

Minutes of a meeting of the Council of Engineers Geoscientists Manitoba held on Thursday, September 21, 2017 in the Association premises at 870 Pembina Hwy, Winnipeg, Manitoba, R3M 2M7.

PRESENT: Lindsay Melvin, presiding; James Blatz; Jay Doering; Ruth Eden; Jonathan Epp; John Guenther; Neil Klassen; Lesley McFarlane; Sarantos Mattheos; Don Spangelo; Chris Trenholm

ALSO PRESENT: Grant Koropatnick; Fiona Hillier; Ganpat Lodha; UMES Executive; Hunter Loewen, Katie Moist, Rhianna Holter-Ferguson, Zack Grossart, Chelsea Ganaden; Brandon University Geology Student Council Executive; Alec Fischer, Brayden Cuthbert

REGRETS: Doug Bell; Janet Gauthier; Dave Owens; Digvir Jayas;

OBSERVERS: Mike Gregoire; Angela Moore; Sharon Sankar; Scott Sarna; David Grant; Dick Johnson; Roger Ludwick;

17.06.1 CALL TO ORDER AND INTRODUCTIONS

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

17.06.2 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.

17.06.3 CONFLICT OF INTEREST DECLARATION

President Melvin asked councillors if there were any conflict of interest to declare. Hearing none, Council was reminded that a declaration can be brought up at any time during the meeting.

17.06.4 HEALTH AND SAFETY MOMENT

Councillor Blatz noted that everyone be aware of the traffic & construction on Pembina. President Melvin reminded everyone not to hesitate to call 911 if you think someone is having a heart attack.

17.06.5 EVALUATION OF THE PREVIOUS COUNCIL MEETING

President Melvin remarked that the evaluations from the last meeting are available on the online agenda and asked if there were any additional comments. She noted that feedback from the last meeting was received and attempts to incorporate these suggestions are being worked on; i.e. new dates noted for any items that were updated.

17.06.6 ADOPTION OF AGENDA

It was MOVED by Jay Doering and SECONDED by James Blatz that the agenda be approved.

Amendment to the agenda:

Remove item C4 from the Consent Agenda to become the new G13
Remove item N10 from Information Items to become the new G14

CARRIED

The agenda was adopted as amended.

17.06.7 MINUTES OF THE COUNCIL MEETING OF June 22, 2017

It was MOVED by Jonathan Epp and SECONDED by Neil Klassen that the minutes of the Council meeting of June 22, 2017 be approved.

Amendment to the minutes: Change the wording in 17.04.26 from "It was recommended by Jonathan Epp that in the future this report be removed from the executive limitations and be added to the terms of reference for the Finance Committee." to "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."

CARRIED

The minutes were adopted as amended.

OWNERSHIP LINKAGE

17.06.8 O1. OWNERSHIP LINKAGE PRESENTATION; UMES 2017-18 Executive and Brandon University Geology Student Council Executive

At 12:37 p.m. President Melvin introduced and welcomed UMES 2017-18 Senior Stick; Hunter Loewen.

Hunter provided a brief background of the University of Manitoba Engineering Society, which currently has 1700 members. The society supports the undergrad engineering students by providing services and events and by maintaining relationships with industry and the Association.

Hunter introduced the rest of the Council Executive; Vice Stick External, Katie; Vice Stick Communications, Rhianna; Vice Stick Socials, Zack; and Vice Stick Finance, Chelsea.

Hunter listed the financial supporters of UMES, which includes Engineers Geoscientists Manitoba and she thanked Council for their support.

Initiatives and objectives of UMES were highlighted including:

- New position; Vice-Stick (Operations) which will oversee the maintenance of the UMES governing documents and will take a lead on government relations.
- Junior outreach program targeting grades 6 through 9.
- Academic advocacy program.
- Engineering events; fall Red Lion social and industry tours.
- Upcoming 110th anniversary in 2019.

