



COUNCIL MEETING
November 30, 2016
Edmonton (APEGA Office)
Lindberg Conference Centre (15th floor)
8:30 a.m. – 4:45 p.m.

MINUTES

PRESENT

President: Steve Hrudehy, P.Eng., PhD, DSc(Eng), FEC, FCAE, FSRA
President-Elect: Jane Tink, P.Eng., FEC, FGC (Hon.)
Vice-President: John Rhind, P.Geol. (arrived 8:50 a.m.)
Past-President: Connie Parenteau, P.Eng., FEC, FGC (Hon.)
Councillors: Natasha Avila, P.Eng.
Jeff DiBattista, P.Eng., PhD, MBA
Jennifer Enns, P.Eng.
George Eynon, P.Geol., FGC, FEC (Hon.)
Darren Hardy, P.Eng.
Brad Hayes, P.Geol., PhD, FGC, FEC (Hon.)
Tim Joseph, P.Eng., PhD, FCIM
Mahsoo Naderi-Dasoar, P.Eng., MSc, PMP (arrived 8:50 a.m.)
Manon Plante, P.Eng., MDS
Art Washuta, P.Eng.
Terry Waters, P.Eng.

Public Members: Ross Harris, B.Com., FCA, ICD.D
Mary Phillips-Rickey, FCA

Engineers
Canada Director: David Lynch, FCAE, FEIC, FCIC, FEC, FGC (Hon.), PhD, P.Eng.
Larry Staples, P.Eng., FEC, FGC (Hon.)

Geoscientists
Canada Director: George Eynon, P.Geol., FGC, FEC (Hon.)

Staff: Heidi Yang, P.Eng., FEC, FGC (Hon.), Interim Chief Executive Officer
Carol Moen, P.Eng., Registrar
Mohamed El Daly, MSc., Interim Director of Member Services
Dianne Johnstone, CPP, Director of Legislative Review (attended for item #4.9 only)

Shirley Layne, CMP, PR Dipl., FGC (Hon.), Event Planning & Member Recognition Manager (attended for item #7.1 only)
Pat Lobregt, FEC (Hon.), FGC (Hon.), Director, Executive and Government Relations
Pal Mann, P.Eng., Director, Corporate Services
Philip Mulder, APR, FEC (Hon.), FGC (Hon.), Director Communications (attended for item #8.1 only)
Krista Nelson-Marciano, Director of Operations
Zac Parsons, Assistant Director, Operations
Mark Tokarik, P.Eng., LL.B., FEC, Deputy Registrar (attended for item#4.9 only)
Jill Arbuthnott, Executive Assistant to Council
Colette Fernandes, Executive Assistant to the Director, Executive and Government Relations

REGRETS: Lisa Doig, P.Eng., MBA, FEC, FGC (Hon.)

GUEST: Shiraz Kanji, P.Eng., FEC, FGC (Hon.), Chair, Honours and Awards Committee (attended for item #7.1 only)

1.0 CALL TO ORDER

The Chair called the meeting to order at 8:31 a.m.

2.0 DECLARATION OF CONFLICT OF INTEREST

Mr. Rhind recused himself from discussion on agenda item #5.5, Nominating Committee Report.

The Chair, Mr. Rhind and Mr. Eynon recused themselves from item #7.1, Honours and Awards Committee Report for item #7.1.1; the President-Elect will Chair that portion of the meeting.

2.1 Council Code of Conduct

2.2 Code of Ethics

3.0 ADOPTION OF MEETING AGENDA

MOTION 16-46

MOVED by Connie Parenteau, and seconded, THAT the November 30, 2016 Council agenda be amended as follows:

5.1.3 – Council Appointments be removed from the agenda.

Number of votes cast: 14
Necessary for adoption: 8
In favour: 14
Opposed: 0
Abstained – 0

MOTION 16-46 – Unanimously adopted.

MOTION 16-47

MOVED by Brad Hayes, and seconded, THAT the November 30, 2016 Council agenda be adopted as amended.

