

Minutes of the council meeting of Engineers Geoscientists Manitoba held on Thursday, June 22, 2017 in the Association premises at 870 Pembina Hwy, Winnipeg, MB, R3M 2M7.

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**PRESENT:** Lindsay Melvin, presiding; Doug Bell; Jay Doering; Ruth Eden; Janet Gauthier (via teleconference); Jonathan Epp; John Guenther; Neil Klassen; Lesley McFarlane; Don Spangelo; Chris Trenholm

**ALSO PRESENT:** Grant Koropatnick; Fiona Hillier; Ganpat Lodha; Ximena Munoz

**REGRETS:** James Blatz; Sarantos Mattheos; Dave Owens, Digvir Jayas

**OBSERVERS:** Mike Gregoire; Angela Moore; Sharon Sankar; Scott Sarna; Ian Wiebe; David Grant, Dave Ennis

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**17.04.1 CALL TO ORDER AND INTRODUCTIONS**

President Melvin called the meeting to order at 11:06 a.m.

**17.04.2 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.

**17.04.3 CONFLICT OF INTEREST DECLARATION**

No conflicts were declared. President Melvin reminded councillors that a conflict can be declared at any point of the meeting.

**17.04.4 HEALTH AND SAFETY MOMENT**

It was noted that there are more cyclists and pedestrians on the road, so please be aware. It was also suggested while on vacation to be aware of the fire exits in hotels.

**17.04.5 EVALUATION OF THE PREVIOUS COUNCIL MEETING**

President Melvin noted that there will be a "round table" opportunity for comments at the end of the meeting.

President Melvin thanked councillors for coming in earlier for today's meeting.

**17.04.6 ADOPTION OF AGENDA**

It was MOVED by Jay Doering and SECONDED by Doug Bell that the agenda of the Council meeting be approved.

CARRIED

**17.04.7 MINUTES OF THE COUNCIL MEETING OF May 18, 2017**

It was MOVED by Ruth Eden and SECONDED by John Guenther that the minutes of the Council meeting of May 18, 2017 be approved.

CARRIED

OWNERSHIP LINKAGE

**17.04.8 O1. OWNERSHIP LINKAGE PRESENTATION – Ximena Munoz, Manitoba Fairness Commissioner.**

At 11:10 a.m. President Melvin introduced and welcomed Ximena Munoz.

Ximena thanked Engineers Geoscientists Manitoba for the invitation and provided some background to the Fair Registration Practices Act passed in 2009; which called for regulated professions to have fair practices for assessing internationally earned qualifications.

She complimented Engineers Geoscientists Manitoba for being a very progressive regulator; following many “best practices.” Some examples of the Association’s procedural fairness included the acceptance of alternative documentation, different pathways to determining academic qualifications and the reconsideration review policy utilized by the Academic Review Committee.

11:14 a.m. J. Epp joined the meeting.

The Fairness Commissioner noted that a challenge facing some applicants with internationally earned degrees is the time it takes to finish the licencing requirements. She claimed 59% of international applicants who applied between 2011 and 2015 were still in the process of completing the requirements. Some applicants are required to return to study which can be timely and costly. Therefore the question presented to Council was how can applicants prove their academic qualification in other ways that does not involve exams or going back to class?

The floor was opened to questions and comments from the councillors.

At 11:40 a.m. President Melvin thanked Ximena for her presentation. The Fairness Commissioner left the meeting.

**17.04.9 O2. CHAIR'S REPORT - President Lindsay Melvin, PEng, FEC**

President Melvin reported on some of the meetings and events that she had recently attended:

- May 24-27 Engineers Canada Annual Meeting in St. John's.
- June 2-3 Geoscientists Canada Annual Meeting in Yellowknife.
- Annual MLA Reception.
- June 13<sup>th</sup> AGM for the MAA - Manitoba Association of Architects.
- June 15<sup>th</sup> Making Links Engineering Classic Golf tournament.
- June 20<sup>th</sup> New Members Luncheon.

Council broke for lunch at 12:05 p.m.

12:30 p.m. L. McFarlane joined the meeting.

Council returned from lunch at 12:39 p.m.

CONSENT AGENDA

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

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

**C2. MINUTES OF THE “IN CAMERA” SESSION OF May 18, 2017**

**C3. VOTING PROCEDURES – UPDATED DOCUMENT**

**C4. MANUAL OF ADMISSIONS UPDATE**

COUNCIL EDUCATION

**17.04.11 D1. GOVERNANCE POLICY MONITORING**

President Melvin noted the new governance policy monitoring template in the online agenda and proposed that it be used starting in September. Future reports will be pre-formatted with the policy for ease of use.

