



COUNCIL MEETING
Friday, April 19, 2013
Windsor Conference Centre
Calgary, Alberta

MINUTES

PRESENT

President Leah Lawrence, P.Eng.
Past President Jim Smith, P.Eng., FEC
President-Elect Colin Yeo, P.Geo.
Vice-President Chan Wirasinghe, P.Eng., PhD, FEC, FCAE

Councillors George Eynon, P.Geo.
Allin Folinsbee, P.Geoph., PhD, FEC (Hon.)
Steve Hrudey, P.Eng., PhD
George Jergeas, P.Eng., PhD
Chris Ketchum, P.Eng.
Suzanne Kresta, P.Eng., PhD
Craig McFarland, P.Eng.
Brian Pearce, P.Eng.
Ginger Rogers, P.Geo.
Terri Steeves, P.Eng.
John Van der Put, P.Eng., FEC

Public Members Gary Campbell, QC
Mary Phillips-Rickey, CA

Geoscientists
Canada Director John Hogg, P.Geo.

Engineers Canada
President Elect Jim Beckett, P.Eng., FEC
Directors Larry Staples, P.Eng., FEC
Dick Walters, P.Eng., FEC

New Council Jim Gilliland, P.Eng., PhD, FEC
Observers Connie Parenteau, P.Eng., FEC
Brad Hayes, P.Geol., PhD
Wenona Irving, P.Eng., FEC
Paul Knowles, P.Eng.

Branch Observers Roghoyeh Salmeh, P.Eng., Calgary
Bill Thomas, P.Eng., Central Alberta
Bob Rundle, P.Eng., Edmonton

Malcolm Edirisinghe, P.Eng., Fort McMurray
Caitlyn Kennedy, E.I.T., Lakeland
Craig Maunder, P.Eng., Medicine Hat
Tanis Searle, P.Eng., Peace Region

Guest Observers

Mr. Kim Allen, P.Eng., FEC - CEO, Engineers Canada
Mr. Nouman Ashraf, Rotman School of Management
Mr. Leon Botham, P.Eng. - President, APEGS
Mr. Dennis Dixon, P.Eng., FEC - President, PEO
Ms. Anne English, P.Eng. - CEO & Registrar, APEGBC
Mrs. Linda Golding FEC (Hon) - Executive Director & Registrar NAPEG
Dr. Michael Isaacson, P.Eng. - President, APEGBC
Ms. Catherine Karakatsanis, P.Eng., FEC - President, Engineers Canada
Mr. Grant Koropatnick P.Eng. - Executive Director & Registrar APEGM
Ms. Dawn Nedohin-Macek, P.Eng. – President, APEGM
Mr. Dennis Paddock, P.Eng., FEC – Exec. Director & Registrar, APEGS
Mr. Michael Price, P.Eng. - Acting CEO & Registrar, PEO
Mr. Len White, P.Eng. - CEO & Registrar Engineers Nova Scotia

Staff

Mark Flint, P.Eng., Chief Executive Officer
Malcolm Bruce, Director Corporate Services
Sharon Graham, Executive Assistant
Kate Handford, Calgary Office Manager
Dirk Kuntscher, Finance Manager
George Lee, FEC (Hon.), Editor of the PEG
Pat Lobregt, Director Executive & Government Relations
Philip Mulder, Director Communications
Michael Neth, P.Eng., Director of Operations
Ross Plecash, P.Eng., Director of Corporate Affairs & Investigations
Annamaria Rioux, Executive Assistant
Al Schuld, P.Eng., FEC, Registrar
Chris Shelton, Interim Finance Manager
Len Shrimpton, P.Eng., FEC, Chief Operating Officer
Mark Tokarik, P.Eng., LLB, FEC, Deputy Registrar

REGRETS

Councillors

Heidi Yang, P.Eng., FEC

Public Member

Fred Stewart, QC

Branch Observers

Ahmed Ali, P.Eng., Lethbridge
Justin McCrea, P.Eng., Vermilion River

1. CALL TO ORDER

The meeting was called to order at 8:00 a.m. The President chaired the meeting, and the Executive Assistant recorded the minutes.

2. IN CAMERA SESSION

Motion No. 13-15 *MOVED BY BRIAN PEARSE AND SECONDED BY CRAIG MCFARLAND*
THAT the meeting be moved to an in camera session at 8:01 a.m.
Motion No. 13-15 MOVED BY UNANIMOUS CONSENT

3. OUT OF CAMERA REPORT

Motion No. 13-16 *MOVED BY COLIN YEO*
THAT the meeting move out of camera at 10:25 a.m.
Motion No. 13-16 MOVED BY UNANIMOUS CONSENT

4. APPROVAL OF THE MEETING AGENDA

Item 11.3 Electronic Voting was struck. Items added under New Business included 16a Motion to Approve Committee Chairs, 16b Electronic Voting, and 16c AGM Special Rule via voting results communication.

