

Minutes of a meeting of the Council of Engineers Geoscientists Manitoba held on Thursday, September 12, 2019 in the Association premises at 870 Pembina Hwy, Winnipeg, Manitoba, R3M 2M7.

PRESENT: Ruth Eden, presiding; Vaibhav Banthia; Doug Bell; Jonathan Epp; Carolyn Geddert; John Guenther; Neil Klassen; Andrew MacSkimming; Jason Mann; Christina McDonald; Jitendra Paliwal

ALSO PRESENT: Grant Koropatnick; Fiona Hillier; Ray Hoemsen; Dawn Nedohin-Macek; Martin Petrak

REGRETS: Florence Lee; Ian Smallwood; Efrem Teklemariam

OBSERVERS: Mike Gregoire; Angela Moore; Sharon Sankar; Scott Sarna; Lisa Stepnuk; Ian Wiebe; Dave Ennis; David Grant; Nicole Everett

19.07.1 CALL TO ORDER

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

19.07.2 TRADITIONAL TERRITORIES ACKNOWLEDGEMENT

President Eden 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.

19.07.3 INTRODUCTIONS

President Eden welcomed everyone to the meeting and announced the following regrets; Councillor Lee and Councillor Smallwood. She welcomed the gallery of observers and introduced guests Martin Petrak, CEO of Precision ADM, Ray Hoemsen, co-chair of the Centennial Task Group and Dawn Nedohin-Macek, Engineers Canada Manitoba Director.

19.07.4 ADOPTION OF AGENDA

President Eden asked if there were any additions or changes to the agenda.

Councillor Geddert asked to move item D1 to the In Camera section.

Hearing no further changes, the agenda was approved as amended.

19.07.5 CONFLICT OF INTEREST DECLARATION

President Eden asked Council if anyone had a conflict of interest to declare.

Councillor Mann noted that two members being appointed to the Investigation Committee were employees of KGS. Council agreed that there would be a

perceived conflict of interest. Councillor Mann agreed to abstain from voting on that motion in item G6 and asked that his abstention be recorded.

Hearing no further conflicts, Council was reminded that a conflict of interest could be declared at any time, for any item, on the agenda.

19.07.6 MINUTES OF THE COUNCIL MEETING JUNE 13, 2019

President Eden asked if there were any corrections to the minutes of the meeting of June 13, 2019.

It was MOVED by Andrew MacSkimming and SECONDED by Jonathan Epp that the minutes of June 13, 2019 were corrected to record Councillor MacSkimming's vote as "Opposed" in item G1.

CARRIED

Hearing no further corrections, the minutes were adopted as corrected.

19.07.7 MINUTES OF THE COUNCIL MEETING JULY 16, 2019

President Eden asked if there were any corrections to the minutes of the meeting of July 16, 2019.

Hearing no corrections, the minutes were adopted as circulated.

OWNERSHIP LINKAGE

19.07.8 OWNERSHIP LINKAGE PRESENTATION - MARTIN PETRAK, CEO OF PRECISION ADM

At 12:38 p.m. President Eden welcomed Martin Petrak to the Council meeting and Vice President Paliwal provided a brief introduction.

Martin thanked Council for the opportunity to present. Martin provided a brief history behind the development of Precision ADM and spoke of its team, 50% of which are engineers, CETs and scientists.

Precision ADM is a global engineering and manufacturing solutions provider that uses Additive Manufacturing, also known as 3D Printing, to manufacture components and devices for the medical, aerospace, energy, and industrial sectors. They are the only company in Canada that is certified to 3-D print both medical and aerospace components.

Martin spoke of the trends in manufacturing and our strengths and opportunities in Manitoba (i.e. aerospace). He then spoke of the Metal Additive Manufacturing process and outlined both the benefits (faster production, consolidation of parts and weight reduction) and the challenges (high costs and capital and aggressive

clients). Another challenge was the need for qualified engineers. He suggested that the universities provide better training around these advanced manufacturing concepts, and that awareness be created with younger students (i.e. 3D printer in the classroom).

The floor was opened to questions from Council.