Number of votes cast: 14
Necessary for adoption: 8
In favour: 14
Opposed: 0
Abstained: 0

MOTION 16-47 – Unanimously adopted.

4.0 CONSENT AGENDA

- 4.1 Council Attendance
- 4.2 Council Self-Assessment Survey
- 4.3 President's Report
- 4.4 Interim CEO and Registrar's Report
- 4.5 Engineers Canada Report
- 4.6 Geoscientists Canada Report
- 4.7 Statutory Board Appointments
- 4.8 Policy & Standards Task Force Reinstatement Recommendations
- 4.9 Legislative Review Update

MOTION 16-48

MOVED by Brad Hayes, and seconded, THAT item 4.4 "Interim CEO and Registrar's Report" be lifted from the Consent Agenda.

Number of votes cast: 14
Necessary for adoption: 8
In favour: 14
Opposed: 0
Abstained: 0

MOTION 16-48 Unanimously adopted.

The Interim CEO and the Registrar clarified questions which arose around the passport tool, compliance metrics, enforcement, untouched cases, continuing professional development and appeals referenced in the report.

There was discussion around the request by the University of Alberta to the Government of Alberta to eliminate the current exemption for professionals (engineers, architects, doctors, dentists and lawyers) from collective bargaining.

Since the Government of Alberta has announced that it will review the Alberta Labour Relations Code, it is also highly possible that in that review, they may consider eliminating the current exemption that professional engineers have under that legislation as well.

MOTION 16-49

MOVED by Tim Joseph, and seconded, THAT the remainder of the Consent Agenda for the November 30, 2016 Council meeting be adopted as presented.

Number of votes cast: 14

Necessary for adoption: 8

In favour: 14

Opposed: 0

Abstained: 0

MOTION 16-49 – Unanimously adopted.

5.0 ROUTINE BUSINESS OF COUNCIL

5.1 Executive Committee Report

5.1.1 APEGA/ASET Update (verbal)

The President provided a verbal update regarding the APEGA/ASET relationship and advised that there will be a joint Councils meeting on December 16, 2016.

5.1.2 Engineers Canada Appointments

In addition to a vacancy on the Engineers Canada Board which we currently have, the President reported that Mr. Larry Staples will be stepping down as an Engineers Canada Director for APEGA in May 2017. The Executive is looking for viable candidates who should have a background in governance, an understanding of APEGA and who are discerning and will be able to be look at things from a global perspective.

5.2 Strategy 2017-2019

The strategic plan was presented and discussed. Adjustments to the strategic plan will be made as per the discussion.

MOTION 16-50

MOVED by Connie Parenteau and seconded, THAT Council approve endorsing in principle the content in the Strategic Plan presentation to establish APEGA as a significantly stronger and proactive regulator, and have staff modify the current 2017-2019 Strat Plan to reflect these modifications, for approval at the next Council Meeting.

Number of votes cast: 16

Necessary for adoption:9
In favour: 14
Opposed: 2
Abstained: 0
MOTION 16-50 – Adopted.

5.3 Audit Committee Report

The Audit Committee report was discussed.

5.3.1 2017 Business Plan and Budget

The 2017 business plan and budget were presented and discussed.

MOTION 16-51

MOVED by Darren Hardy, and seconded, THAT Council approve the 2017 Business Plan and Budget presented to Audit Committee on October 31, 2016 and revised on November 15, 2016.

Number of votes cast: 16
Necessary for adoption: 9
In favour: 15
Opposed: 1
Abstained: 0
MOTION 16-51 – Adopted.

MOTION 16-52

MOVED by Tim Joseph, and seconded, Council approve the Member Dues increase endorsed by Audit Committee on November 15th, 2016 of \$36.00, increasing the annual member dues to \$360.00 plus GST (\$378.00 with GST) effective 1 January 2017.

Number of votes cast: 16
Necessary for adoption: 9
In favour: 15
Opposed: 1
Abstained: 0
MOTION 16-52 – Adopted.