The floor was then opened to questions and comments. At 12:49 p.m. President Melvin thanked UMES for their presentation.

At 12:50 p.m. President Melvin introduced and welcomed Brandon University Geology Student Council Executive President; Alec Fischer and Vice-President; Brayden Cuthbert.

The BU Geology program currently has 50 undergrads and 4 grad students. Alec highlighted two goals for this year: fundraising to attend career-building events and student mentorship.

Brayden noted that outreach can be a challenge due to the club's size and location, so the chance to speak to Council is a great opportunity. He also commented that enrolment has been low recently and to remedy this the club is looking to do more outreach to middle and high schools.

The floor was then opened to questions and comments. At 1:04 p.m. President Melvin thanked Alec and Brayden for their presentation.

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

President Melvin reported on some of the meetings and events that she attended from June 22, 2017 until September 20, 2017, a number of which related to ownership linkage:

- Executive Committee gathered to brainstorm "Did you know" topics for the weekly news notice.
- The strategic plan draft was received in July which we will discuss today.
- Preparations are underway for Ingenium and for the AGM. This year it will be at the RBC Convention Centre.
- We are searching for one or two new appointed councillors, who would begin a term following the AGM.
- Lindsay thanked the councillors whose terms were ending: John Guenther, Sarantos Mattheos, Dave Owens, Don Spangelo, Chris Trenholm and Lesley McFarlane.

CONSENT AGENDA

17.06.10 Council approved the Consent Agenda items with the adoption of the agenda.

**C1. APPLICATIONS APPROVED BY THE REGISTRATION COMMITTEE
(REQUIRED APPROVALS AGENDA ITEM)**

Council received a list of applications approved by the Registration Committee between June 1, 2017 and August 31, 2017

C2. MINUTES OF THE IN CAMERA SESSION OF JUNE 22, 2017

C3. GOVERNANCE POLICY MANUAL - LATEST VERSION

C5. AMENDMENT TO GP-4 PRESIDENT'S ROLE AND JOB DESCRIPTION

C6. MINUTES OF THE IN CAMERA MEETING OF JULY 11, 2017

C7. COUNCIL RETREAT WEEKEND

COUNCIL EDUCATION

17.06.11 D1. GOVERNANCE COACHING

President Melvin noted that the March 2017 and May 2017 reports were available.

ENDS

None

GOVERNANCE

17.06.12 G1. STRATEGIC PLAN 2017-2022

Council referred to a Decision Background memo from Lindsay Melvin dated September 21, 2017.

It was MOVED by James Blatz and SECONDED by Don Spangelo that Council receives the framework for developing an operational plan with operational goals, activities to deliver on the goals and metrics, to meet the strategic goals as defined by the Ends, and looks forward to receiving a complete draft of the Strategic Plan, from the CEO at the January 2018 Council Meeting.

CARRIED

17.06.13 G2. AMENDMENT TO GP-8.3 EXECUTIVE COMMITTEE

Council referred to a Decision Background memo from Chris Trenholm dated September 21, 2017.

It was MOVED by James Blatz and SECONDED by Chris Trenholm that Council replace the wording of GP-8.3 Executive Committee Product 1.3 with: "Direct Inspection of documents associated with Financial Planning (Operating Budget) and Financial Condition (Auditor's Report)".

CARRIED

17.06.14 G3. 2015 AGM RESOLUTION #1 - MEDIATION

Council referred to a Decision Background memo from the Mediation Task Group; Sarantos Mattheos, Dave Owens, Chris Trenholm dated September 21, 2017.

President Melvin noted that there were two motions put forward to Council. Councillor Epp explained that the revised motion included a procedural correction. President Melvin asked if there was a mover of the revised motion.

It was MOVED by Ruth Eden and SECONDED by John Guenther that Council amend GP-10 "Code of Conduct" to add the mediation clause as presented.

Amendment to the motion: to include "as "revised proposal" on the agenda."

Hearing no objections, Council approved the amendment to the motion by unanimous consent.