The discussion questions for reviewing governance policy monitoring reports will be added to Council Quick Links box.

**17.04.12 D2. GOVERNANCE ACTION PLAN**

President Melvin noted that Council’s existing practice is to look at the policy after it’s been monitored to determine if it needs to be revised. If so, a task group is created and the item is added to the Action Item list. Hearing no objections, Council agreed to continue this practice.

**17.04.13 D3. JUNE 1, 2017 FINANCIAL LITERACY TRAINING**

Councillor Eden provided a brief overview of the training session she attended. Ruth noted that while it was a good refresher many of the attendees were from charities and churches so most of the discussion didn’t pertain to our Association.

Council agreed that there should be some form of financial literacy training at the retreat which could be geared more towards the Association.

**17.04.14 D4. WHAT CAN YOU SEE? THE ANALOGY OF AN ICEBERG**

President Melvin spoke to the analogy of an iceberg and how it is useful for describing and understanding organizational culture and human dynamics.

ENDS None

GOVERNANCE

**17.04.15 G1. 2017-2018 OPERATING BUDGET**

Council referred to a Decision Background memo from Grant Koropatnick dated June 22, 2017.

It was MOVED by Jay Doering and SECONDED by Neil Klassen that Council approves the 2017-18 operating budget as presented.

Grant introduced the Management Team and provided a brief presentation on the proposed operating budget.

Council asked about the projected deficit. Grant referred to the historical trend and future spending graph and noted that last year Council approved a projected deficit at the start, but by year-end a surplus was realized. The same plan (and result) is proposed for the upcoming fiscal year.

It was noted that there were many contingencies built into each expense line for safe-guarding against risk but resulted in a planned deficit at the outset of the fiscal year. A discussion took place on past predictions of spending and what options might be practical to implement in the short term in order to achieve a balanced budget from the start.

Other points of discussion included:

- The revised Ends did not generate any new costs. The “relative worth” part of the trilogy (what benefits, for whom at what relative worth) still needs to be done.
- The basic funding model that keeps the Association ahead of the annual rate of inflation.
- Ongoing annual expenses versus one-time costs.

It was noted that the projected deficit is comprised of two items: (1) an ultra-conservative estimate of investment revenue attempting to account for market uncertainty and (2) the unpredictable cost of legal fees. Discussion on how the legal fees were estimated took place.

1:35 p.m. J. Gauthier joined the meeting (via teleconference)

I. Wiebe, Manager of Finance noted that the expense portion of the budget is realistic while the revenues are very conservative; largely due to the constraints put on the CEO in the Executive Limitations.

It was MOVED by Jay Doering and SECONDED by Jonathan Epp to go In Camera.

CARRIED

President Melvin noted that agenda items (G7, G8 & G9) were to be discussed during the In Camera session.

At 1:50 p.m. Council went In Camera without staff.

At 3:25 p.m. Council came out of Camera and took a break.

At 3:41 p.m. Council returned from break.

President Melvin announced three decisions from the In Camera session regarding agenda item G1. 2017-2018 Operating Budget:

- Motion tabled;
- CEO to prepare a balanced budget by June 30, 2017 for Council's consideration;
- CEO to prepare a 5 year business plan for Council's consideration.

## **17.04.16 G2. 2017 BY-LAW PROPOSALS**

Don Spangelo spoke to the two By-law proposals by Council.

Director of Professional Standards Mike Gregoire was invited to speak to the proposed changes to By-Law 17.

It was MOVED by Don Spangelo and SECONDED by Jay Doering that Council approve the By-law 17 proposal from Council with the changes that are marked here.

CARRIED

4:00 p.m. R. Eden left the meeting

It was MOVED by Jonathan Epp and SECONDED by Neil Klassen that Council approve the By-law 9.2.9 proposal from Council.

CARRIED

In summary, it was noted by Don that there was a second By-law 17 proposal from the membership which was included for information.

At 4:06 p.m. Council agreed to move onto the monitoring reports and then back to the governance section as time permits.

#### EXECUTIVE LIMITATIONS AND ENDS

##### **17.04.26 M1. EL-3 FINANCIAL PLANNING & BUDGETING**

Review of monitoring report EL-3 by Grant Koropatnick dated June 22, 2017

It was MOVED by Jonathan Epp and SECONDED by Neil Klassen that council has assessed the report and determined that the report demonstrates compliance with the reasonable interpretation of the Council's policy.