MOTION 16-53

MOVED by Tim Joseph, and seconded, THAT Council rescind Motion 00-085 approved in 2000: “That Council approves setting the annual fee for a Permit to Practice at 150% of the dues paid by a professional member” in order to allow APEGA to adopt a new Permit Holder Fee Model.

Number of votes cast: 16
Necessary for adoption; 9
In favour: 16
Opposed: 0

Abstained; 0

MOTION 16-53 – Unanimously adopted.

MOTION 16-54

MOVED by Mahsoo Naderi-Dasoar, and seconded, THAT Council approve the new Permit Holder Fee Model presented on October 31, 2016 and revised on November 15, 2016; this new model will be implemented no earlier than 1 July 2017 and will be reviewed by Council for Business Plan 2018.

Number of votes cast: 16

Necessary for adoption: 9

In favour: 16

Opposed: 0

Abstained: 0

MOTION 16-54 – Unanimously adopted.

MOTION 16-55

MOVED by John Rhind, and seconded, THAT Council approve the revised Member Reinstatement Fee endorsed by Audit Committee on November 15th, 2016 making the Reinstatement Fee equal to 100% of member annual dues effective January 1, 2017.

There was a discussion regarding the imposing of the full reinstatement fee in all cases as it may cause undue hardship for some members who had dropped their membership due to unemployment. The Policy Standards Task Force will be taking on the task of creating a policy for reinstatement fees.

Number of votes cast: 16

Necessary for adoption: 9

In favour: 16

Opposed: 0

Abstained: 0

MOTION 16-55 – Unanimously adopted.

MOTION 16-56

MOVED by Manon Plante, and seconded, THAT Council approve an exception to the Member Dues Reduction Policy [CORP-PL-020] approved by Council June 16, 2016, allowing members to apply for a second year of member dues reduction in the event of unemployment. This exception will only be in effect from January 1, 2017 to December 31, 2017 unless extended by Council.

Number of votes cast: 16

Necessary for adoption: 9

In favour: 16

Opposed: 0

Abstained: 0

MOTION 16-56 – Unanimously adopted.

5.4 Governance Committee Report

The Governance Committee report was discussed.

MOTION 16-57

MOVED by Connie Parenteau, and seconded, Council approve the proposed changes to the sections listed below, and that the revised sections remain in the Engineering and Geoscience Professions General Regulation:

	Current	Proposed	Rationale
1	25(2) The President shall act as the presiding officer at meetings of the Council and at meetings of the Association.	25(2) # The President shall act as the presiding officer at meetings of the Council and at meetings of the Association, in accordance with the Bylaws.	This change acknowledges that the procedures for Council meetings are already detailed in the Bylaws.
2	26(1) The professional members of the Council, other than those mentioned in section 25, must be elected annually by the professional members of the Association.	26(1) # The professional members of the Council, other than those mentioned in section 25, must be elected annually by the professional members of the Association in accordance with the Bylaws	The election of officers and councilors at large will be moved to and detailed in the Bylaws. M.I.T.'s will be able to run for Council and vote.
	Amendment to recommendation	26(1) # There must be an annual election for Council. The professional members of the Council, other than those mentioned in section 25, must be elected annually by the professional members of the Association in accordance with the Bylaws	
3	27(1) Where there is a vacancy in the Council, the remaining members of the Council shall appoint a professional member to fill the vacancy until the next regular election.	27(1) # Where there is a vacancy in the Council, the remaining members of the Council shall appoint a professional member to fill the vacancy until the next regular election in accordance with the Bylaws	Council will also determine through policy on the selection of 'members' when there is a vacancy. E.g. the appointment would reflect that the

			vacancy would be filled by a PM for a PM or MIT for an MIT
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Number of votes cast: 16
Necessary for adoption: 9
In favour: 16
Opposed: 0
Abstained: 0
MOTION 16-57 – Unanimously adopted.

5.4.1 Draft Governance Manual

The Chair of the Governance Committee advised that the Draft Governance Manual is being updated based on feedback from Governance Committee members and will be brought to Council for approval at the January 25, 2017 Special Council meeting.