Council voted on the amended motion

CARRIED

17.06.15 G4. CHAPTER CONSTITUTION TEMPLATE

Council referred to a Decision Background memo from Jonathan Epp dated September 21, 2017.

Council discussed the intent and interpretation of the template. Council acknowledged the value that the chapters bring to the association and expressed concern that the template may limit chapter membership. Sarantos stated that the template appeared inclusive not discriminatory. A suggestion to edit the document to allow any member to join any chapter was put forward.

It was MOVED by Jonathan Epp and SECONDED by Ruth Eden that Council approves the Chapter Constitution Template as the template to be used for all new Chapters, and requests that all existing Chapters update their Constitution and Bylaws to comply with this template.

Before calling for the vote, President Melvin questioned: would Council like to ask the task group to take back the template and review the membership section for additional work? Hearing no replies, she called the question.

Council voted on the motion.

In Favor - 6
Opposed - 4
CARRIED

It was MOVED by Ruth Eden and SECONDED by John Guenther that the meeting move In Camera for the purposes of discussing private and confidential matters about an individual, labour relations, investigations, discipline, appeals, litigation or potential litigation.

CARRIED

At 2:00 p.m. Council took a break

At 2:11 p.m. Council returned from break and went In Camera

At 3:37 p.m. Council came Out of Camera and took a break

At 3:48 p.m. Council returned from break

President Melvin announced that the meeting had come out of camera and reminded Councillors of their Code of Conduct and maintaining confidentiality, which applies even after a councillor's term on Council ends.

17.06.20 G9. 30 BY 30 INITIATIVES

Council referred to a Decision Background memo from Lindsay Melvin dated September 21, 2017.

It was MOVED by James Blatz and SECONDED by Lesley McFarlane that Council approves the use of \$22,825 from unrestricted reserves for one time use towards the project "Understanding Women's Career Persistence in Engineering in Manitoba", which is in support of End 5.2.

J. Doering abstained
CARRIED

It was MOVED by Jonathan Epp and SECONDED by John Guenther that Council appoints Councillors James Blatz, Lindsay Melvin and Ruth Eden to develop a proposal for the December 2017 Council meeting, in consultation with the CEO and Committee for Increasing the Participation of Women in Engineering, which identifies the funds and timeline for a project to achieve 30 by 30 in Manitoba.

CARRIED

17.06.21 G10. WRITTEN POLICY TO SUPPORT THE BY-LAWS

Council referred to a Decision Background memo from By-law Task Group of Council dated September 21, 2017.

It was MOVED by Don Spangelo and SECONDED by Chris Trenholm that Council approves the policy to provide additional information in support of Bylaw 17.2.1.

Amendment to the motion:

It was MOVED by Lesley McFarlane and SECONDED by Jay Doering to remove the second bullet.

Hearing no objections, President Melvin asked Council to vote on accepting the amendment to the motion.

CARRIED

Council voted on the amended motion.

CARRIED

It was MOVED by Jonathan Epp and SECONDED by Don Spangelo that Council approves the policy to resolve conflicts in by-law proposals submitted through By-law 17.1.

CARRIED

It was suggested that this policy be moved into by-law since it pertained to voting done by members. Hearing no objections, Council approved by unanimous consent that this be added to the list of items for the By-law task group to consider.

17.06.22 G11. AUDIT COMMITTEE REPORT

Council referred to a Decision Background memo from the Audit Committee dated September 21, 2017.

It was MOVED by James Blatz and SECONDED by Chris Trenholm that Council approves that the Financial Statements be presented to members at the annual general meeting.

CARRIED

It was MOVED by Lesley McFarlane and SECONDED by James Blatz that Council approves that the recommendation from the Audit Committee for the 2017-18 Auditor be presented to members for approval at the annual general meeting.

CARRIED

17.06.23 G12. INVESTIGATION COMMITTEE REPLACEMENT

Council referred to a Decision Background memo from Grant Koropatnick dated September 21, 2017.

