

Minutes of a meeting of the council of Engineers Geoscientists Manitoba held on Thursday, May 18, 2017 in the Association premises at 870 Pembina Hwy, Winnipeg, Manitoba, R3M 2M7.

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PRESENT: Lindsay Melvin, presiding; James Blatz; Ruth Eden; Jonathan Epp; Janet Gauthier (via teleconference); John Guenther; Sarantos Matheos; Lesley McFarlane; Don Spangelo; Chris Trenholm

ALSO PRESENT: Grant Koropatnick; Fiona Hillier; Ganpat Lodha; Richard Stringham

REGRETS: Doug Bell; Jay Doering; Neil Klassen; Dave Owens

OBSERVERS: Mike Gregoire; Sharon Sankar; Scott Sarna; David Grant, Dave Ennis

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**17.03.1 CALL TO ORDER AND INTRODUCTIONS**

President Melvin called the meeting to order at 12:30 p.m.

**17.03.2 TRADITIONAL TERRITORIES ACKNOWLEDGEMENT**

President Melvin read the statement acknowledging the traditional lands on which Engineers Geoscientists Manitoba sits and to recognize Engineers Geoscientists Manitoba's commitment to Indigenous peoples and communities.

**17.03.3 CONFLICT OF INTEREST DECLARATION**

No perceived conflicts of interest were declared. Council was reminded that a conflict of interest can be declared at any time during the meeting.

**17.03.4 HEALTH AND SAFETY MOMENT**

Roof top maintenance happening this week; sorry for any inconvenience. Watch out for cyclists and pedestrians.

**17.03.5 EVALUATION OF THE PREVIOUS COUNCIL MEETING**

President Melvin noted that an in-camera session will be included as a standard item on the agenda.

President Melvin remarked that the June agenda will be full and suggested beginning the meeting at 11:00 a.m. Hearing no objections, the June 22<sup>nd</sup> meeting will begin at 11:00 a.m.

Council was reminded to provide items two weeks prior to the meeting so they can be uploaded onto the agenda a week before the meeting.

### **17.03.6 ADOPTION OF AGENDA**

It was MOVED by Lesley McFarlane and SECONDED by Don Spangelo that the agenda of the Council meeting be approved.

CARRIED

### **17.03.7 MINUTES OF THE COUNCIL MEETING OF March 16, 2017**

It was MOVED by Jonathan and SECONDED by Ruth that the minutes of the Council meeting of March 16, 2017 be approved.

#### **Amendment to the minutes:**

In item 17.02.16 – change “reactivate” to “continue”

CARRIED

The minutes were adopted as amended.

### OWNERSHIP LINKAGE

#### **17.03.8 01. CHAIR'S REPORT - President Lindsay Melvin, PEng, FEC**

President Melvin noted the following Ownership opportunities that occurred since the March Council meeting;

- March 21 – Iron Ring at the University of Manitoba with 271 candidates and over 900 guests in attendance.
- March 22 – ENGAP Graduation Dinner
- March 23 – ACEC-Manitoba 640 event where speakers present 20 power point slides, 20 seconds per slide, for total time of 6 minutes and 40 seconds
- March 23 - Interviewed by CBC’s investigative reporter on some of the discipline process of the Association.
- March 29 – Meeting with the APEGM Foundation. Council was represented by Vice President Epp, James Blatz and Jay Doering.
- Met with the Chair of the Audit Committee
- April 10 – Past President's meeting, which was attended by a number of Councillors as well as Past Presidents.
- April 12 – Special Meeting which appeared to be a great engagement opportunity for Council and Members.
- April 18 – ACEC-Manitoba Awards Dinner.
- April 20 – 22 – PEO Annual General Meeting and Awards for the Order of Honour. Current priorities include lobbying their Provincial Government on an industrial exception to engineering, and their PEAK program.
- April 26 – 28 – APEGA Professional Development Seminar, Summit Awards and Annual Meeting. The top issue in Alberta is ASET’s P-

Tech designation (The Association of Science and Engineering Technology Professionals of Alberta).

