



## **COUNCIL MEETING**

**March 23, 2022**

**9:00 a.m.- 4:00 p.m.**

**Hybrid: Fairmont Palliser, Calgary/Remote**

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## **MINUTES**

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### **Council Executive:**

Brian Pearce, 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 Gomez-Villeneuve, P.Eng., M.Eng., PMP, ACG

Darren Hardy, P.Eng.

David Johnson, P.Geo., PhD (Remote)

Geoff Kneller, CD, P.Eng., MBA

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

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

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.

Wally Kozak, P.Eng.

### **Public Members:**

Mary Phillips-Rickey, FCA

### **Engineers Canada Directors:**

Tim Joseph, P.Eng., PhD, FCIM

Natasha Avila, P.Eng.

### **Geoscientists Canada Director**

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

### **Guest Observers:**

Wendy Shier, P. Geo (newly elected councillor)

Dean Mullin, Ph.D, P. Eng. (newly elected councillor)

Mark Bellamy, P.Eng., FEC – Lethbridge Branch Chair (Remote)

Samantha Jones, P.Eng. – Peace Region Branch Chair (Remote)

Mihaela Ciulei, P.Eng., PMP – Edmonton Branch Chair (Remote)

**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 (Remote)  
John Corriveau, P.Eng., Director, Regulatory Affairs (Remote)  
Colette Fernandes, Council Relations Manager  
Diane Christie, Council Relations Coordinator  
Jill Arbuthnott, Executive Assistant to RCEO  
Teresa Goldie, Executive Assistant to Council

**Regrets:**

Jane Tink, P.Eng., FEC, FGC (Hon.) – Engineers Canada Director  
Victor Benz, 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 9:00 a.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.

**3.0 ADOPTION OF AGENDA**

***Motion 22-01***

***Moved by RaeAnne Leach and seconded by Geoff Kneller, THAT the March 23, 2022, agenda be adopted as presented.***

Adopted unanimously.

**4.0 CONSENT AGENDA**

The following items were approved as presented in the March 23, 2022 meeting package:

- 4.1 Statutory Board Appointments (Motion 22-02)
- 4.2 Conditional Reinstatement Recommendations (Motion 22-03)
- 4.3 Council Minutes – December 15, 2021 (Motion 22-04)
- 4.4 Governance Committee Terms of Reference (Motion 22-05)

The items on the consent agenda were approved without discussion.

## 5.0 REGISTRAR AND CEO ORAL REPORT

The RCEO delivered his oral presentation with the following highlights: Return-to-Office plan for APEGA staff; Council election results and turnout; APEGA's new Calgary office space preparation update; Memorandum of Understanding with Alberta Energy Regulator; Summit Awards will be held virtually on April 21; Regulatory updates.

## 6.0 COUNCIL ORIENTATION PHASE 1

Council Relations led the orientation including department roles and responsibilities.

## 7.0 GENERATIVE DISCUSSION

The following item was discussed: 7.1 Council's Role in Regulation.

## 8.0 ROUTINE BUSINESS

### 8.1 Executive Committee Report

The Chair of Executive Committee (EC) presented an overview of the March 2, 2022, EC meeting.

### 8.2 Governance Committee Report

The Chair of the Governance Committee (GC) presented an overview of the GC report that included mention of the special out-of-cycle meetings that were held January 5 and 20, 2022 to discuss the new Nominating Committee Terms of Reference to which all Councillors were invited to attend. The following motion was then sent to Council for electronic vote and was adopted: In Favour (15), Opposed (1).

*"As a member of APEGA Council I am IN FAVOUR of the motion to approve the Nominating Committee Terms of Reference as presented and recommended by the Governance Committee"*

At its February 2, 2022, meeting, GC discussed and recommended the approval of APEGA's appointment to the APEGA/ASET Joint Practice Review Board, and the decision was made to present the motion during the Council meeting rather than include it on consent agenda. Council discussed the nominee's credentials and suitability for the appointment and the following motion was put forward:

#### **Motion 22-06**

**Moved by John Van der Put and seconded by Geoff Kneller** THAT Council approves the appointment of Mahendra Samaroo, P. Eng., P. Geol. to the APEGA/ASET Joint Practice Review Board as presented by the Chief Regulatory Officer and recommended by the Governance Committee.

ADOPTED unanimously.

### 8.3 Policy and Standards Committee Report

The Chair of the Policy and Standards Committee (PSC) provided an overview of the report of the January 26, 2022, meeting. The report included two motions that were put before Council for consideration with the results as follows:

**Motion: 22-07**

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

ADOPTED unanimously.

**Motion: 22-08**

**Moved by Margaret Allan and seconded by Victoria Wishart** THAT Council approves the APEGA Practice Standard: Professional Practice Management Plan (v0.3.6), as recommended by the Practice Review Board, and endorsed by the Policy and Standards Committee.