Motion No. 13-17 *MOVED BY JOHN VANDERPUT AND SECONDED BY GARY CAMPBELL*
THAT the Meeting Agenda be approved as amended
Motion No. 13-17 ADOPTED BY UNANIMOUS CONSENT

5. DECLARATION OF CONFLICT OF INTEREST

Attendees were directed to the Volunteer Code of Conduct, Section C.

6. CONSENT AGENDA

Motion No. 13-18 *MOVED BY TERRI STEEVES AND SECONDED BY CRAIG MCFARLAND*
THAT the Consent Agenda be accepted as presented.
Motion No. 13-18 was ADOPTED BY UNANIMOUS CONSENT

7. ITEMS LIFTED FROM THE CONSENT AGENDA

No items were lifted from the consent agenda.

8. **ATTRACTION, RETENTION AND ADVANCEMENT OF INDIVIDUALS IN OUR PROFESSIONS**

8.1 APEGA/CEA Education Working Group

Past President, Jim Smith, summarized the report on the APEGA Strategy for attraction and retention of individuals in the professions of engineering and geoscience.

The sub group from the APEGA and CEA Executive Committees - consisting of Jim Smith, Past President of APEGA, Chan Wirasinghe, Vice President of APEGA, Sheldon Hudson, President of Consulting Engineers Alberta, and Brian Pearse, APEGA Councillor – recommended that further exploration be done into this matter, which would require Council support for required resources.

Council was asked to give approval, and to give direction to the Chief Executive Officer to move forward to develop the recommendations in the report into an action plan.

In answer to the question of whether this matter has been discussed with Government, Jim Smith replied that the Deputy Minister has indicated there is opportunity and willingness to work on this initiative, and while Government is not aware of the specifics, they are supportive.

Other points that arose in discussion included:

- Key stakeholders groups - industry, academia, government, and other professional organizations - will be contacted, and only when a collective plan is in place will anything be made public.
- By increasing education it benefits all of those who enter the professions – foreign entrants, those coming back to the professions, transferees, etc.

Chief Executive Officer, Mark Flint, was asked to further develop the action plan, see how it fits into the strategic priorities, and determine financial impacts so that Council can determine what the next steps would be going forward.

ACTION ITEM: Council requested a report from the CEO for the June 13th Council meeting.

9. **CHIEF EXECUTIVE OFFICER'S REPORT**

Mark Flint, Chief Executive Officer, gave a presentation on results from the 2013 election. There was discussion on the lower percentage of voting members in the 2013 election, possible reasons, and difficulties with the voting process.

ACTION ITEM: CEO, Mark Flint, was asked to bring strategies to the June or September meeting to address concerns about the voting process and suggestions for making it easier.

Mark Flint reported a noted slump since 2008 in participation of the annual salary survey; as a result the decision was made to hire an outside contractor for the next survey.

Deputy Registrar, Mark Tokarik, reviewed four elements in the Canadian Framework for Licensure and provided recommendations.

10. COUNCIL COMMITTEE REPORTS

10.1 Audit Committee

Chair of the Audit Committee, Craig McFarland, summarized his report.

Motion No. 13-19 MOVED BY CRAIG MCFARLAND AND SECONDED BY JOHN VAN DER PUT THAT Council approve the 2012 Pension Fund audited financial statements as presented.
Motion No. 13-19 ADOPTED BY UNANIMOUS CONSENT

Motion No. 13-20 MOVED BY CRAIG MCFARLAND AND SECONDED BY MARY PHILLIPS RICKEY THAT Council recommend to the membership at the 2013 Annual General Meeting the appointment of Ernst & Young LLP as auditors for the 2013 fiscal year.
Motion No. 13-20 ADOPTED BY UNANIMOUS CONSENT

10.2 Compensation Committee: no report

10.3 Finance Committee

John Van der Put, Chair of the Finance Committee, gave a review of the written report.

Motion No. 13-21 MOVED BY JOHN VAN DER PUT AND SECONDED BY TERRI STEEVES THAT Council approve the election to charge Goods and Services Tax on all services and fees charged by APEGA to its membership including but not limited to member dues, registration fees, permits and professional development courses beginning July 1, 2013.
Motion No. 13-21 ADOPTED

There was discussion on the rationale of past Councils in not electing to charge Goods and Services Tax on services to members, factors which have changed in the interim, and reasons why the charging of GST was being suggested once again.