CARRIED

It was suggested by Jonathan Epp that in the future the monitoring of this report could be added to the terms of reference for the Finance Committee.

##### **17.04.27 M2. EL-3.1 FINANCIAL CONDITION**

Review of monitoring report EL-3.1 by Grant Koropatnick dated June 22, 2017

It was MOVED by Jonathan Epp and SECONDED by Doug Bell that council has assessed the report and determined that the report demonstrates compliance with the reasonable interpretation of the Council's policy.

COUNCIL PERFORMANCE

**17.04.28 P1. GP-8.6 NATIONAL LIAISON COMMITTEE - BELL**

Monitoring report deferred to September 21<sup>st</sup> Council meeting.

**17.04.29 P2. GP-8.7 OWNERSHIP LINKAGE COMMITTEE - KLASSEN**

Monitoring Report by Councillor Klassen dated June 22, 2017

Hearing no objections, the report was accepted as presented.

**17.04.30 P3. GP-8.9 REGISTRATION COMMITTEE - EDEN**

Monitoring Report by Councillor Eden dated June 22, 2017 (deferred from May 18, 2017).

It was noted that this was the first attempt using the new template.

President Melvin noted there were some suggestions to improve the application of the policy. It should be verified if the intern list is an Act requirement before removing it from policy. Grant and Ruth to follow-up.

Hearing no objections, the report was accepted as presented.

**17.04.31 P4. GP-8.10 CONTINUING COMPETENCY COMMITTEE - BLATZ**

Monitoring report deferred to September 21<sup>st</sup> Council meeting.

**17.04.32 P5. GP-16 COUNCIL PLANNING CYCLE & AGENDA CONTROL - TRENHOLM**

Monitoring Report by Councillor Trenholm dated June 22, 2017

Hearing no objections, the report was accepted as presented.

At 4:15 p.m. Council moved back to the governance section of the agenda.

**17.04.17 G3. REPEATING PIRC TERMS OF REFERENCE IN POLICY**

Council referred to a Decision Background memo from Jonathan Epp dated June 22, 2017

It was MOVED by Jonathan Epp and SECONDED by Jay Doering that Council repeat the wording of the PIRC Terms of Reference, as approved by Council on June 12, 2013, in policy GP-8.12 Public Interest Review Committee, so that it is located with the other Terms of Reference.

CARRIED

**17.04.18 G4. GP-15 COUNCIL LINKAGES MONITORING FOLLOW-UP**

Council referred to a Decision Background memo from Jonathan Epp dated June 22, 2017

It was MOVED by Jonathan Epp and SECONDED by Lesley McFarlane that Council cross reference GP-15 and GP-8.7 Clause 1.2 as follows:

New Wording of GP-15:

The Council shall identify other entities through the Ownership Linkage Committee (see GP-8.7 1.2) with which it requires good working relationships in order to share and enhance its role as “owner representative” in determining the most appropriate Ends. It will establish mechanisms for maintaining open communication with these organizations

New Wording of GP-8.7 1.2:

List of contacts and methodologies for each target group (as per GP-15). Reviewed on an annual basis.

CARRIED

It was MOVED by Jonathan Epp and SECONDED by Lesley McFarlane that Council modify GP-15 3.2 as follows:

New Wording:

Appointees shall be kept informed of current Council policies that might affect deliberations of the Committee. Any representations made on behalf of the Council shall adhere to Council policies. Any issues requiring the statement of a new policy position on the part of the Council shall be brought to the Council for decision. Appointees shall provide a report to Council annually on their work as Appointee.

CARRIED



It was MOVED by Jonathan Epp and SECONDED by Chris Trenholm that Council move GP-15(4) to GP-8.7 as follows:

New wording of GP-8.7 1.4 (new clause):

1.4 Annual consideration of the merits of membership in other organizations. This consideration shall include, but not be limited to:

1.4.1. The degree to which participation in the organization will further the mission and ends of the Association.

1.4.2. The benefits to the Association of membership compared to the cost of membership.

1.4.3. The ability of the Association to influence the direction of the organization in a manner commensurate with the Association's contribution.

CARRIED

It was MOVED by Jonathan Epp and SECONDED by Neil Klassen that Council add the sub-clause (4) to GP-15 as follows:

4. APEGM Foundation Inc.

4.1 The APEGM Foundation Inc. (the Foundation) is, by law, a separate legal and financial entity from the Association. Council shall maintain independence from the Foundation. Council shall not attempt to influence or direct the Foundation.

