



COUNCIL MEETING

March 23, 2023

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

APEGA Office, Windsor Boardroom

Calgary, AB

MINUTES

Council Executive:

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

Manon Plante, CD1, P.Eng., MDS – President Elect

Tracey Stock, KC, PEng, PhD – Vice President

Brian Pearse, FEC, P.Eng. – Past President

Councillors:

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

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

Darren Hardy, P.Eng.

Lorna Harron, P.Eng., MEng, MBA

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

Wally Kozak, P.Eng.

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

Seema Makwana, P. Eng.

Dean Mullin, P.Eng., PhD

Wendy Shier, P.Geo., MSc

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

Public Member

Mary Phillips-Rickey, FCPA, FCA

Engineers Canada Directors:

Natasha Avila, P.Eng.

Tim Joseph, FCIM, P.Eng., PhD

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

Regrets:

Victoria Wishart, P.Eng., Councillor

Victor Benz, FEC, FGC (Hon.), P. Eng. - Engineers Canada Director

George Eynon, FGC, FEC (Hon.), P.Geo. - Geoscientists Canada Director

Staff:

Jay Nagendran, FCAE, FEC, FGC (Hon.), P.Eng., ICD.D, Registrar & CEO
John Corriveau, P.Eng., Deputy Registrar & Chief Regulatory Officer
Nancy Biamonte, ABC, 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
Dianne Johnstone, CPP, Director, Legislative Review & Government Relations
Colette Fernandes, Council Relations Manager
P.H.A. Executive Assistant to Council
Erum Afsar, P.Eng. ICD.D., Director, Enforcement

Speakers:

Tom Greenwood-Madsen, Chair, Discipline Committee
Amy Wisniewski, Chair, Enforcement Review Committee
Chris Lenzin, Vice-Chair, Enforcement Review Committee
Ernest Skakun, Public Member, Board of Examiners
Harold Neth, Public Member, Appeal Board

Guest Observers:

Andy Lai, Branch Chair, Edmonton
Calvin Van Mulligen, Branch Chair, Lethbridge
Cam Buskell, Branch Chair, Central Alberta
Ken Hawrelko, FEC, P.Eng, MEng, Newly Elected Councillor

1.0 CALL TO ORDER

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

The Chair congratulated newly elected Councillors, welcomed guests, and a round of introductions was conducted.

The Chair reviewed the meeting agenda.

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 23-01

Moved by Claudia Gomez-Villeneuve and seconded by Margaret Allan, THAT the March 23, 2023, Council meeting agenda be adopted as presented.

Adopted unanimously.

4.0 CONSENT AGENDA

The following items were approved as presented in the March 23, 2023, meeting package:

- 4.1 Statutory Board Appointments (*Motion 23-02*)
- 4.2 Conditional Reinstatement Recommendations (*Motion 23-03*)
- 4.3 Council Minutes, December 14 & 15, 2022 (*Motion 23-04*)
- 4.4 Engineers Canada Directors Appointments (*Motion 23-05*)

5.0 REPORTS

The following reports were included as information:

- 5.1 President's Activity Report
- 5.2 Engineers Canada Report
- 5.3 Consulting Engineers of Alberta Report
- 5.4 2023-2024 President's Compensation
- 5.5 E-votes approved in 2022:
 - Nominating Committee Terms of Reference
 - Extension of time for distribution of notice of the 2022 AGM
 - Establishment of the Strategy & Risk Committee
 - Appointment of John Corriveau, P.Eng. as Deputy Registrar of APEGA
- 5.6 Council & Committees 3-year Schedule
- 5.7 Council Attendance

6.0 REGISTRAR & CEO ORAL & WRITTEN REPORT

The RCEO thanked President Lisa Doig, outgoing Past President, Brian Pearce, and outgoing Councillors Darren Hardy and RaeAnne Leach for their service, and congratulated Tracey Stock and Margaret Allan for being elected President Elect and Vice President, respectively, as well as elected Councillors Mihaela Ciulei, Ken Hawrelko, Geoffrey Kneller Jeffrey Priest, and Jason Vanderzwaag.

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

- Deloitte's audit to regulators of professions on Fair Registration Practices ordered by the Government of Alberta.
- Attendance to the Premier's Summit on Fairness to Newcomers.
- ASET scope of practice and joint regulation.
- Update on software engineering and use of title compliance and conversation with the government on the matter.

- Digital signatures and Notarius.
- Edmonton office lease.
- Collaboration of APEGA with Architects and Alberta Municipal Affairs on building code variances.
- Engineers Canada's letter proposing a national review of the Iron Ring ceremony.
- Meeting with Engineers Canada representatives as part of their reach out to regulators.
- Preparing for potential legislation changes.

7.0 NEW BUSINESS I

7.1 Edmonton Office Lease Expiry

The Director, Business Performance provided a high-level overview of the process for selecting a location for the Edmonton office, including an update on the progress, and answered questions from Councillors.