At 1:15 p.m. Vice President Paliwal thanked Martin for his presentation.

At 1:00 p.m. Councillor Guenther joined the meeting

At 1:05 p.m. Councillor Bell joined the meeting

REPORTS TO COUNCIL

19.07.9 B1. CHAIR'S REPORT - PRESIDENT RUTH EDEN, P.ENG.

President Eden noted the activities and events she attended since the June meeting which included; the meeting of the Executive Committee with the Investigation Committee, the MLCC Golf Tournament and the Executive's meeting to discuss the CEO performance review.

19.07.10 B2. ENGINEERS CANADA ANNUAL REPORT

President Eden asked if there were any comments or questions on the reports? Hearing none, she acknowledged Council's receipt of the reports and thanked the authors for their efforts.

19.07.11 B4. CENTENNIAL CELEBRATION PRESENTATION

President Eden requested an update on the plans for the Centennial Celebration and reminded Council that the presentation would be for information purposes only.

At 1:19 p.m. President Eden welcomed Ray Hoemsen to the Council meeting.

Ray spoke highlighted the events being held throughout the province during the Centennial year which included;

- Recognition Gala on April 4, 2020
- Centennial Book, launch in February 2020
- CCWEST Conference, May 2020
- Chapter events and STEM outreach events
- Professional Development; Speaker Series and Manitoba Tours

At 1:27 p.m. President Eden thanked Ray for his presentation.

19.07.12 B4. COUNCIL RETREAT

Vice President Paliwal spoke to the upcoming retreat and announced that it would take place on November 15th and 16th.

19.07.13 B4. SPECIAL MEETING – SEPTEMBER 19, 2019

President Eden reminded Council of the upcoming special meeting next week and encouraged everyone to attend.

CONSENT AGENDA

19.07.14 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 June 1, 2019 and August 31, 2019.

ENDS

None

GOVERNANCE

19.07.15 G1. AUDIT COMMITTEE RECOMMENDATION

Council referred to Decision Background memo from the Audit Committee dated September 12, 2019.

Vice President Paliwal spoke to the meeting between Deloitte and the Audit Committee. He noted the Audit Committee's suggestion that Council provide guidelines for diversification within the Investment Policy.

It was MOVED by Jitendra Paliwal and SECONDED by Christina McDonald that Council approves that the Financial Statements for the year ending June 30, 2019 be presented to members at the Annual General Meeting on October 17, 2019.

A comment was made that a variance between revenues and expenses had increased between this year and last year. It was explained that the costs for the Centennial Celebration would appear as a deficit, however there were restricted reserve funds that had been designated by Council to cover those costs.

President Eden called the question and Council voted.

CARRIED

It was MOVED by Jitendra Paliwal and SECONDED by Jason Mann that Council approves the Audit Committee's recommendation that Deloitte be appointed as the Association's auditor for the 2019-2020 fiscal year and that the recommendation be presented to members for approval at the Annual General Meeting on October 17, 2019.

CARRIED

19.07.16

G2. COUNCILLOR DOUG BELL, P.GEO. – RESIGNATION

Council referred to a Decision Background memo from Grant Koropatnick dated September 12, 2019.

Councillor Bell spoke to his decision and his recommendation of Linda Murphy. It was noted that Linda Murphy would begin the remaining term of one year at the end of the AGM on October 17, 2019.

It was MOVED by Carolyn Geddert and SECONDED by Andrew MacSkimming that in accordance with By-law 3.1.8, Council accepts the resignation of Councillor Doug Bell, P.Geo., FGC and fills the vacancy with Linda Murphy, P.Geo.

D. Bell abstained
CARRIED

President Eden thanked Councillor Bell for his service on Council.

19.07.17

G3. GEOSCIENTIST CANADA – MANITOBA DIRECTOR

Council referred to a Decision Background memo from Grant Koropatnick dated September 12, 2019.

It was MOVED by Jonathan Epp and SECONDED by Jason Mann that in accordance with GP-8.6, Council appoints Doug Bell, P.Geo., FGC as the Manitoba Director on the board of Geoscientists Canada for a 2 year term ending November, 2021; with thanks to Ganpat Lodha, P.Geo. for his service to the Association and profession.