10.4 Geoscience Committee

Ginger Rogers, Chair of the Geoscience Committee reported that she, John Hogg and Colin Yeo had reviewed a draft on a multi-lateral agreement for Incidental practice, and will have a package to Council at the June meeting.

10.5 Governance Committee

Jim Smith, Chair of the Governance Committee outlined his report.

Motion No. 13-22 MOVED BY JOHN VAN DER PUT AND SECONDED BY GARY CAMPBELL THAT Council approve the revised Terms of Reference for the Finance Committee.
Motion No. 13-22 ADOPTED BY UNANIMOUS CONSENT

Motion No. 13-23 MOVED BY JIM SMITH AND SECONDED BY CHRIS KETCHUM THAT Council approve the revised Terms of Reference for the Public Issues Committee, Governance Committee and Strategic Planning Committee.
Motion No. 13-23 ADOPTED BY UNANIMOUS CONSENT

10.6 Nominating Committee

Jim Smith, Chair of the Nominating Committee advised that some individuals have asked how they might serve on the Nominating Committee, and they have been directed

to attend APEGA's Annual General Meeting and have another professional nominate them from the floor.

10.7 Pension Committee

Allin Folinsbee, a member of the Pension Committee, outlined the risks associated with a defined benefit plan versus a defined contribution plan, and options that the committee considered.

Motion No. 13-24 MOVED BY ALLIN FOLINSBEE AND SECONDED BY JOHN VAN DER PUT
THAT Council approve the suspension of new entrants to the APEGA Defined Benefit Plan effective January 1, 2013 and that all new eligible employees are entitled to participate in either a Defined Contribution Plan or Group RRSP Plan (one of which will be offered after further study).
Motion No. 13-24 ADOPTED

It was stated that staff would be empowered to proceed with whichever plan is chosen going forward.

10.8 Public Issues Committee

Leah Lawrence, Chair of the Public Issues Committee, gave a summary of the most recent meeting. Earlier this year the committee struck a smaller sub-committee, consisting of Steve Hrudey, Larry Staples, Neil McCrank and Dave Chalcraft, to look into pipeline safety and concerns raised in terms of the inquiry by the Minister and other regulatory agencies in the US and Canada. The sub-committee has met and reviewed the US Transportation Safety report with respect to the Enbridge spill in the United States, but is still waiting for the National Energy Board Control Room Report which has not yet been made public. The sub-committee is also to review the report that was given to the Alberta Energy Minister on pipeline safety through the inquiry, and the Energy Resources Conservation Board's response to that. Once the three documents have been reviewed it must be determined whether there are any regulatory gaps that APEGA has to address, if there is any kind of communication that APEGA should give to members with respect to pipeline safety and regulation therein, and if there is something APEGA should communicate to the Minister once some of those actions have been taken.

10.9 Strategic Planning Committee: no report

11. OTHER APEGA REPORTS

11.1 APEGA Education Foundation

The Past President of the APEGA Education Foundation reviewed highlights of the written report.

Motion No. 13-25 MOVED BY JIM SMITH AND SECONDED BY ALLIN FOLINSBEE
That APEGA Council approve the appointment of the following people as members of the APEGA Education Foundation: Margaret Evans, P.Eng., Trent Kaiser, P.Eng., Mike Smyth, P.Eng., Ian McIlreath, P.Geol., Arash Salari, P.Eng., Katharine Sinex, P.Eng., Adedamola Oladeinde, P.Eng., and Mary Cowling, P.Eng.
Motion No.13-25 ADOPTED

ACTION ITEM: The Executive Committee is to consider recommendations set forth by the APEGA Education Foundation, and bring a report back to Council.

11.2 Ballot Counting Committee

Al Schuld, Registrar, summarized the report of the Ballot Counting Committee, including voter data.

12. REPORT FROM ENGINEERS CANADA

Engineers Canada Director, Dick Walters, referred to the written report.

Kim Allen, CEO of Engineers Canada gave a summary of progress made to date with the Canadian Framework for Licensure.

13. REPORT FROM GEOSCIENTISTS CANADA

The Geoscientists Canada Director, John Hogg, gave highlights of the written report.

