

Minutes of a meeting of the Council of Engineers Geoscientists Manitoba held on Thursday, September 20, 2018 in the Association premises at 870 Pembina Hwy, Winnipeg, Manitoba, R3M 2M7.

PRESENT: Jonathan Epp, presiding; Doug Bell; James Blatz; John Guenther; Neil Klassen; Florence Lee; Jason Mann; Lindsay Melvin; Jitendra Paliwal

ALSO PRESENT: Grant Koropatnick; Fiona Hillier; Eric Schillberg; Ian Veloso; Zach Grossart; Dawn Nedohin-Macek; Ray Sator

REGRETS: Jay Doering; Ruth Eden; Janet Gauthier; Jacqueline Jasinski

OBSERVERS: Dave Ennis; David Grant

18.05.1 CALL TO ORDER

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

18.05.2 TRADITIONAL TERRITORIES ACKNOWLEDGEMENT

President Epp 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.

A point of order was called to check quorum. The President confirmed that quorum was present.

18.05.3 INTRODUCTIONS

President Epp welcomed the gallery of observers and introduced the invited guests; Dawn Nedohin-Macek, Engineers Canada Director; Ray Sator, Chair of the Filipino Members Chapter and from UMES; Eric Schillberg, Ian Veloso and Zach Grossart.

18.05.4 ADOPTION OF AGENDA

President Epp noted that the presentation from the Filipino Members Chapter was added as item B5 under Reports to Council and that items G3 and G4 will be moved to the end of the Governance section.

President Epp asked if there were any further additions or changes to the agenda. Hearing none, the agenda was approved as proposed.

18.05.5 CONFLICT OF INTEREST DECLARATION

President Epp asked if anyone had a conflict of interest to declare. Hearing none, he reminded Council that a conflict of interest could be declared at any time, for any item, on the agenda.

18.05.6 MINUTES OF THE COUNCIL MEETING JUNE 14, 2018

President Epp asked if there were any corrections to the minutes of the meeting of June 14, 2018. Hearing none, the minutes were adopted as circulated

18.05.7 MINUTES OF THE COUNCIL VOTE SEPTEMBER 4, 2018

President Epp asked if there were any corrections to the minutes of the Council Vote of September 4, 2018. Hearing none, the minutes were adopted as circulated

OWNERSHIP LINKAGE

18.05.8 O1. OWNERSHIP LINKAGE PRESENTATION; UMES STUDENTS

At 12:35 p.m. President Epp welcomed the UMES Executive and invited them to make their presentation to Council.

Ian Veloso, Senior Stick, gave a brief background of the University of Manitoba Engineering Society (UMES), which will be celebrating 110 years in 2019.

Eric Schillberg, Vice-Stick Operations reviewed their financial supporters which included Engineers Geoscientists Manitoba, the Engineering Endowment Fund and Friends of Engineering. He also listed the technical societies that UMES supports, highlighting four newly recognized societies this year.

Zach Grossart, Vice-Stick External presented the student group competitions and successes and spoke of their western and Canadian affiliates; Western Engineering Student Societies' Team (WESST) and Canadian Federation of Engineering Students (CFES) respectively.

Other items of note included the 2018-2019 Operational Strategy and the upcoming 2019 Western Engineering Competition which will carry the Engineering Changes Lives theme. It was also stated that UMES would be developing a campaign to addressing the concern of low re-enrolment in the Engineers Geoscientists Manitoba student membership program.

President Epp opened the floor to comments and questions from Council.

At 12:55 p.m. President Epp thanked UMES for their presentation.

REPORTS TO COUNCIL

President Epp reviewed the reports in order.

18.05.9 B1. CHAIR'S REPORT - PRESIDENT JONATHAN EPP, PENG, FEC

Further discussion on the Brandon Chapter meeting was requested. President Epp noted that this discussion would take place during the In Camera section.

18.05.10 B2. COUNCIL RETREAT

Councillors were asked to save the date for the upcoming retreat November 16-17, 2018.

18.05.11 B3. ENGINEERS CANADA DIRECTOR'S REPORT

18.05.12 B4. GEOSCIENTISTS CANADA DIRECTOR'S REPORT

18.05.13 B5. FILIPINO MEMBERS CHAPTER COUNCIL REPORT

At 12:58 p.m. President Epp introduced and welcomed Ray Sator, Chair of the Filipino Members Chapter.

Ray provided Council with a report on the achievement, activities and committees of the Filipino Members Chapter. Highlights included the webinars on the engineering credential recognition process in Manitoba and the four scholarships to be awarded this year. It was also noted that the chapter's membership grew significantly over the last five years, including the number of female members.