D. Bell abstained
CARRIED

19.07.18

G4. REGISTRATION COMMITTEE CHAIR APPOINTMENT

Council referred to a Decision Background memo from Grant Koropatnick dated September 12, 2019.

It was MOVED by John Guenther and SECONDED by Christina McDonald that Council approves the appointment of Paul Bernatsky, P.Eng. as Chair of the Registration Committee for a two-year term, and wishes to thank to Steven Wu, P.Eng., FEC for his many years of service.

CARRIED

19.07.19

G5. DISCIPLINE COMMITTEE APPOINTMENT

Council referred to a Decision Background memo from Grant Koropatnick dated September 12, 2019.

It was MOVED by Neil Klassen and SECONDED by Doug Bell that Council approves the appointment of Allan Ball, P.Eng., FEC to the Discipline Committee for a four-year term.

CARRIED

19.07.20 G6. INVESTIGATION COMMITTEE APPOINTMENT

Council referred to a Decision Background memo from Mike Gregoire dated September 12, 2019.

It was MOVED by Jonathan Epp and SECONDED by Vaibhav Banthia that Council approves the appointment of Daphne Harty to the Investigation Committee for a two-year term.

CARRIED

It was MOVED by Carolyn Geddert and SECONDED by Christina McDonald that Council approves the appointment of Dr. Mohamed Hasaballa, P.Eng, Ms. Rae Yang, P.Eng, Mr. Neil Privat, P.Eng, Dr. James Blatz, P.Eng, and Mr. Adam Pawlikewich, P.Eng to the Investigation Committee for a two-year term.

J. Mann abstained
CARRIED

19.07.21 G7. INVESTIGATION COMMITTEE TERMS OF REFERENCE

Council referred to a Decision Background memo from Jonathan Epp dated September 12, 2019.

It was MOVED by Jonathan Epp and SECONDED by Doug Bell that Council changes GP-8.5, 3. Composition from:

3.1 Council shall appoint members to the Investigation Committee in accordance with the Act (Clause 30).

3.2 The committee shall have at least 15 members.

3.3 Committee members shall be selected to ensure balanced representation and broad expertise utilizing input from the committee as to skill sets required.

3.4 The committee shall be composed of:

a) A Chair appointed by Council.

b) A Vice-Chair appointed by the committee from the committee, who shall assume the duties of the Chair in the Chair's absence or when requested to do so by the Chair.

c) Five lay persons, by 2021, who shall report annually on the practices and procedures of the committee to Council in accordance with the Act (Clause 30(b)).

- d) At least one geoscience member.
- e) At least one engineering member.

To:

3.1 Council shall appoint members to the Investigation Committee in accordance with the Act (Clause 30).

3.2 Committee members shall be selected to ensure balanced representation and broad expertise utilizing input from the committee as to skill sets required.

3.3 Professional members of the committee shall be in the practicing category.

3.4 The committee shall be composed of:

- a) A Chair appointed by Council.
- b) A Vice-Chair appointed by the committee from the committee, who shall assume the duties of the Chair in the Chair's absence or when requested to do so by the Chair.
- c) Lay persons appointed in accordance with the Act (Clause 30(b)), who shall report annually on the practices and procedures of the committee to Council.
- d) At least one geoscience member.
- e) At least one engineering member.

CARRIED

It was MOVED by Jonathan Epp and SECONDED by Christina McDonald that Council creates a new clause under GP-8.13 3. (Finance Committee – Scope),

“3.7 Council Committee Budget

The finance committee will in consultation with the committees of Council develop an annual budget to cover all aspects of the operation of the committees.”

CARRIED

19.07.22

G8. POLICY FOR ELECTRONIC VOTING SYSTEM AUDIT

Council referred to a Decision Background memo from John Guenther dated September 12, 2019.

It was MOVED by John Guenther and SECONDED by Carolyn Geddert that Council approves the policy recommendation of the Electronic Voting System Audit Task Group as presented.

Council discussed the potential cost and certification requirements of the auditor.

President Eden asked the question and Council voted.