- May – two MLA info sessions leading up to tonight's reception.
- May 3 – YMCA/YWCA Women of Distinction Award Gala.
- May 4-6 – APEGS Professional Development Seminar and Annual Meeting. A key issue is they are one of 5 regulators in Canada who does not have mandatory CPD reporting.
- May 5 – MCWESTT Conference attended by Past President, Lesley McFarlane.
- May 8 – Soirée de l'excellence en génie, as part of the 2017 Annual Conference of the Ordre des ingénieurs du Québec (OIQ).
- May 17 – ACEC-Manitoba AGM. The top concern of the Consulting Sector is the Executive Limitation Act

### CONSENT AGENDA

**17.03.9** Council approved the Consent Agenda items with the adoption of the agenda.

#### **C1. APPLICATIONS APPROVED BY THE REGISTRATION COMMITTEE**

Council received a list of applications approved by the Registration Committee between March 1, 2017 and April 30, 2017

#### **C2. 2018 OWNERSHIP LINKAGE PLAN**

#### **C3. MINUTES OF THE SPECIAL MEETING OF THE ASSOCIATION APRIL 12, 2017**

#### **C4. MANUAL OF ADMISSIONS UPDATE FOR MAY 18, 2017**

#### **C5. APPOINTMENT TO THE CCC**

### COUNCIL EDUCATION

#### **17.03.10 D1. POLICY GOVERNANCE AND SPECIAL MEETING TOPICS**

Council was provided with the April 12, 2017 Special Meeting Presentation slides and member profile.

Council noted that the feedback from members was great. One item of note was the recommendation to use different legal counsel for the By-Law rewrite.

**17.03.11 D2. INTERPRETING PARENT ENDS**

President Melvin and Vice-President Epp provided some background information and spoke of the discussion the Executive Committee had with Richard Stringham.

**17.03.12 D3. PHRASING EXECUTIVE LIMITATIONS**

**17.03.13 D4. CPA FINANCIAL LITERACY COURSE**

President Melvin encouraged Council to sign up.

**17.03.14 D5. INDIGENOUS CULTURE**

Grant provided some background and a request for the full document was made.

ENDS

**17.03.15 E1. ENDS ADOPTION**

It was noted that Council plans to complete the prioritization of relative worth exercise at the 2017 Council Retreat.

It was MOVED by Jonathan Epp and SECONDED by Ruth Eden that Council adopt the Ends as presented.

CARRIED

GOVERNANCE

**17.03.16 G1. GP-10 COUNCILLOR CODE OF CONDUCT**

Council referred to a Decision Background memo from Lesley McFarlane dated May 18, 2017.

To clarify that council members' confidentiality obligations survive the end of their term, Council is putting forward this motion.

It was MOVED by Lesley McFarlane and SECONDED by Chris Trenholm that Council approves that GP10 Paragraph 7 be amended to add the phrases:

*Council members must maintain the confidentiality of deliberations, exchanges and discussions, even after the end of their term. Council members shall maintain this duty of confidentiality unless authorized to reveal confidential information by a court of justice or a person in authority at a professional regulator.*

CARRIED

**17.03.17 G2. ENGINEERING AND TECHNOLOGY IN MANITOBA**

Council referred to a Decision Background memo from Grant Koropatnick dated May 18, 2017.

It was noted that this an important conversation that needs to happen but it was suggested that Council be cautious, based on what is currently occurring in Alberta.

It was MOVED by James Blatz and SECONDED by Jonathan Epp that Council authorizes the president to contact the president of CTTAM to initiate formal talks on the future of engineering and technology in Manitoba.

CARRIED

**17.03.18 G3. ENGINEERS CANADA DIRECTOR**

Council referred to a Decision Background memo from Grant Koropatnick dated May 18, 2017.

It was MOVED by Lesley McFarlane and SECONDED by James Blatz that Council approves the extension of Dr. Digvir Jayas, PEng, FEC in the position of Engineers Canada Manitoba Director for one year until June 1, 2018.

CARRIED

**17.03.19 G4. NOMINATING COMMITTEE UPDATE**

Council referred to a Decision Background memo from Lesley McFarlane dated May 18, 2017.

Past President McFarlane informed Council that the Nominating Committee obtained legal counsel to confirm the number of vacancies. It was also noted that the number was based on the Act and By-Laws and not the number leaving Council.

It was MOVED by Lesley McFarlane and SECONDED by John Guenther that Council asks the Nominating Committee to recommend and proceed in securing their recommended number of candidates to be nominated by the Nominating Committee for the following Council vacancies: 2 Professional Engineers, 1 Professional Geoscientist, 1 Intern.

CARRIED

**17.03.20 G5. RESOLUTION #1 FROM 2016 AGM - ENGINEERS GEOSCIENTISTS MANITOBA IN THE COMMUNITY REPORT**

Council referred to a Decision Background memo from Lindsay Melvin dated May 18, 2017.

It was MOVED by John Guenther and SECONDED by Ruth Eden that the Report, Engineers Geoscientists Manitoba in the Community, be published on the Association's website with the indication that report is Council's response to Resolution #1 from the 2016 AGM, and that the report will be published annually in the future.