President Epp opened the floor to comments and questions from Council.

At 1:17 p.m. President Epp thanked Mr. Sator for his presentation.

President Epp asked if there were any questions on the reports. Hearing none, he acknowledged Council's receipt of these reports and thanked the contributors.

CONSENT AGENDA

18.05.14 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, 2018 and August 31, 2018.

C2. APPOINTMENT TO THE INVESTIGATION COMMITTEE

Council referred to a Background memo from the Investigation Committee dated September 20, 2018.

Council appoints Jay Doering, P.Eng. FEC to the Investigation Committee for a two year term, effective upon completion of his Council term.

COUNCIL EDUCATION

18.05.15 D1. EVALUATION OF THE PREVIOUS COUNCIL MEETING

President Epp noted that there were still some differences of opinion and highlighted two recommendations; improve attendance and turn off audible notifications on devices.

ENDS None

GOVERNANCE

18.05.16 G1. AUDIT COMMITTEE REPORT

Council referred to a Decision Background memo from the Audit Committee dated September 20, 2018.

Councillor Blatz spoke to the Audit and Financial Statements and briefly reviewed the balance sheet and statement of operations. It was noted that the statement of operations properly reflects how much was spent vs. how much was being brought in now that investment income has been shown as separate revenue.

The Audit Committee's recommendations are being undertaken by the committee, staff and the Finance Committee. He assured Council that Engineers Geoscientists Manitoba finances are in good shape; citing the many compliments from the external auditors.

It was **MOVED** by Lindsay Melvin and **SECONDED** by Doug Bell that Council approves that the Financial Statements be presented to members at the annual general meeting.

CARRIED

It was **MOVED** by Jitendra Paliwal and **SECONDED** by Florence Lee that Council approves that the recommendation from the Audit Committee for the 2018-2019 Auditor be presented to members for approval at the annual general meeting.

CARRIED

President Epp transferred the role of Chair to Councillor Bell.

18.05.17 G2. AMENDMENT TO GP-8.1 NOMINATING COMMITTEE

Council referred to a Decision Background memo from Lindsay Melvin dated September 20, 2018.

It was MOVED by Lindsay Melvin and SECONDED by Jonathan Epp that Council remove item 3.2.1 and renumber items accordingly, in Governance Policy 8.1.

Council discussed whether there was a conflict of interest, or a perceived risk of influence, if the president was part of the Nominating Committee.

Acting Chair, Councillor Bell called the question on the motion

CARRIED

Councillor Bell transferred the role of Chair back to President Epp.

It was MOVED by Lindsay Melvin and SECONDED by James Blatz that Council revises item 3.2.1 in Governance Policy 8.1 to state “The Committee shall be made up of a minimum of eight (8) members”

Past President Melvin spoke to the motion and noted that this would allow Council to add more members in order to achieve a diverse committee who would then put forth a diverse and qualified slate of candidates.

At 1:53 p.m. N. Klassen arrived at meeting

President Epp called the question on the motion

CARRIED

18.05.18 G5. RESTRICTED FUNDS

Council referred to a Decision Background memo from Florence Lee and John Guenther dated September 20, 2018.

It was MOVED by Florence Lee and SECONDED by John Guenther that Council approves the attached Restricted Fund table as the Engineers Geoscientists Association’s Restricted Fund List.

Councillor Lee spoke to the motion. It was recommended that the table be made available to the members. It was noted that inactive funds will be removed from the list next year.

President Epp called the question on the motion

CARRIED

It was MOVED by John Guenther and SECONDED by Florence Lee that Council adopts sub-point “Annual review of the Restricted Fund list with report to Council” to Section 4. Committee Products of GP-8.13 Finance Committee Terms of Reference to allow annual monitoring of the Association’s restricted funds.

CARRIED

It was MOVED by Florence Lee and SECONDED by John Guenther that Council replaces EL-3.1.2. “Use restricted funds for other than their designated purposes” with “Use restricted funds for other than their designated purposes as defined in the Restricted Fund List approved by Council”.

CARRIED

18.05.19 G6. FEE POLICY

Council referred to a Decision Background memo from John Guenther, Neil Klassen and Florence Lee dated September 20, 2018.

It was MOVED by Neil Klassen and SECONDED by Florence Lee that Council approves the attached GP-17 Setting Association Dues and Fees policy.

Council discussed whether a stand-alone policy would be required. It was suggested that the review of the dues and fees table be added to the Finance Committee products.