CARRIED

It was MOVED by Jonathan Epp and SECONDED by John Guenther that Council adds an additional clause to EL-4 as follows,

“16. Fail to follow the Electronic Voting System Audit Policy approved by Council on September 12, 2019.”

CARRIED

19.07.23 G9. 2019-2020 COUNCIL MEETING SCHEDULE

Council referred to a Decision Background memo from Grant Koropatnick dated September 12, 2019.

It was MOVED by Christina McDonald and SECONDED by Neil Klassen that Council approves the 2019-2020 Council Meeting Schedule as presented.

CARRIED

19.07.24 G10. REVIEW OF OUTSTANDING ACTION ITEMS LIST

Council considered a memo from Grant Koropatnick dated September 12, 2019 and the cumulative outstanding action list from Council meetings after June 13, 2019.

- 17.19 Appeal Panel – to be re-populated
- By-law Task Group – this group completed as of September 19th
- Ownership Linkage Committee – in progress
- IC/DC Procedures Manual Task Group – to be re-populated
- Audit of the Electronic Voting System Policy Task Group – completed
- 16.03 Appeal Panel – to be populated
- Investigation Committee’s list of attributes for candidates – completed
- DC Terms of Office Task Group – in progress
- Continuing Competency Committee Task Group – completed

19.07.25 G11. PLANNING AGENDA FOR THE NEXT MEETING

Council considered a memo from Ruth Eden dated September 12, 2019 and the proposed agenda for the next Council meeting on December 5, 2019.

Monitoring reports will be prepared for:

GP-13	Council Member Orientation	TBA
GP-14	Primary Council Linkages	Eden
GP-16	Council Planning Cycle and Agenda Control	Paliwal
CE-1	Global Council-CEO Relationship	Paliwal
CE-5	Monitoring Executive Performance	Eden

E-0	The interests of the Public of Manitoba are protected, as they relate to the practice of engineering and geoscience	Koropatnick
EL-3.1	Financial Condition	Koropatnick
EL-9	Emergency Executive Succession	Koropatnick

President Eden 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 2:18 p.m. Council went In Camera

At 3:32 p.m. Council came out of Camera and took a break

At 3:33 p.m. Council returned from break

EXECUTIVE LIMITATIONS AND ENDS

19.07.30 M1. EL-3.1 FINANCIAL CONDITION - KOROPATNICK

It was noted that this report was to be done by the Audit Committee.

19.07.31 M2. EL-7 COMPENSATION AND BENEFITS – KOROPATNICK

Review of Monitoring Report by Grant Koropatnick dated September 12, 2019.

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

CARRIED

19.07.32 M3. EL-8 COMMUNICATION AND SUPPORT TO COUNCIL – KOROPATNICK

Review of Monitoring Report by Grant Koropatnick dated September 12, 2019.

It was MOVED by Jonathan Epp and SECONDED by Christina McDonald that Council accepts the reasonable interpretation of the policy statements and approves this report as amended for 5 and 9.

Past President Epp noted that the evidence for compliance for #5 and #9 was contradictory. Grant will amend report to say “No non-compliance was reported in the reporting period” for #5 and #9.

Friendly amendment to include “as amended for 5 and 9”.

President Eden called the question on the amended motion and Council voted.

CARRIED

19.07.33 M3. E-6 CONSUMERS HAVE ACCESS TO A REASONABLE SUPPLY OF PRACTITIONERS' SERVICES – KOROPATNICK

Review of Monitoring Report by Grant Koropatnick dated September 12, 2019.

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

CARRIED

COUNCIL PERFORMANCE

President Eden noted that items P8 and P12 would be reviewed first as Councillor Mann had to leave shortly.

19.07.34 P8. GP-8.13 FINANCE COMMITTEE – MANN

Monitoring Report by Councillor Mann dated September 12, 2019

Hearing no objections, Council approved this report by unanimous consent.

19.07.35 P12. CE-2 UNITY OF CONTROL – MANN

Monitoring Report by Councillor Mann dated September 12, 2019

Hearing no objections, Council approved this report by unanimous consent.