7.2 APEGA Donate Task Force

The Donate Task Force presented its proposed recommendations for the APEGA Giving program and the role of APEGA in relation to charitable donations. The staff and Branch Chairs raised concerns about the impacts of the operationalization of the recommendations as presented, for which it was decided that the Task Force will continue working with staff to determine the best path forward. There was Council alignment with respect to not soliciting donations.

8.0 PUBLIC MEMBERS OF STATUTORY BOARDS AND COMMITTEES

The Public Members of the Board of Examiners, Appeal Board, and Council provided comments about the work of their respective Boards and Committees.

9.0 STATUTORY BOARDS UPDATE

9.1 Discipline Committee

The Chair of the Discipline Committee presented an overview of the work of the committee and answered questions from Council.

9.2 Enforcement Review Committee

The Chair and Vice Char of the Enforcement Review Committee presented an overview of the work of the committee and answered questions from Council.

10.0 ROUTINE BUSINESS OF COUNCIL

10.1 Executive Committee Report

The Chair of the Executive Committee provided a summary of the March 3, 2023, meeting.

10.1.1 Council Committees Assignments

The President Elect presented the assignments of Councillors to Council committees.

10.2 Governance Committee Report

The Chair of the Governance Committee provided a summary of the February 15, 2023, meeting.

10.3 Policy and Standards Committee Report

The Chair of the Policy and Standards Committee provided a summary of the January 25, 2023, meeting, and presented the following motion:

Motion 23-06

Moved by Margaret Allan and seconded by Lorna Harron, THAT Council approve the reinstatement application lists presented, as recommended by the Practice Review Board, and endorsed by the Policy & Standards Committee.

Approved unanimously.

10.4 Strategy & Risk Committee Report

The Chair of the Strategy & Risk Committee provided a summary of the January 13, 2023; February 6, 2023; and March 3, 2023, meetings.

10.5 Audit Committee Report

The Chair of the Audit committee provided a summary of the March 7, 2023, meeting.

10.5.1 2022 Management Financial Statements and Variance Analysis

The Chair of the Audit Committee presented highlights of the 2022 Financial Statements and Variance Analysis.

10.5.2 2022 Draft Annual Financial Statements

The Chair of the Audit Committee presented the draft of the 2022 annual financial statements and the following motion:

Motion 23-07

Moved by Jason Vanderzwaag and seconded by Geoffrey Kneller, THAT Council approve the 2022 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.

10.5.3 2022 Draft Summary Financial Statements

The Chair of the Audit Committee presented the draft summary of the financial statements that will be included in the annual report and the following motion:

Motion 23-08

Moved by Jason Vanderzwaag and seconded by Seema Makwana THAT Council approve the 2022 Draft Audited Summary Financial

Statements as presented and that the Audited Summary Financial Statements be included in the 2022 Annual Report.

Approved unanimously.

10.5.4 Auditor Appointment for 2023

The Chair of the Audit Committee presented the following motion:

Motion 23-09

Moved by Jason Vanderzwaag and seconded by Wally Kozak, THAT Council recommend to Membership at the 2023 Annual General Meeting the re-appointment of BDO Canada LLP as external auditor for the year ended December 31, 2023.

Approved unanimously.

10.5.5 Net Asset Management Policy

The Chair of the Audit committee presented the Net Asset Management Policy and the following motions:

Motion 23-10

Moved by Jason Vanderzwaag and seconded by Geoffrey Kneller, THAT Council approve the Net Asset Management Policy as presented.

Approved unanimously.

Motion 23-11

Moved by Jason Vanderzwaag and seconded by Lorna Harron, THAT Council approve 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, 2022, and that no further additions be made to these reserves in 2023 unless approved by Council.

Approved unanimously.

10.5.6 2021 Pension Governance Report to Council

The 2021 Pension Governance Report was received in September 2022, and it was reviewed by the Audit Committee at their March 2023 meeting. The report is included in the March Council meeting package for information.

10.6 Nominating Committee Report

10.6.1 2023 Nominations, Lessons Learned

The Senior Advisor and Director, Council Relations presented an overview of the Nominating Committee policies and the lessons learned during the 2023 nominations process, and answered questions from Councillors.

11.0 ANNUAL GENERAL MEETING

- 11.1 Approval of AGM Special Rules
The following motion was presented:

Motion 23-12

Moved by RaeAnne Leach and seconded by Darren Hardy, THAT Council approve the 2023 Annual General Meeting Special Rules.

Approved unanimously.

- 11.2 Approval of AGM Agenda
The following motion was presented:

Motion 23-13

Moved by Margaret Allan and seconded by Dean Mullin, THAT Council approve the 2023 Annual General Meeting Agenda.

Approved unanimously.

12.0 ITEMS FROM CONSENT AGENDA AND REPORTS THAT REQUIRE DISCUSSION

None.

13.0 EXECUTIVE SESSION (IN-CAMERA) (Council + RCEO)

Council and the RCEO met in-camera. No Summary session was provided.

14.0 EXECUTIVE SESSION (IN-CAMERA) (Council only)

Council met in-camera. No Summary session was provided.

15.0 EXECUTIVE SESSION (IN-CAMERA) SUMMARY (Council + RCEO Only)

No summary was provided.

16.0 ADJOURNMENT

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