14. BRANCH CHAIRS' REPORT

Bill Thomas, Chair of the Central Alberta Branch, gave the following highlights from the April 18, 2013 Branch Chairs' Meeting:

- Volunteer management: moving to a web based portal with the ability to track volunteer hours
- reviewed the draft Branch manual
- the Branch orientation meeting will be held in May

15. PRESIDENT'S REPORT

Last year was the first time that mentors were assigned to new members of Council to assist in their assimilation. If any new councillors would like a mentor volunteers will be found to assist.

16. NEW BUSINESS

16a Council Committee Assignments were distributed to everyone at Council. President-Elect, Colin Yeo pointed out that every X marked in the columns should be black (not gray) and advised that Mary Philips Rickey had agreed to be the Public Member on the Pension Committee.

Motion No. 13-26 *MOVED BY JIM SMITH AND SECONDED BY ALLIN FOLINSBEE*
That APEGA Council approve the appointment for a one year term of the chair and members of the Audit, Compensation, Finance, Geoscience, Governance, Pension, Public Interest, and Strategic Planning Committees.
Motion No. 13-26 ADOPTED

16b Electronic Voting

A motion was passed at the September 15, 2011 meeting of Council prohibiting electronic voting. APEGA bylaw 37(1) authorizes electronic voting, therefore the motion was deemed inappropriate and not in order, and in breach of the rules, and as it has the effect of suspending or amending a bylaw provision it is null and void.

As the President and Chair, Leah Lawrence declared that the minutes of the September 15, 2011 Council meeting be amended to delete the improper motion, and that motion would no longer stand.

The Registrar advised that the intent and purpose of section 37 of the APEGA bylaws had nothing to do with electronic voting by the Council; but was rather entirely about an electronic vote of the membership.

The President advised that legal advice on this matter had been sought, and that electronic voting was the norm for Councils such as APEGA's, and is not prohibited by Roberts Rules as had been stated at the time of the debate at the September 15, 2011 Council meeting. Electronic voting can be allowed if so deemed by Council.

It was the consensus of Council that a formal motion was not required, and that President's prerogative be allowed to strike down the motion passed at the September 15, 2011 meeting of Council.

16c Special Resolution regarding Voting Results at the AGM

Under Roberts Rules of Order the teller's report must be read, reporting the results of an election, including the actual votes cast for each candidate, and the teller's report is to be entered in full in the minutes.

The special resolution allows continuance of the practice of not giving specific voting results for each election candidate at the Annual General Meeting – only announcing the top two vote getters for vice-president, and the top four vote getters for councillor.

Motion No. 13-27 MOVED BY STEVE HRUDEY AND SECONDED BY JOHN VAN DER PUT
Whereas, The Engineering and Geoscience Professions Act of Alberta stipulates at Section 12(2), "The Council shall manage and conduct the business and affairs of the Association and exercise the powers of the Association in the name of and on behalf of the Association"; and

Whereas, The adopted parliamentary authority, Robert's Rules Of Order Newly Revised 11th Edition, stipulates that, (a) the teller's report must be read reporting the results of an election including the actual votes cast for each candidate, and (b) the teller's report is be entered in full in the minutes;

Resolved, That Council hereby adopt a special rule of order for the 2013 Annual General Meeting ("AGM") and for the announcement of the results of the 2013 election of members to Council, that the actual number of votes cast for each candidate not be reported at the AGM, and that the minutes of the AGM not include the actual number of votes cast for each candidate.

Motion No. 13-27 ADOPTED

16. COMPLETION OF SELF-ASSESSMENT FORM

Everyone in attendance was asked to complete a Council Self-Assessment form and hand it in to Leah Lawrence, Incoming Chair of the Governance Committee.

17. NEXT MEETING

The next meeting of APEGA Council will be Thursday, June 13, 2013 in Edmonton.

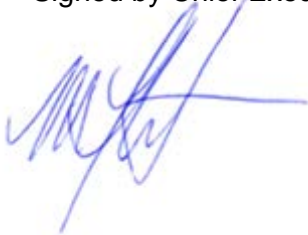
18. ADJOURNMENT

Motion No. 13-28 *MOVED BY COLIN YEO AND SECONDED BY CHRIS KETCHUM*
THAT Council adjourn the April 19, 2013 meeting at 2:00 p.m.
Motion No. 13-28 MOVED BY UNANIMOUS CONSENT

Signed by President, Leah Lawrence, P.Eng.

A handwritten signature in black ink that reads "Leah Lawrence". The signature is written in a cursive style and is enclosed within a thin black rectangular border.

Signed by Chief Executive Officer, Mark Flint, P.Eng.

A handwritten signature in blue ink that reads "Mark Flint". The signature is written in a cursive style and is enclosed within a thin black rectangular border.