5.5 Nominating Committee Report

Mr. Rhind recused himself for discussion about the Nominating Committee report.

MOTION 16-58

MOVED by Connie Parenteau, and seconded, THAT in accordance with Bylaw 11, Council validate the nomination of Nima Dorjee and John Rhind for Vice President, as endorsed by the Nominating Committee, for the 2017 APEGA election.

Number of votes cast: 15
Necessary for adoption: 9
In favour: 15
Opposed: 0
Abstained: 0
MOTION 16-58 – Unanimously adopted.

5.6 Policies & Standards Task Force Report

The Chair of the Policies & Standards Task Force presented the report which also referenced the Policy for Management of Practice Standards, Guidelines and Bulletins.

MOTION 16-59

MOVED by Jennifer Enns, and seconded, THAT Council approve the Policy for Management of Practice Standards, Guidelines and Bulletins that is unanimously endorsed by the Policies and Standards Task Force.

Number of votes cast: 16
Necessary for adoption: 9
In favour: 16

Opposed: 0

Abstained: 0

MOTION 16-59 – Unanimously adopted.

6.0 APEGA EDUCATION FOUNDATION MOU

Mr. El Daly, Acting Director of Member Services, provided background on the APEGA Education Foundation Memorandum of Understanding (MOU). It was noted that going forward, starting with the 2018 MOU, the Registrar & CEO should be responsible for signing future MOU's.

MOTION 16-60

MOVED by Connie Parenteau, and seconded, THAT Council approve the Memorandum of Understanding (MOU) between The Association of Professional Engineers and Geoscientists of Alberta (APEGA) & The APEGA Education Foundation (AEF) dated November 2016.

Number of votes cast: 16

Necessary for adoption: 9

In favour: 16

Opposed: 0

Abstained: 0

MOTION 16-60 – Unanimously adopted.

7.0 INTERIM CEO REPORT

7.1 Honours and Awards Committee Report

The Chair, Mr. Rhind, and Mr. Eynon recused themselves from discussions about the Honours and Awards Committee report, item #7.1.1. The Chair of the Honours and Awards Committee spoke to the report.

7.1.1 2017 Summit Award Nominees

7.1.2 Engineers Canada Award Nominees

MOTION 16-61

MOVED by Connie Parenteau, and seconded, THAT Council approve the recommendations of the Honours and Awards Committee for the 2017 recipients of the APEGA Summit Awards.

Number of votes cast: 12

Necessary for adoption: 7

In favour: 12

Opposed: 0

Abstained: 0

MOTION 16-61 – Unanimously adopted.

MOTION 16-62

MOVED by Jeff DiBattista, and seconded, THAT Council approve the recommendations of the Honours and Awards Committee for the 2018 nominees of the Engineers Canada Awards.

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

MOTION 16-62 – Unanimously adopted.

7.2 Emerging Issues (In-Camera)

There was an in-camera session.

7.3 Registrar's Verbal Update (In-Camera)

There was an in-camera session.

8.0 GENERATIVE DISCUSSION

8.1 Member & Permit Holders Dues Increase Communication Plan

Council members discussed the proposed communication plan around Member and Permit Holder dues increases as presented by the Director Communications.

9.0 IN-CAMERA DISCUSSION (Council Only)

10.0 IN-CAMERA (Council + Interim CEO and Registrar Only)

11.0 IN-CAMERA SUMMARY

Council came out of the In-Camera discussion with an amendment to motion 16-26 from the June 16, 2016 Council meeting.

MOTION 16-63

MOVED by Jeff DiBattista, and seconded, THAT Council amend Motion 16-26 approved at the June 16, 2016 Council meeting to read “. . . be appointed to and form the Council Minutes Review Committee”.

In future, Council minutes will be added to the Consent Agenda, with a link, for final approval by Council.

Number of votes cast: 16
Necessary for adoption: 9
In favour: 16
Opposed: 0
Abstained: 0
[MOTION 16-63](#) – Unanimously adopted.

12.0 ADJOURNMENT

Meeting adjourned at 4:32 p.m.