It was MOVED by Don Spangelo and SECONDED by Lesley McFarlane that Council removes Tony Eshmade, PEng from the Investigation Committee; with thanks for 11 years of service to the committee.

CARRIED

17.06.24 G13. (C4.) REGISTRATION COMMITTEE TERM RENEWALS

Council referred to a Consent Agenda memo from Grant Koropatnick dated September 21, 2017.

Jonathan explained that this item was removed from the Consent Agenda so Council is aware that the second motion is an exception to the policy. Council discussed reviewing the term limits in GP-8.9.

It was MOVED by Jonathan Epp and SECONDED by Ruth Eden that Council renews the appointments to the Registration Committee for an additional two year term ending September 21, 2019 for those members whose term is up for renewal.

CARRIED

It was MOVED by Jonathan Epp and SECONDED by Ruth Eden that Council renews the term of the chair for an additional two year term, as an exception to the single term limit specified in policy (GP-8.9 4.2).

CARRIED

At 4:21 p.m. S. Mattheos and R. Eden left the meeting

17.06.25 G14. (N10.) Member Inquiry Re: Engineers Geoscientists Manitoba in the Community Report and the APEGM Foundation.

Council discussed the observations from a member regarding the report.

It was MOVED by Don Spangelo and SECONDED by James Blatz that Council provide a report as requested by David Ford, PEng; emailed September 12, 2017.

DEFEATED

17.06.26 G13. REVIEW OF OUTSTANDING ACTION ITEMS LIST

Council considered a memo from Grant Koropatnick dated September 21, 2017 and the cumulative outstanding action items list from Council meetings after June 22, 2017.

- Ownership Linkage Committee - In progress
- GP-10 Mediation Process Task Group (from Resolution #1) - Complete
- 16.01 Appeal Panel - In progress
- 16.02 Appeal Panel - In progress
- By-law Task Group - In progress
- Chapter Constitution Task Group - Complete
- 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 - Complete
- GP-8.5 Opportunities for improvement - Complete
- GP-8.9 Opportunities for improvement - In progress

17.06.27 G14. PLANNING AGENDA FOR THE NEXT MEETING

Council considered a memo from Grant Koropatnick dated September 21, 2017 and the proposed agenda for the next Council meeting on December 7, 2017.

Monitoring reports will be prepared for:

EL-3.1 Financial Condition – Grant Koropatnick

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

GP-11 Conflict of Interest - Eden

GP-13 Council Member Orientation - Klassen

GP-14 Primary Council Linkages - Doering

GP-15 Council Linkages with Other Organizations - Bell

EXECUTIVE LIMITATIONS AND ENDS

17.06.28 M1. EL-3.1 FINANCIAL CONDITION

Hearing no objections, Council agreed by unanimous consent to defer receiving a monitoring report until the December meeting.

17.06.29 M2. EL-9 EMERGENCY EXECUTIVE SUCCESSION

Review of monitoring report EL-1 by Grant Koropatnick dated September 21, 2017

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

CARRIED

COUNCIL PERFORMANCE

17.06.30 P1. GP-4 PRESIDENT'S ROLE & JOB DESCRIPTION - DOERING

Monitoring Report by Councillor Doering dated September 21, 2017

Hearing no objections, Council approved the report by unanimous consent

17.06.31 P2. GP-5 VICE-PRESIDENT'S ROLE & JOB DESCRIPTION - GAUTHIER

Monitoring Report by Councillor Gauthier dated September 21, 2017

Hearing no objections, Council approved the report by unanimous consent

17.06.32 P3. GP-8.6 NATIONAL LIAISON COMMITTEE - BELL (DEFERRED FROM JUNE 22, 2017)

Monitoring Report by Councillor Bell dated September 21, 2017

President Melvin remarked that there were notes of non-compliance by Councillor Bell. Council agreed that they would like more time to review the report.