ADOPTED unanimously.

### 8.4 Audit Committee Report

#### 8.4.1 Draft Financial Statements Year Ending December 31, 2021

The Chair of the Audit Committee reviewed the draft financial statements and after discussion the following motion was put forward:

**Motion: 22-09**

**Moved by Jason Vanderzwaag and seconded by seconded by RaeAnne Leach** THAT Council approves the 2021 draft Audited Financial Statements as presented.

ADOPTED unanimously.

#### 8.4.2 Draft Summary Financial Statements for 2021 Annual Report

The Chair of the Audit Committee presented that summary statements that will be included in APEGA's 2021 annual report and put forward the following motion:

**Motion: 22-10**

**Moved by Jason Vanderzwaag and seconded by Wally Kozak** THAT Council approves the 2021 draft Audited Financial Statements as presented and that the Audited Summary Financial Statements be included in the 2021 Annual Report.

ADOPTED unanimously.

#### 8.4.3. December 31, 2021, Year End Management Financial Statements and Variance Analysis

The report was presented as information.

#### 8.4.4 Appointment of Auditors

The Chair of Audit Committee presented the report on the appointment of the auditor and explained the process for selection of the auditor. The recommended appointment will be presented for approval at APEGA's annual general meeting on April 22, 2022. The following motion was put forward:

**Motion: 22-11**

**Moved by Tracey Stock and seconded by John Van der Put** THAT Council recommends to Membership at the 2022 Annual General Meeting the appointment of BDO Canada LLP as external auditor for the year ended December 31, 2022.

ADOPTED unanimously.

#### 8.4.5 Enterprise Risk Appetite Statements

The Chair of the Audit Committee introduced the report and explained that an Enterprise Risk Task Force was formed in November 2020 to review risk appetite. The following motion was put forward:

**Motion: 22-12**

**Moved by Darren Hardy and seconded by Theresa Watson**, THAT Council approves the APEGA Risk Appetite Statements as presented.

There was discussion on the risk level APEGA is willing to assume especially as it relates to the pending updated legislation expected to be tabled by the Government of Alberta in April 2022.

In Favour: 14

Opposed: 1

Motion is ADOPTED.

#### 8.4.6 Repatriation of Dues Reduction Policy

The Chair of the Audit Committee explained that operationalizing the policy to become the responsibility of the RCEO and APEGA staff, with Council oversight, is in alignment with the approved Governance Framework Manual. The following motion was put forward:

**Motion: 22-13**

**Moved by Jason Vanderzwaag, seconded by Claudia Gomez-Villeneuve** THAT Council rescinds motion #16-29 regarding the Dues Reduction Policy [CORP-PL-020]; which reads:

MOVED by Jeff DiBattista, and seconded by John Rhind, THAT Council approve the Member Dues Reduction Policy [CORP-PL-020] as reviewed and endorsed by the Audit Committee

and that the Dues Reduction Policy become an operational level policy.

ADOPTED unanimously.

#### 8.4.7 Dues and Fee Setting Policy

The Chair of the Audit Committee presented the rationale that this updated policy reflects the repatriation as approved in item 8.4.6. and provides that dues and fees are non-refundable which was not included in the previous version. The following motion was put forward:

**Motion: 22-14**

**Moved by Jason Vanderzwaag and seconded by Tracey Stock** THAT Council approves the Dues and Fee Setting Policy as recommended by the Audit Committee.

ADOPTED unanimously.

## 9.0 REPORTS

The following reports were presented in the meeting package as information.

- 9.1 Registrar and CEO
- 9.2 President's Report
- 9.3 Engineers Canada
- 9.4 Geoscientists Canada
- 9.5 Consulting Engineers of Alberta
- 9.6 Council and Committee Schedule
- 9.7 Council Attendance

## 10.0 ITEMS FROM CONSENT AGENDA AND REPORTS THAT REQUIRE DISCUSSION

No items were pulled for discussion.

## 11.0 ANNUAL GENERAL MEETING 2022

### 11.1 Special Rules

The Senior Advisor & Director, Council Relations, presented the special rules that will apply to the annual general meeting. The rules were reviewed by APEGAs Parliamentarian. The rules are to be approved by Council, then posted on apeg.ca and read at the AGM.

**Motion: 22-15**

**Moved by Manon Plante and seconded by Tracey Stock** THAT Council approves the Special Rules for the 2022 Annual General Meeting as presented on March 23, 2022.

ADOPTED unanimously.

### 11.2 Agenda Approval

The Senior Advisor & Director, Council Relations presented the agenda for APEGA's Annual General Meeting. Once approved the agenda will be posted on apega.ca.

**Motion: 22-16**

**Moved by Victoria Wishart and seconded by Darren Hardy** THAT Council approves the 2022 Annual General Meeting agenda as presented on March 23, 2022.

ADOPTED unanimously.

