m. and introduced the Edmonton and Calgary branch chairs attending the meeting as observers.

**2.0 ADOPTION OF AGENDA**

***Motion 21-37***

***Moved by Darren Hardy and seconded by Geoff Kneller, THAT the October 7, 2021, agenda be adopted as presented.***

**Adopted unanimously.**

**3.0 COUNCIL MEETING CONDUCT**

- 3.1 Council Code of Conduct
- 3.2 Code of Ethics
- 3.3 Declaration of Conflict of Interest

No conflicts of interest were declared.

## 4.0 ROUTINE BUSINESS OF COUNCIL

### 4.1 Executive Committee Report

The Chair of the Committee highlighted the following items from the written report:

- Councillor Wally Kozak, P.Eng. was appointed to the Policy and Standards Committee.
- APEGA's Strategic Retreat will be held in person at the Rimrock Resort Hotel in Banff, October 22-23.
- Councillor Geoff Kneller attended the September 10, 2021, executive committee meeting as an observer.

### 4.2 Governance Committee Report

The Chair of the Governance Committee provided an overview of the written report. One of the items was a review of the Executive Committee Terms of Reference. The following motion was put forward:

#### **Motion 21-38**

***Moved by John Van der Put and seconded by Tracey Stock*** THAT Council approve the updated Executive Committee Terms of Reference as presented and recommended by the Governance Committee.

**Carried.**

#### 4.2.1 Governance Work Plan

The Chair of the Governance Working Group presented the draft timeline for the work; completion will depend on staff resources and committee capacity.

### 4.3 Nominating Committee Report

The Chair of the Nominating Committee (NC) presented an overview of the written report, noting that nominations closed on September 23, 2021, and the NC will be meeting October 13, 2021, to review the nominees.

### 4.4 Audit Committee Report

4.4.1, 4.4.2 The Chair of the Audit Committee (AC) presented the June 30 Management Financial Statements and Variance Analysis (4.4.1) and the Q2 Forecast of Year-End Results (4.4.2).

#### 4.4.3 Dues and Fee Setting Policy

The APEGA Fees Setting policy was initially created in May 2017; revisions began in February 2020 but were not finalized due to the COVID-19 pandemic. The policy has now been reviewed by management and changes have been made to simplify, ensure

transparency, and align with legislation. The Chair of the Audit Committee introduced the following motion:

**Motion 21-39**

**Moved by RaeAnne Leach and seconded by Darren Hardy** THAT Council approve the Dues and Fees Setting Policy as recommended by the Audit Committee.

**Carried.**

4.4.4 2022 Business Planning & Budget Assumptions

The Chair of the Audit Committee presented the 2022 business plan.

4.4.5 Council Travel and Expense Policy

The Council Travel and Business Expense policy was last reviewed in September 2019 and was due for review. The Audit Committee reviewed the updated policy and guidelines and the Chair of the Audit Committee introduced the following motion:

**Motion 21-40**

**Moved by Wally Kozak and seconded by Seema Makwana** THAT Council approve the Council Travel and Expense Policy and Council Travel and Expense Guidelines as recommended by the Audit Committee.

**Carried.**

4.4.6 Calgary Office Lease

The Chair of the Audit Committee introduced the motion for the lease of APEGA office space in Calgary. In October 2020, Council passed a motion to maintain an office presence in Calgary. After research and review of several buildings that meet APEGAs needs, the decision was made to lease space in Bow Valley Square II.

**Motion 21-41**

**Moved by Claudia Gomez-Villeneuve and seconded by Tracey Stock** THAT Council authorizes the Registrar & Chief Executive Officer and the Chief Financial & Corporate Officer to execute lease agreements and any other documents required to complete the lease for a Calgary office at Bow Valley Square II, under the terms and conditions as presented.

**Carried.**

4.5 Policy and Standards Committee Report

The Chair of the Policy and Standards Committee (PSC) presented an overview of the written report. At the June council meeting, the Policy and Standards Task Force was made a committee of Council. As a result, the PSC developed new terms of reference that will be presented to the Governance Committee on October 25, 2021.



The PSC reviewed higher risk reinstatements and the Chair of the PSC put forward the following motion:

**Motion 21-42**

**Moved by Tracey Stock and seconded by Jason Vanderzwaag** THAT Council approves the reinstatement application lists presented, as recommended by the Practice Review Board, and endorsed by the Policy and Standards Committee.

**Carried unanimously.**

**5.0 STATUTORY BOARD UPDATE: APPEAL BOARD**

The Chair of the Appeal Board presented an update on the board's activities.

**SPECIAL COMMITTEE OF COUNCIL ON NOMINATIONS**

*(Continued from October 6, 2021)*

**8.1 Motion on Bylaws**

The Chair of the Governance Committee read the motion from the 2019 Annual General Meeting that established the Special Committee of Council on Nominations and its mandate.