It was MOVED by Jonathan Epp and SECONDED by Jay Doering to table the motion to approve the report.

CARRIED

Councillor Bell will be asked to include a proposed motion and recommendation for compliance in his monitoring report.

A suggestion for the template was noted; if a councillor indicates non-compliance in the monitoring report, please propose a motion that includes a recommended action for achieving compliance.

- 17.06.33 P4. GP-8.10 CONTINUING COMPETENCY COMMITTEE - BLATZ (DEFERRED FROM JUNE 22, 2017)**
Monitoring Report by Councillor Blatz dated September 21, 2017
Hearing no objections, Council approved the report by unanimous consent
- 17.06.34 P5. GP-10 CODE OF CONDUCT - EPP**
Monitoring Report by Councillor Epp dated September 21, 2017
Council discussed the interpretation of the policy.
Hearing no objections, Council approves this report by unanimous consent
- 17.06.35 P6. GP-11 CONFLICT OF INTEREST - MATTHEOS**
Monitoring Report has been reassigned and deferred to the December meeting

EXECUTIVE LIMITATIONS

- 17.06.36 S1. REVISED INVESTMENT POLICY UPDATED IN EL-4**
Council referred to a Decision Background memo from Lindsay Melvin and Neil Klassen dated September 21, 2017.

Council discussed the threshold provision given in policy clause 10.2.1.4. and it was stated by James that the Audit Committee was currently working on a recommendation for this clause.

It was MOVED by Lesley McFarlane and SECONDED by James Blatz that item 10.2 of EL-4, Asset Protection & Risk Management, be revised as presented.

CARRIED

COUNCIL-CEO RELATIONSHIP

- 17.06.37 R1. CEO PERFORMANCE EVALUATION TEMPLATE (SEE AGENDA ITEM G6)**

At 4:48 p.m. J. Epp left the meeting

INFORMATION ITEMS

17.06.38 Council received the following information items:

- N1. MEMBERSHIP STATISTICS AS AT AUGUST 31, 2017**
- N2. FINANCIAL STATEMENT - JULY 31, 2017**
- N3. INSURANCE AFFINITY FUNDING TO ENGINEERS CANADA**
- N4. INDUSTRY AND ACADEMIA WORKING TOGETHER**
- N5. FRASER INSTITUTE MINING REPORT**
- N6. NEW WEST PARTNERSHIP TRADE AGREEMENT - MANITOBA
UPDATE**
- N7. LIMITATIONS OF ACTIONS ACT AMENDMENT PROCESS**
- N8. ENGINEERS CANADA ANNUAL REPORT**
- N9. GEOSCIENTISTS CANADA DIRECTOR'S REPORT**
- N11. CIPWIE MENTORSHIP PROGRAM REPORT 2016-17**
- N12. AUDIT COMMITTEE DRAFT MINUTES FROM AUGUST 30, 2017
MEETING**

SELF-EVALUATION

17.06.39 President Melvin asked Council to do a round table review of today's meeting. Councillors noted that there was thoughtful consideration of the agenda items. Overall a good, efficient meeting.

Don reflecting on his years on Council, said that the Association has changed a lot since his first term in 1996. He commented: "It's like horse and buggy to Tesla!" He thanked everyone for the opportunity to serve.

Councillors thanked Lindsay for her leadership and in turn Lindsay thanked Council for their contributions and support over the past year.

NICE TO KNOW ITEMS

- 17.06.40** **F1. UNIVERSITY OF MANITOBA ECOMOTION TEAM**
F2. CANADA GAMES THANK YOU LETTER
F3. COUNCILLOR DOERING - CAE FELLOW
F4. HAPPY MEMBER THANK YOU EMAIL

17.06.41 **ADJOURNMENT**

The meeting adjourned at 4:58 p.m.

The next meeting of Council will be held at 12:30 p.m., Thursday, December 7, 2017.

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

Grant Koropatnick, P.Eng. FEC
CEO & Registrar