**12.0 STRATEGIC PLANNING**

12.1 Vision Statement

The President-Elect presented on the January meeting of the Strategic Task Force. One of the items discussed was the renewal of APEGA's vision statement. The following motion was put forward:

**Motion: 22-17**

**Moved by Lisa Doig and seconded by Theresa Watson** THAT Council approves the vision statement as presented and recommended by the Strategic Retreat Task Force.

In Favour: 14

Opposed: 1

Motion is ADOPTED

12.2 Strategic Retreat Action Items

Members of the Strategic Retreat Task Force presented the list of action items from the October 2021 Strategic Retreat that have now been prioritized; these action items are tactical elements that will help fulfill the goals that are part of the current strategic plan.

12.3 Future Retreats and Strategy Planning

The President-Elect presented guiding principles for the formation of a new committee of Council responsible for the scope and timing of strategic retreats and corporate risk appetite. Draft terms of reference for the proposed committee would be reviewed by the Governance Committee and will require Council approval.

**13.0 NOMINATING COMMITTEE UPDATE**

The Senior Advisor and Director, Council Relations, provided an update on the recruitment and assessment process of the new Nominating Committee.

**14.0 COUNCIL ORIENTATION PHASE 1**

Council Relations led Part 2 of orientation focussed on expenses.

**15.0 ADJOURNMENT:** The meeting adjourned at 3:43 pm.



## **COUNCIL MEETING**

**March 24, 2022**

**9:00 a.m.- 4:00 p.m.**

**Hybrid: Fairmont Palliser, Calgary/Remote**

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## **MINUTES**

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### **Council Executive:**

Brian Pearce, 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., PhD (Remote)

Geoff Kneller, CD, P.Eng., MBA

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

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

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.

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### **Public Members:**

Mary Phillips-Rickey, FCA

### **Engineers Canada Directors:**

Tim Joseph, P.Eng., PhD, FCIM

Natasha Avila, P.Eng.

### **Geoscientists Canada Director**

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

### **Guest Observers:**

Wendy Shier, P. Geo (newly elected councillor)

Dean Mullin, PhD, P. Eng. (newly elected councillor)



**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 (Remote)  
John Corriveau, P.Eng., Director, Regulatory Affairs (Remote)  
Colette Fernandes, Council Relations Manager  
Diane Christie, Council Relations Coordinator  
Jill Arbuthnott, Executive Assistant to RCEO  
Teresa Goldie, Executive Assistant to Council

**Regrets:**

Jane Tink, P.Eng., FEC, FGC (Hon.) – Engineers Canada Director  
Victor Benz, P. Eng., FEC, FGC (Hon) – Engineers Canada Director  
Claudia Gomez-Villeneuve, P. Eng., M. Eng., PMP, ACG

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**1.0 CALL TO ORDER**

The Chair called the meeting to order at 9:00 a.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.

**3.0 ADOPTION OF AGENDA**

***Motion 22-18***

***Moved by Darren Hardy and seconded by Margaret Allan, THAT the March 24, 2022, agenda be adopted as presented.***

Adopted unanimously.

**4.0 MODERNIZED LEGISLATION PROJECT UPDATE**

The Director, Legislative Review & Government Relations presented an update on the progress of the new legislation that is expected to be tabled during the April 2022 Legislative session.

**5.0 COUNCIL ORIENTATION PHASE 1**

Council Relations led Part 3 & 4 of orientation focussed on APEGA Governance.

## **6.0 NEW BUSINESS**

### **6.1 Public Relations Campaign Update and Survey Results**

The Chief Professional Sustainability Officer presented an overview of the public relations campaign and results of the 2021 public and member surveys.

### **6.2 Engineers Canada Director**

(John Van der Put recused himself from the discussion and vote) Council reviewed and discussed the list of possible nominees and the following motion was put forward:

#### **Motion: 22-19**

**Moved by Darren Hardy and seconded by Tracey Stock** THAT Council nominates the following professional member to serve as an APEGA director on the board of directors of Engineers Canada for the term of June 2022 through May 2025: John Van der Put, P.Eng.

Adopted unanimously.

### **6.3 Council Committee Assignments**

The President-Elect presented the list of councillors and the committees they are assigned to for the 2022-2023 council cycle.

## **7.0 RECOGNITION OF RETIRING/RETURNING COUNCILLORS**

The Chair acknowledged the councillors who were recently elected or re-elected as well as the councillors who are leaving Council.

## **8.0 EXECUTIVE SESSION *(In Camera - Council and the RCEO)***

Council met in-camera. No summary was provided.

## **9.0 EXECUTIVE SESSION *(In Camera – Council Only)***

Council met in-camera. No summary was provided.

## **10.0 EXECUTIVE SESSION SUMMARY *(if required)***

No summary was required.

## **11.0 ADJOURNMENT (meeting adjourned following the in-camera session)**