CARRIED

**17.03.21 G6. AFI LIAISON FOLLOW UP REPORT**

Council referred to a Decision Background memo from Jonathan Epp dated May 18, 2017.

It was MOVED by James Blatz and SECONDED by Jonathan Epp that Council accepts the AFI Liaison Follow Up Report with the understanding that the CEO will continue to support the AFI's request as indicated in the report.

CARRIED

**17.03.22 G7. IN CAMERA SESSION**

It was MOVED by Don Spangelo and SECONDED by Chris Trenholm to go in camera due to a conflict of interest or a perceived conflict of interest.

CARRIED

At 1:40 p.m. Council went "In Camera"

At 2:27 p.m. Council came "Out of Camera" and took a break

At 2:40 p.m. Council returned from break

### **17.03.23 G8. REVIEW OF OUTSTANDING ACTION ITEMS LIST**

Council considered a memo from Grant Koropatnick dated May 18, 2017 and the cumulative outstanding action list from Council meetings after December 8, 2016.

- Ownership Linkage Committee – in progress
- GP-10 Mediation Process Task Group – in progress
- 14.03 Appeal Panel – in progress
- 16.01 Appeal Panel – in progress
- 16.02 Appeal Panel – in progress
- By-law Task Group – in progress
- Chapter Constitution Task Group – in progress
- GP-15 Non-compliance – in progress
- GP-8.1 Proposed amendments – in progress
- GP-7 Council Committee Principles – in progress
- GP-8.3 Opportunities for improvement – in progress, Councillor Trenholm to propose new wording for the June meeting
- GP-8.5 Opportunities for improvement – in progress

### **17.03.24 G9. PLANNING AGENDA FOR THE NEXT MEETING**

Council considered a memo from Grant Koropatnick dated May 18, 2017 and the proposed agenda for the next Council meeting on June 22, 2017.

Monitoring reports will be prepared for:

EL-3 Financial Planning & Budgeting – Koropatnick  
EL-3.1 Financial Condition & Activities – Koropatnick  
EL-4 Asset Protection & Risk Management – Koropatnick

Councillors have been assigned to complete a monitoring report on the following:

GP-8.6 National Liaison Committee – Bell  
GP-8.7 Ownership Linkage Committee – Klassen  
GP-8.10 Continuing Competency Committee – Blatz  
GP-16 Council Planning Cycle and Agenda Control – Trenholm

President Melvin reviewed the concept of policy guardians which was discussed in the Governance Workshop that morning. At the beginning of the Council year, each policy would be assigned a Council guardian for the entire Council year.

President Melvin reminded Council that the June 22<sup>nd</sup> meeting will begin at 11:00 a.m.

EXECUTIVE LIMITATIONS AND ENDS

**17.03.25 M1. E-3 UNQUALIFIED PERSONS DO NOT PRACTICE**

Review of monitoring report E-3 by Grant Koropatnick dated May 18, 2017

Grant provided some back ground information.

It was MOVED by James Blatz and SECONDED by Jonathan Epp that council has assessed the monitoring report for E-3 and determined that the report demonstrates compliance with the reasonable interpretation of the Council's policy

CARRIED

**17.03.26 M2. EL-2 TREATMENT OF STAFF**

Review of monitoring report EL-2 by Grant Koropatnick dated May 18, 2017

It was MOVED by Jonathan Epp and SECONDED by Ruth Eden that council has assessed the monitoring report for EL-2 and determined that the report demonstrates compliance with the reasonable interpretation of the Council's policy.

CARRIED

**17.03.27 M3. EL-5 INTERACTIONS WITH MEMBERS**

Review of monitoring report EL-5 by Grant Koropatnick dated May 18, 2017

It was MOVED by Ruth Eden and SECONDED by Sarantos Mattheos that council has assessed the monitoring report for EL-5 and determined that the report demonstrates compliance with the reasonable interpretation of the Council's policy.

CARRIED

COUNCIL PERFORMANCE

**17.03. 28 P1. GP-3 COUNCIL ROLE AND JOB DESCRIPTION – MCFARLANE**

Monitoring report by Councillor McFarlane dated May 18, 2017

Hearing no objections, the report was accepted as presented.



It was MOVED by Lesley McFarlane and SECONDED by John Guenther that Council add to its annual schedule of monitoring reports, a single monitoring report for all five of the CE Policies, CE-1 through CE-5.

