



COUNCIL MEETING
December 2, 2015
Edmonton (APEGA Office)
Lindberg Conference Centre (15th floor)
9:45 AM – 4:00 PM

APPROVED MINUTES

PRESENT

President: Connie Parenteau, P.Eng., FEC, FGC (Hon.), Chair
President-Elect: Steve Hruday, P.Eng., PhD, FCAE
Vice-President : Nima Dorjee, P.Eng.
Past-President : Colin Yeo, P.Geo., FGC, FEC (Hon.)
Councillors: Jeff DiBattista, P.Eng., PhD
Lisa Doig, P.Eng., MBA, FEC, FGC (Hon.)
Jennifer Enns, P.Eng.
George Eynon, P.Geo., FGC, FEC (Hon.)
Brad Hayes, P.Geol., PhD
Wenona Irving, P.Eng., FEC, FGC (Hon.)
Paul Knowles, P.Eng.
Craig McFarland, P.Eng.
Mahsoo Naderi-Dasoar, P.Eng.
Art Washuta, P.Eng.
Terry Waters, P.Eng.
John Rhind, P.Geol.

Public Members: Ross Harris, B.Com., FCA, ICD.D

Geoscientists Canada President:

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

Engineers Canada Directors:

Jim Beckett, P.Eng., FEC, FGC (Hon.)

Staff:

Mark Flint, P.Eng., Chief Executive Officer
Dirk Kuntscher, Finance Manager
Carol Moen, P.Eng., Registrar
Heidi Yang, Director, Member Services
John Corriveau, Manager of Regulatory Operations

Pat Lobregt, Director, Executive and Government Relations
Pal Mann, Director, Corporate Services
Philip Mulder, Director, Communications
Krista Nelson-Marciano, Director of Operations
Chelsea McNaughton, Executive Assistant to Council
Colette Fernandes, Executive Assistant to the Director, Executive and Government Relations
Dianne Johnstone, Director of Legislative Review

Guests: Anne English, P.Eng.
Michael Wrinch, P.Eng, PhD.
Vic Perry, P.Eng.
Rod Garossino
Victoria Wishart, P.Eng.

Regrets: Mary Phillips-Rickey, FCA
Robert Lloyd, QC
Larry Staples, P.Eng., FEC, FGC (Hon.)

1.0 CALL TO ORDER

The Chair called the meeting to order at 9:48 AM

2.0 APPROVAL OF THE MEETING AGENDA

MOTION 15-26

MOVED by Jennifer Enns, and seconded, THAT the agenda be adopted with the following amendment:

A portion of item # 8.6, Honours and Awards Committee, will be moved in-camera.

MOTION 15-26 ADOPTED by general consensus.

3.0 DECLARATION OF CONFLICT OF INTEREST

Past-President Yeo will recuse himself from a portion of the in-camera discussion.

Ms. Enns will recuse herself from a portion of the in-camera discussion

Mr. Rhind, Mr. Eynon, and Dr. Hayes will recuse themselves from a portion of agenda item 5.4, Nominating Committee Report.

The Chair will recuse herself from Item # 8.6 and the President-Elect will Chair that portion of the meeting.

4.0 CONSENT AGENDA

- 4.1 Council Attendance
- 4.2 Council Self-Assessment Form
- 4.3 President's Report
- 4.4 CEO's Report

MOTION 15-27

MOVED by, John Rhind and seconded, THAT the Consent Agenda be adopted as presented.

MOTION 15-27 Unanimously ADOPTED

5.0 ROUTINE BUSINESS

5.1 Executive Committee Report

There were no questions regarding the Executive Committee report.

5.2 Governance Committee Report

5.2.1 Volunteer Selection Policy for Statutory and Quasi-Statutory Boards

MOTION 15-28

MOVED by Steve Hrudey, and seconded, THAT Council approve the *Volunteer Selection Policy for Statutory and Quasi Statutory Boards*, as reviewed and recommended by the Governance Committee, and presented in the December 2015 Council meeting (attachment 5.2.1).

Number of votes cast: 16
Necessary for adoption: 9
In favour: 15
Opposed: 0
Abstained: 1

MOTION 15-28 APPROVED

5.2.2 Consent Agenda Policy

MOTION 15-29

MOVED by Colin Yeo, and seconded, THAT Council approve the Consent Agenda Policy, as reviewed and recommended by the Governance Committee, and presented in the December 2015 Council meeting (attachment 5.2.2).