Three motions will be considered. Motion 1 contains the bylaws in their entirety; this is because the motion cannot be amended, rather if any amendments are requested the motion would need to be defeated and then redrafted with any amendments for legal review and then presented again for approval. The Chair requested unanimous consent to waive the reading of the motion.

**Unanimous consent was given to waive the reading of Motion 1.**

**Motion 1 (Motion 21-43)**

Each council member in attendance provided input on the Motion 1 as presented.

**Moved by Claudia Gomez-Villeneuve and seconded by Lisa Doig** THAT

Whereas, The *Engineering and Geoscience Professions Act, RSA 2000, c E-11*, the ("Act"), stipulates at Section 20(1), "The Council may make bylaws". The Act further stipulates at Section 20(3), "A bylaw under subsection (1) does not come into force unless it is approved by a majority of the professional members  
(a) present and voting at a general meeting, or  
(b) voting by a mail vote or vote conducted by electronic, telecommunication or other appropriate means conducted in accordance with the bylaws.";

*Resolved*, That the Bylaws be amended by striking out, Part 2, Election of Council,  
a. Nominating Committee, Section 2,

- b. Nominees, Sections 3(1), 3(2), 3(3), 3(4) and 3(5), and
- c. Eligibility for Nomination Section 3(6),  
and inserting the following substitute it its place,

**Part 2  
Election of Council**

**Nominating Committee**

**2(1)** Council shall, on an annual basis, appoint a Nominating Committee and shall appoint one member of the Nominating Committee to act as Chair. The criteria and process for the composition, selection of Nominating Committee members, and quorum of the Nominating Committee shall be determined by Council and shall be made available to members.

**(2)** The Nominating Committee has the authority and is responsible for:

- a. developing its own policies and procedures;
- b. providing information to the membership about nomination and candidate selection policies and procedures;
- c. receiving nominations for election to Council in accordance with Bylaw 3;
- d. determining the eligibility of nominees and candidates in accordance with Bylaws 3(3), (4) and (8);
- e. consulting with Council, and others deemed appropriate, with respect to the competencies required on Council for the following election year and the factors identified in Bylaw 3(5);
- f. assessing the competencies of nominees and selecting candidates to stand for election to Council in accordance with Bylaws 3(5) and 3(6); and
- g. any other matter the Nominating Committee deems necessary relating to the nomination and selection of candidates for Council.

**(3)** The Nominating Committee shall act in accordance with the principles of fairness, transparency, accountability, and independence.

**Nomination and selection of candidates for election to Council**

**3(1)** For the purposes of these Bylaws:

- a. “nominee” shall refer to a member who meets the eligibility criteria for nomination set out in Bylaw 3(3) and has submitted a nomination form in accordance with Bylaw 3(2) and
- b. “candidate” shall refer to a nominee who has been assessed by the Nominating Committee as having the competencies required on Council for the current election year and whose name will appear on the election ballot.

**(2)** Members who meet the eligibility criteria in Bylaw 3(3) may be nominated for election to Council by submitting a nomination form to the Nominating Committee in the format required by the Nominating Committee, and providing any additional information or documentation required by the Nominating Committee, which may include but is not limited to:

- a. information or documentation relevant to the nominee's competencies,
- b. references from one or more professional members or professional licensees in good standing; and
- c. references from other individuals.

**(3)** In order to be eligible for nomination, selection as a candidate, or election, a nominee or candidate:

- a. must at the time of nomination and at all times between nomination and the closing of the polls be and remain a professional member or professional licensee of the Association in good standing;
- b. must not, at the time of nomination or at any time between nomination and the closing of the polls, be the subject of a complaint of unprofessional conduct or unskilled practice that is the subject of an interim suspension or has been referred to the Discipline Committee for a formal hearing;
- c. must not have admitted to, or have been found to have engaged in, unprofessional conduct or unskilled practice during the five-year period immediately prior to their nomination or at any time between nomination and the closing of the polls;
- d. must not have admitted to, or have been found guilty of, an offence under the Criminal Code of Canada or the Controlled Drugs and Substances Act during the five-year period immediately prior to their nomination or at any time between nomination and the closing of the polls;
- e. must not be, and must have not been for a three-year period immediately prior to their nomination, an employee of the Association;
- f. must not at the time of nomination or at any time between nomination and the closing of the polls, occupy a position with the Government of Alberta where the nominee or candidate has direct influence on the Engineering and Geoscience Professions Act;
- g. must be nominated in accordance with the provisions of these Bylaws; and
- h. must at the time of nomination or at any time between nomination and the closing of the polls comply with any policies, procedures, rules or undertakings that apply to nominees and candidates.