CARRIED

**17.03.29 P2. GP-8.1 NOMINATING COMMITTEE – MATTHEOS**

Monitoring report by Councillor Mattheos dated May 18, 2017 (held over from January 19, 2017)

Hearing no objections, the report was accepted as presented.

President Melvin asked if there was anything that needed to be addressed to improve the application of the policy. Past President McFarlane noted that the Nominating Committee wanted more definition on items that are left open for interpretation (i.e. how many candidates should be on the slate per vacancy).

It was suggested that Past President McFarlane provide more clarity in the annual report which will assist next year's committee.

**17.03.30 P3. GP-8.9 REGISTRATION COMMITTEE – EDEN**

Monitoring report by Councillor Eden – deferred to June meeting

**17.03.31 P4. GP-8.11 AUDIT COMMITTEE – SPANGELO**

Monitoring report by Councillor Spangelo dated May 18, 2017

Hearing no objections, the report was accepted as presented.

President Melvin asked if there was anything that needed to be addressed to improve the application of the policy. It was noted that in the future this policy will be assigned to Council's liaison with the Audit Committee and that the Audit Committee will prepare the report. It was suggested that the report follow the Terms of Reference.

Councillor Blatz noted that the Audit Committee will be making a recommendation to Council that the committee prepare the reports on two ELs because they involve direct evidence measurements.

It was suggested that the Audit Committee take on GP-9 – Council and Committee Expenses

It was noted that the President will share the report with the Audit Committee Chair and ask the Chair to provide a response.

**17.03.32 P5. GP-9 COUNCIL & COMMITTEE EXPENSES – GUENTHER**

Monitoring report by Councillor Guenther dated May 18, 2017

Hearing no objections, the report was accepted as presented.

President Melvin asked if there was anything that needed to be addressed to improve the application of the policy. It was suggested that a reference to a documented mileage compensation rate should be included in this policy. Councillor Guenther to work on the proposed wording.

**17.03.33 P6. GP-12 COST OF GOVERNANCE – OWENS**

Monitoring report by Councillor Owens dated May 18, 2017

Hearing no objections, the report was accepted as presented.

President Melvin asked if there was anything that needed to be addressed to improve the application of the policy. It was noted that the wording of the policy could be more positive.

EXECUTIVE LIMITATIONS

None

COUNCIL-CEO RELATIONSHIP

None

INFORMATION ITEMS

**17.03.34** Council received the following information items:

- N1.** Membership statistics as at April 30, 2017
  - N2.** Financial Statement - March 31, 2017
  - N3.** Audit Committee minutes from March 23, 2017 meeting
  - N4.** Engineers Canada National Survey on Public Perception of Engineering
  - N5.** Geoscientists Canada Director's Report
  - N6.** Green vs Law Society of Manitoba
  - N7.** Lum vs Alberta Dental Association
  - N8.** UMES Financial Report to Council
  - N9.** Current Liabilities Memo - Sent on email March 20, 2017
  - N10.** By-Law Task Group Verbal Update – Don Spangelo
- Slides from the Member Engagement Session held April 19, 2017
- Skeleton for By-Law 17
- Reasons to Maintain the Task Group Model
- Principles to be Addressed when Changing By-Law 17 (to be used as a framework for the full rewrite) – given to legal counsel
- Proposed Change to By-Law 9.2

- N11.** Dorn vs Engineers Geoscientists Manitoba – Notice of Appeal
- N12.** Appointment of Dr. Jonathan Beddoes, Dean, Faculty of Architecture
- N13.** Licensee Update – 30 applicants
- N14.** Appointment of Jay Nagendran, CEO, APEGA
- N15.** YMCA-YWCA Women of Distinction Presentation
- N16.** Resignation of K Kopynsky from DC

### SELF-EVALUATION

- 17.03.35** President Melvin asked everyone to complete the evaluation form and did a quick round table on today's meeting.
- Comments included; good meeting, good time management and preparation. Send proposed wording for motions ahead of time. A self-monitoring template for our council will be considered by the President after discussion with the governance coach

### NICE TO KNOW ITEMS

- 17.03.36** **F1.** Making Links Golf Classic 2017 - Councillor Invitation  
**F2.** Red River College Thank you letter  
**F3.** Supporting Sustainable Schools

**17.03.37** **ADJOURNMENT**

The meeting adjourned at 3:56 p.m.

The next meeting of Council will be held at 11:00 a.m., Thursday, June 22, 2017.

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Lindsay Melvin, M.Sc., MBA, P.Eng., FEC  
President

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Grant Koropatnick, P.Eng. FEC  
CEO & Registrar