MOTION 15-29 Unanimously APPROVED

5.2.3 Executive Committee Terms of Reference

MOTION 15-30

MOVED by Colin Yeo, and seconded, THAT Council approve the amended Executive Committee Terms of Reference, as reviewed and recommended by the Governance Committee, and presented in the December 2015 Council meeting.

Council supported separating CEO succession planning from senior staff succession planning. The distinction was also made between an interim and long term plan for an *acting* CEO versus a succession plan.

Motion was tabled for the addition of the above amendments.

MOTION 15-30

MOVED by Colin Yeo, and seconded, THAT Council approve the Executive Committee Terms of Reference with the addition of the amendments brought forward in the December 2015 Council meeting.

Number of votes cast: 15
Necessary for adoption: 9
In favour: 14
Opposed: 0
Abstained: 1

MOTION 15-30 APPROVED

5.3 Audit Committee Report

5.3.1 2016 Budget

MOTION 15-31

MOVED by Ross Harris, and seconded, THAT Council approve the adoption of the 2016 operating and capital budgets, as reviewed by the Audit Committee and presented in the December 2015 Council meeting.

The CEO answered questions regarding membership growth projection rates for 2016, Legislative Review scope decreases, and strategies for further reductions (if necessary).

Motion was tabled until after item 8.0 CEO Update.

MOTION 15-31

MOVED by Ross Harris, and seconded, THAT Council approve the adoption of the 2016 operating and capital budgets, as reviewed by the Audit Committee, and presented in the December 2015 Council meeting.

Number of votes cast: 15
Necessary for adoption: 9

In favour: 14
Opposed: 1
Abstained: 0

MOTION 15-32 APPROVED

5.3.2 Risk Management

The Chair of the Audit Committee discussed the presentation format for Risk Register items in future meetings. If the Audit Committee feels that Council has exposure on a high risk item, it will be brought forward for awareness and discussion.

Many Councillors indicated that they would like the following risk information:

- Criteria for categorizing risks and differentiating risk levels
- High risk items and what makes them high risk
- Net risk changes and why the changes occurred

Council is interested in customized risk management training that could incorporate material from the ICD Enterprise Risk Management Course. Dr. Hrudehy mentioned that the Institute of Corporate Directors has indicated interest in creating a tailor-made risk course for APEGA.

Pension Trustee will be dealt with in the next Audit Committee meeting.

5.4 Nominating Committee Report

Mr. Eynon, Mr. Rhind, and Dr. Hayes recused themselves for the portion of the Nominating Committee report regarding election candidates.

MOTION 15-32

MOVED by Jeff DiBattista, and seconded, THAT Council approve the creation of a policy that prohibits members of Council from signing nomination papers and from publicly endorsing candidates for Council.

Number of votes cast: 15
Necessary for adoption: 9
In favour: 13
Opposed: 2
Abstained: 0

MOTION 15-32 APPROVED

Once created, this policy will need to be orientated to new Councillors each year.

A report on the success of the nomination process changes will be brought to the 2016 AGM.

The Chair of the Nominating Committee agreed to pass on all information regarding the new nomination process to the 2016/2017 Nominating Committee.

5.5 2020 Task Force

MOTION 15-33

MOVED by Wenona Irving, and seconded, THAT Council approve the following aim for the 2020 Task Force:

- Commemorating the 100 year anniversary of the professions in Alberta as it represents a valuable engagement opportunity. There are benefits for all APEGA stakeholders but three in particular.
- An opportunity for our members to celebrate and instill pride in the professions
- An opportunity for students to learn about APEGA and educators to be recognized for training our future members
- An opportunity for the public to gain greater confidence and awareness about the professions.

Further planning is required regarding stakeholder engagement and a communications plan. APEGA staff will lead this process.

MOTION 15-33 Unanimously APPROVED

6.0 NATIONAL ASSOCIATION REPORT

6.1 Engineers Canada Report

Engineers Canada is requesting all Constituent Association to either adopt the National Code of Ethics or to explain why their Code of Ethics is superior.

The Dr. Hrudehy pointed out that “integrity” is not included in the proposed National Code of Ethics.

6.2 Geoscientists Canada Report

There was discussion on the materials provided in the Agenda package.

7.0 APEGA EDUCATION FOUNDATION (AEF)

Mr. Vic Perry, President of the AEF, advised that he has requested input from all stakeholders, including APEGA Councillors, which will be used to create the next business plan. The Chair clarified that feedback would be opinions of individual Councillors, and would not represent Council’s official position. This item will come back

to a future Council meeting for further discussion and direction as to the level of APEGA's participation.