**(4)** Nominees for President or Vice-President shall have served on the Council.

**(5)** The Nominating Committee shall assess each nominee in accordance with policies and procedures developed by the Nominating Committee to determine whether the nominee has

the required competencies to become a candidate for election to Council in the upcoming election, taking into account the following factors:

- a. the requirements of the Act, the Regulations, and the Bylaws with respect to the composition of Council;
- b. current or expected vacancies on Council;
- c. competencies that
  - i. relate to the duties and functions of Councillors, or
  - ii. that may not be adequately represented among the Councillors currently on Council; and
- d. the diversity that exists within the profession.

**(6)** Only the nominees who are selected as candidates by the Nominating Committee will be placed on the ballot for election to Council. The Nominating Committee shall inform Council of the candidates for each office.

**(7)** Notwithstanding Bylaw 3(6), the President Elect shall be the sole candidate for President.

**(8)** If a candidate ceases to meet any of the eligibility requirements in Bylaw 3(3) at any time before the closing of the polls, the Nominating Committee has the authority to remove the candidate from the ballot by a 2/3 majority vote. Before voting to remove a candidate from the ballot, the Nominating Committee shall make reasonable efforts to notify the candidate of the basis on which the Nominating Committee is considering removing the candidate from the ballot, and to provide the candidate with an opportunity to respond in writing or orally, at the discretion of the Nominating Committee. Timelines shall be determined by the Nominating Committee, having regard to the specific circumstances.

*Resolved*, That the Bylaws be amended at, Part 2, Election of Council, Conduct of Elections, Section 6(2) by striking out the words “persons nominated for office”, and inserting in its place the word “candidates”;

*Resolved*, That the Bylaws be amended at, Part 2, Election of Council, Counting of ballots, Section 8(2) by striking out the word “nominee”, and inserting in its place the word “candidate”;

*Resolved*, That the Bylaws be amended by striking out, Part 2, Election of Council, Failure to comply with procedures, Section 11, and inserting the following substitute in its place,

**11 (1)** In the event of any failure to comply with policies or procedures relating to the nomination or selection of candidates for election to Council, the Nominating Committee shall have the power at any time prior to the opening of the polls to take any action it deems necessary to validate the selection of candidates.

**(2)** In the event of any failure to comply with policies or procedures relating to any matter concerning the election of members of Council, Council shall have the power to take any action it deems necessary to validate the election.

*Resolved*, That the Bylaws be amended at, Part 5, Meetings of the Association, Agenda, Section 17(1) by striking out the words "(l) appointment of the nominating committee".

IN FAVOUR: 10

OPPOSED: 4

**Carried.**

**Motion 2:** With the approval of Motion 1, the next step is to put the bylaws to an electronic vote of the APEGA membership.

**(Motion 21-44)**

**Moved by John Van der Put and seconded by Manon Plante** THAT An electronic vote by APEGA professional members and professional licensees be held from November 16-23, 2021, to consider the motion, "That the Bylaw amendments adopted by the APEGA Council on October 7, 2021, a copy of which is attached hereto, are approved".

**Carried Unanimously**

**Motion 3:** APEGA bylaws state that if "objections to a mail vote are received by the Registrar in writing at least 3 days before the announced date of the vote from at least 30 professional members of the Association the matter shall be held over to a meeting of the Association." The rationale for Motion 3 is to proactively set a date should 30 members object to the electronic vote and a special meeting be required.

**(Motion 21-45)**

**Moved by Margaret Allan and seconded by Claudia Gomez-Villeneuve** THAT Should it be necessary to call a special general meeting, the Registrar and Chief Executive Officer is hereby authorized and instructed to call a Special General Meeting of APEGA professional members and professional licensees to be held electronically on December 8, 2021 for the purpose to consider the motion "That the Bylaw amendments adopted by the APEGA Council on October 7, 2021, a copy of which is attached hereto, are approved".

**Carried Unanimously**

## **6.0 NEW BUSINESS**

### **6.1 Branch Boundary Project**

Director, Outreach and Product Services presented the findings of the analysis and review of the current boundaries of APEGA's 10 branches. Three options were proposed based on the findings; two options contemplated increasing the number of branches, which would require additional staff resources and budget allocations. The recommendation is for the

option to retain the current 10 branches, as the branches are well served with the existing branch format.

#### 6.2 Public Relations/Municipal Relations/Government Relation Update

The Chief Professional Sustainability Officer presented an update on the “How of Wow” public relations campaign.

The Director, Legislative Review and Government Relations provided an update on “Standards Matter” activities aimed at the municipal and provincial governments.

#### **7.0 EXECUTIVE SESSION (In Camera)**

Council met in camera. No summary was provided.

#### **8.0 ADJOURNMENT**

The meeting was adjourned at 3:45 p.m.