President Epp called the question on the motion

DEFEATED

It was MOVED by Jason Mann and SECONDED by Doug Bell that Council amend GP-8.13 Committee Product “Annual operating budget recommendation to Council” to “Annual operating budget recommendation to Council with dues and fees table”.

CARRIED

It was MOVED by Lindsay Melvin and SECONDED by Florence Lee that Council adopts the Dues and Fees Table as presented.

CARRIED

President Epp transferred the role of Chair to Councillor Bell.

18.05.20 G7. 2017 AGM RESOLUTION #1 RESPONSE

Council referred to a Decision Background memo from Jonathan Epp dated September 20, 2018.

It was MOVED by Jonathan Epp and SECONDED by James Blatz that Council adopts the proposed response as its official response to Resolution #1 from the 2017 Annual General Meeting, and asks that it be made available on the Association website in advance of the 2018 Annual General Meeting

CARRIED

Councillor Bell transferred the role of Chair back to President Epp.

18.05.21 G3. REVIEW OF OUTSTANDING ACTION ITEMS LIST

Council considered a memo from Grant Koropatnick dated September 20, 2018 and the cumulative outstanding action list from Council meetings after June 14, 2018.

President Epp noted that some action items will have to be reassigned to replace councillors whose terms are ending.

- 16.01 Appeal Panel – to be completed soon
- GP-7 Council Committee Principles – completed, will be removed from list
- 16.20 Appeal Panel – in progress (replace Blatz and Gauthier)
- By-law Task Group – in progress
- Definition for Restricted Funds – completed at this meeting
- 2017 AGM Resolution #1 Response – completed at this meeting
- 17.19 Appeal Panel – in progress (replace Doering)
- Ownership Linkage Committee – in progress
- Finance Committee Task Group – completed, will be removed from list
- Fee Policy Task Group – completed at this meeting
- Audit of the Electronic Voting System Policy Task Group – re-populate
- Populate Finance Committee – to be completed at the December meeting

18.05.22 G4. PLANNING AGENDA FOR THE NEXT MEETING

Council considered a memo from Ruth Eden dated September 20, 2018 and the proposed agenda for the next Council meeting on December 6, 2018.

Monitoring reports will be prepared for:

GP-13	Council Member Orientation	(new councillor)
GP-14	Primary Council Linkages	Epp
GP-16	Council Planning Cycle and Agenda Control	Eden
CE-1	Global Council-CEO Relationship	Eden
CE-5	Monitoring Executive Performance	Epp
E-0	The interests of the Public of Manitoba are protected, as they relate to the practice of engineering and geoscience.	Grant Koropatnick
EL-3.1	Financial Condition	Grant Koropatnick
EL-9	Emergency Executive Succession	Grant Koropatnick

IN CAMERA

President Epp moved that the meeting go in camera for the purposes of discussing private and confidential matters about an individual, labour relations, investigations, discipline, appeals, litigation or potential litigation.

At 2:30 p.m. Council went In Camera

At 3:34 p.m. Council came out of Camera and took a break

At 3:44 p.m. Council returned from break.

EXECUTIVE LIMITATIONS AND ENDS

18.05.27 M1. EL-3.1 FINANCIAL CONDITION - KOROPATNICK

Review of Monitoring Report by Grant Koropatnick dated September 20, 2018.

It was MOVED by Doug Bell and SECONDED by Jitendra Paliwal that Council accepts the reasonable interpretation of the policy statements and approves this report.

CARRIED

18.05.28 M2. EL-7 COMPENSATION AND BENEFITS - KOROPATNICK

Review of Monitoring Report by Grant Koropatnick dated September 20, 2018.

It was MOVED by John Guenther and SECONDED by Florence Lee that Council accepts the reasonable interpretation of the policy statements and approves this report.

CARRIED

18.05.29 M3. EL-8 COMMUNICATION AND SUPPORT TO COUNCIL - KOROPATNICK

Review of Monitoring Report by Grant Koropatnick dated September 20, 2018.

It was MOVED by Neil Klassen and SECONDED by James Blatz that Council accepts the reasonable interpretation of the policy statements and approves this report.

CARRIED

18.05.30 M4. E-6 CONSUMERS HAVE ACCESS TO A REASONABLE SUPPLY OF PRACTITIONERS' SERVICES - KOROPATNICK

Review of Monitoring Report by Grant Koropatnick dated September 20, 2018.

It was MOVED by James Blatz and SECONDED by Neil Klassen that Council accepts the reasonable interpretation of the policy statements and approves this report.