8.0 CEO UPDATE

8.1 Emerging Issues

MOTION 15-34

MOVED by Colin Yeo, and seconded, THAT Council approves the appointment of Mr. Doug Macdonald, M.Sc., P.Eng., APEGA Member Number 15672 for a three year term on the Investigative Committee.

MOTION 15-34 Unanimously APPROVED

MOTION 15-35

MOVED by Colin Yeo, and seconded, THAT Council approve the appointment of Gamal Abdelaziz, PhD, P.Eng. APEGA Member Number 92978 as a member of the Joint Board of Examiners.

MOTION 15-35 Unanimously APPROVED

8.2 Business Plan 2015 End of Year Review

There was discussion on the materials provided in the Agenda package, and the decision to stop investing resources on reciprocity with APGBC.

8.3 Strategic Plan 2013 – 2016 Progress Update

There was discussion on the materials provided in the Agenda package.

8.4 Business Plan 2016

There was discussion on the materials provided in the Agenda package.

8.5 Strategic Plan 2017 – 2019

There was discussion on the materials provided in the Agenda package.

8.6 Honours and Awards Committee

The Chair relinquished her duties to the President-Elect, and recused herself from the room for the discussion of the Honours and Awards Committee report.

Ms. Wishart answered questions regarding the selection process.

MOTION 15-36

MOVED by Lisa Doig, and seconded, THAT Council approve the recommendations of the Honours and Awards Committee for the 2016 recipients

identified in the Honours and Awards Committee Report, excluding recommendations for Honorary Life Memberships.

MOTION 15-36 Unanimously APPROVED.

MOTION 15-37

MOVED by Craig McFarland, and seconded, THAT Council approve the recommendations of the Honours and Awards Committee for one 2016 recipient of the APEGA Honorary Life Membership.

MOTION 15-37 Unanimously APPROVED.

The President returned and resumed her position as Chair.

MOTION 15-38

MOVED by Craig McFarland, and seconded, THAT Council approve the recommendations of the Honours and Awards Committee for the 2017 nominees for the Engineers Canada Awards.

MOTION 15-38 Unanimously APPROVED.

9.0 LEGISLATIVE REVIEW UPDATE

Mr. Dorjee provided a verbal update on the Joint Council Legislative Review meeting with ASET. Ms. Johnstone joined the meeting to provide an overview of the topics included in the Council agenda package.

10.0 IN-CAMERA

There was an in camera session.

11.0 IN-CAMERA SUMMARY WITH CEO

APEGA Council will revisit the recognition of Jim Gilliland once all legal review is completed.

Council members may launch a complaint using APEGA's procedures. Council members must disclose the launching of a complaint to Council, and Council must recuse themselves from all discussions regarding a complaint.

12.0 NEXT MEETINGS

February 5 & 6, 2016 (Edmonton)
Wednesday, March 23, 2016 (Calgary)
AGM - Friday, April 22, 2016 (Edmonton)

13.0 ADJOURNMENT

ACTION AGENDA ITEM 5.3.2: APEGA Staff will assemble definitions for risk categorization to be brought before the Audit Committee and presented in the March 2016 Council meeting

ACTION AGENDA ITEM 5.3.2: Pension Trustee issue will be resolved in the next Audit Committee meeting.

ACTION AGENDA ITEM 5.4: Report on new changes will be presented in the 2016 AGM

ACTION AGENDA ITEM 5.4: 2016/2017 Nominating Committee will be briefed on the changes to the candidate endorsement process, and offered the opportunity to assess at the end of the cycle.

ACTION AGENDA ITEM 5.4: Policy regarding public endorsement of Council Candidates needs to be drafted and provided to the Governance Committee for review.

ACTION AGENDA ITEM 5.4: Policy regarding public endorsement of Council Candidates will need to be added to the annual orientation of Councillors.

ACTION AGENDA ITEM 5.5: APEGA Staff will lead the centennial planning process (as delegated by the 2020 Task Force)

ACTION AGENDA ITEM 6.1: Discussion of the adoption of the National Code of Ethics will take place at the next Governance Committee meeting.

ACTION AGENDA ITEM 6.1: Adoption of a National Code of Ethics will be added to the Council Agenda for March 2016 (?). Discussion with Legislative Review team is required.

ACTION AGENDA ITEM 6.1: Discussion is required with Geoscientists Canada

ACTION AGENDA ITEM 8.2: A motion regarding reciprocity will be added to the Executive Committee meeting agenda for February 2016 (Hayes)

ACTION AGENDA ITEM 9.0: These items will be discussed in February using the same format that was used in October.

ACTION AGENDA ITEM 9.0: February Council Session added to the Council website (Complete)