4.2 Council may appoint a Councillor to the position of Foundation Liaison. The Foundation Liaison shall not:

4.2.1 Be a Director of the Foundation

4.2.2 Vote at meetings of the Foundation

4.2.3 Use their role for any purpose other than the relaying of information between Council and the Foundation

CARRIED

**17.04.19 G5. CONSENT VS. REQUIRED APPROVALS AGENDA SECTIONS**

Council referred to a Decision Background memo from Jonathan Epp dated June 22, 2017

It was MOVED by Jonathan Epp and SECONDED by Chris Trenholm that Council reword GP-16.3 to refer to "Required Approvals Agenda Items" as follows:

New Wording:

Throughout the year, the Council will attend to Required Approvals Agenda Items as expeditiously as possible. When a Required Approvals Agenda Item is brought to the Council, deliberation, if any, will only be in regard to whether or not the CEO's decision complies with relevant Council policies.

CARRIED

**17.04.20 G6. GP-9 COUNCIL AND COMMITTEE EXPENSES – UPDATE**

Council referred to a Decision Background memo from John Guenther dated June 22, 2017

It was MOVED by John Guenther and SECONDED by Jonathan Epp that Council approves amending GP-9(3) that Engineers Geoscientists Manitoba provide mileage, lodging and meal reimbursement to Lay and Elected Councillors at the rates outlined in the latest Canada Revenue Agency (CRA) guideline, as published on their website for the current taxation year. Nothing in this motion prevents the Councillors from presenting reasonable expenses for any mileage, lodging and meal costs while conducting Engineers Geoscientists Manitoba or Council business.

CARRIED

**17.04.24 G10. REVIEW OF OUTSTANDING ACTION ITEMS LIST**

Council considered a memo from Grant Koropatnick dated June 22, 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 – (September)
- 14.03 Appeal Panel – Complete
- 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 – Complete
- GP-8.1 Proposed amendments – In progress
- GP-7 Council Committee Principles – In progress
- GP-8.3 Opportunities for improvement – (September)
- GP-8.5 Opportunities for improvement – Complete
- GP-9 Opportunities for improvement – Complete

To be added: GP-8.9 Opportunities for improvement (Ruth and Grant)

**17.04.25 G11. PLANNING AGENDA FOR THE NEXT MEETING**

Council considered a memo from Grant Koropatnick dated June 22, 2017 and the proposed agenda for the next Council meeting on **September 21, 2017**.

Monitoring reports will be prepared for:

EL-3.1 Financial Condition – Grant Koropatnick

EL-9 Emergency Executive Succession – Grant Koropatnick

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

GP-4 President's Role and Job Description – Doering

GP-5 Vice-President's Role and Job Description – Gauthier

GP-10 Code of Conduct – Epp

GP-11 Conflict of Interest – Mattheos

**EXECUTIVE LIMITATIONS**

*None*

**COUNCIL-CEO RELATIONSHIP**

*None*

**INFORMATION ITEMS**

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

**N1.** Membership Statistics as at May 31, 2017

**N2.** Financial Statement as at April 30, 2017

**N3.** Audit Committee Minutes from May 16, 2017 Meeting

**N4.** Manitoba Director's Report - Engineers Canada

**N5.** Manitoba Director's Report - Geoscientists Canada Post AGM Briefing Note; Geoscientists Canada AGM – Yellowknife, NT

**N6.** Certificate of Authorizations on the Rise

**N7.** Government Relations Update For Council

**N8.** CCC Chair's Report

**N9.** 14.03 Appeal Panel Decision

4:31 p.m. J. Doering left the meeting

## SELF-EVALUATION

- 17.04.34** President Melvin opened the round table discussion on today's meeting by asking Council what they liked about the meeting and what one improvement they could suggest for next time. Many agreed that while it was a heavy agenda there was an efficient use of time with good discussion. It was suggested that any agenda items that are modified after being uploaded are flagged as being changed. It was also suggested that the June meeting be scheduled earlier so a second meeting, if required could be added before the end of June.

## NICE TO KNOW ITEMS

- 17.04.35** **F1.** Thank-you from the Bison Regional Science Fair  
**F2.** Council photos on the website  
**F3.** Stelio Mattheos – 2017 NHL Draft

## **17.04.36** ADJOURNMENT

The meeting adjourned at 4:53 p.m.

The next meeting of Council will be held at 12:30 p.m., Thursday, September 21, 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