CARRIED

COUNCIL PERFORMANCE

18.05.31 P1. GP-4 PRESIDENT'S ROLE AND JOB DESCRIPTION

Monitoring Report by Vice President Eden dated September 20, 2018
Hearing no objections, Council approved this report by unanimous consent.

President Epp transferred the role of Chair to Councillor Bell.

18.05.32 P2. GP-5 VICE-PRESIDENT'S ROLE AND JOB DESCRIPTION

Monitoring Report by President Epp dated September 20, 2018
Hearing no objections, Council approved this report by unanimous consent.

Councillor Bell transferred the role of Chair back to President Epp.

18.05.33 P3. GP-8 COUNCIL COMMITTEE STRUCTURE

Monitoring Report by Councillor Jasinski to be deferred to next meeting

18.05.34 P4. GP-8.3 EXECUTIVE COMMITTEE

Monitoring Report by Councillor Bell dated September 20, 2018
Hearing no objections, Council approved this report by unanimous consent.

It was MOVED by Doug Bell and SECONDED by John Guenther that Council removes Clause 1.3 from GP-8.3.

CARRIED

- 18.05.35 P5. GP-8.6 NATIONAL LIAISON COMMITTEE**
Monitoring Report by Councillor Jasinski to be deferred to next meeting
- 18.05.36 P6. GP-8.8 RECRUITMENT COMMITTEE**
Monitoring Report by Past President Melvin dated September 20, 2018
Hearing no objections, Council approved this report by unanimous consent.
- 18.05.37 P7. GP-8.11 AUDIT COMMITTEE**
Monitoring Report by Councillor Blatz and the committee chair dated September 20, 2018. Hearing no objections, Council approved this report by unanimous consent.
- It was MOVED by James Blatz and SECONDED by Doug Bell that Council removes clause 4.8 from GP-8.11, and appends the associated text to GP-8.11 clause 4.1.2
- CARRIED
- 18.05.38 P8. GP-10 CODE OF CONDUCT**
Monitoring Report by Councillor Klassen dated September 20, 2018
Hearing no objections, Council approved this report by unanimous consent.
- 18.05.39 P9. GP-11 CONFLICT OF INTEREST**
Monitoring Report by Councillor Lee dated September 20, 2018
Hearing no objections, Council approved this report by unanimous consent.
- 18.05.40 P10. GP-12 COST OF GOVERNANCE**
Monitoring Report by Councillor Mann dated September 20, 2018
Hearing no objections, Council approved this report by unanimous consent.
- 18.05.41 P11. CE-2 UNITY OF CONTROL**
Monitoring Report by Councillor Bell dated September 20, 2018
Hearing no objections, Council approved this report by unanimous consent.
- 18.05.42 P12. CE-3 ACCOUNTABILITY OF THE CEO**
Monitoring Report by Councillor Bell dated September 20, 2018
Hearing no objections, Council approved this report by unanimous consent.
- 18.05.43 P13. CE-4 DELEGATION TO CEO**
Monitoring Report by Vice President Eden dated September 20, 2018
Hearing no objections, Council approved this report by unanimous consent.

EXECUTIVE LIMITATIONS None

COUNCIL-CEO RELATIONSHIP None

INFORMATION ITEMS

18.05.44 Council received the following information items from the CEO:

- N1. MEMBERSHIP STATISTICS AS AT AUGUST 31, 2018
- N3. TEGAN HOLMES - ENGGEOMB INTERN IN THE NEWS
- N4. DASHBOARD OF PROGRESS - STRATEGIC PLAN 2018-2022
- N5. 2017-2018 CIPWIE MENTORSHIP PROGRAM REPORT
- N6. THE COUNCIL ONE PAGER JULY 2018
- N7. THE COUNCIL ONE PAGER AUGUST 2018

FURTHER INFORMATION ITEMS

18.05.45 Council received the following information items:

- Q1. LETTER TO THE PRESIDENT
- Q2. APEGM FOUNDATION SCHOLARSHIP FEEDBACK
- Q3. REQUEST FOR RESPONSE EMAIL

President Epp noted that Council discussed item Q3 in camera and that the email response officially closes the matter.

President Epp took a moment to thank councillors, in particular to those whose terms are ending, and to staff for their support.

At 4:18 p.m. J. Blatz left meeting

SELF-EVALUATION

18.05.46 President Epp asked for councillors to fill out the evaluation form for today's meeting.

18.05.47 ADJOURNMENT

The meeting adjourned at 4:25 p.m.

The next meeting of Council will be held at 12:30 p.m., Thursday, December 6, 2018.

Jonathan Epp, P.Eng., FEC
President

Grant Koropatnick, P.Eng. FEC
CEO & Registrar