At 3:54 p.m. J. Mann left the meeting

19.07.36 P1. GP-4 PRESIDENT'S ROLE AND JOB DESCRIPTION – PALIWAL

Monitoring Report by Vice President Paliwal dated September 12, 2019

President Eden asked if there were any objections in approving this report.

Councillor MacSkimming objected to the approval of the report as written.

President Eden declared a conflict of interest and transferred the role of chair to Vice President Paliwal.

Vice President Paliwal called for a motion to approve this report.

It was MOVED by Carolyn Geddert and SECONDED by Vaibhav Banthia to approve this report.

A. MacSkimming - Opposed
CARRIED

Vice President Paliwal transferred the role of chair back to President Eden.

19.07.37 P2. GP-5 VICE PRESIDENT'S ROLE AND JOB DESCRIPTION – LEE
Monitoring Report by Councillor Lee dated September 12, 2019.
Hearing no objections, Council approved this report by unanimous consent.

19.07.38 P3. GP-8.3 EXECUTIVE COMMITTEE – LEE
Monitoring Report by Councillor Lee dated September 12, 2019.
Hearing no objections, Council approved this report by unanimous consent.

19.07.39 P4. GP-8.6 NATIONAL LIAISONS – KLASSEN
Monitoring Report by Councillor Klassen dated September 12, 2019

Past President Epp noted that in Clause 2.2 Digvir Jayas was noted as one of the appointed Geoscience Canada Directors during the reporting period, which was incorrect. The text also stated that Ganpat was appointed during the reporting period, which was also incorrect, he continued an existing term. Neither correction affected compliance.

Hearing no objections, Council approved this report as corrected by unanimous consent.

19.07.40 P6. GP-8.8 RECRUITMENT COMMITTEE – EDEN
Monitoring Report by President Eden dated September 12, 2019
Hearing no objections, Council approved this report by unanimous consent.

19.07.41 P7. GP-8.11 AUDIT COMMITTEE – PALIWAL
Monitoring Report by Vice President Paliwal dated September 12, 2019

Past President Epp noted that 2.1.2 had not been completed and needed verification. Grant confirmed that no orders had been split or exceeded the threshold. Going forward non-compliance could be identified by the auditor.

It was MOVED by Jitendra Paliwal and SECONDED by Christina McDonald that the monitoring report will be amended for item 2.1.2 to add in at the end “the auditor will identify non-compliance” and delete the hanging sentence.

CARRIED

Hearing no objections, Council approved this report as amended by unanimous consent.

19.07.42 P10. GP-10 CODE OF CONDUCT – BELL

Monitoring Report by Councillor Bell dated September 12, 2019

It was MOVED by Jonathan Epp and SECONDED by Christina McDonald that “There was one notable incident in which inappropriate comments were made by a councillor and it is my understanding the President and Executive are dealing with this situation.” be removed from the monitoring report.

Councillor MacSkimming requested Council to go in camera.

President Eden declared a conflict of interest and transferred the role of chair to Vice President Paliwal.

At 4:16 p.m. President Eden left the meeting and Council went in camera.

At 4:18 p.m. Council came out of Camera and President Eden returned to the meeting.

Vice President Paliwal transferred the role of chair back to President Eden.

President Eden called the question on the motion and Council voted.

CARRIED

Hearing no objections, Council approved the amended report by unanimous consent.

19.07.40 P11. GP-11 CONFLICT OF INTEREST – KLASSEN

Monitoring Report by Councillor Klassen dated September 12, 2019

Hearing no objections, Council approved this report by unanimous consent.

19.07.42 P13. CE-3 ACCOUNTABILITY OF THE CEO – EPP

Monitoring Report by Past President Epp dated September 12, 2019

Hearing no objections, Council approved this report by unanimous consent.

- 19.07.43 P14. CE-4 DELEGATION TO CEO – PALIWAL**
Monitoring Report by Vice President Paliwal dated September 12, 2019
Hearing no objections, Council approved this report by unanimous consent.

EXECUTIVE LIMITATIONS

None

COUNCIL-CEO RELATIONSHIP

None

INFORMATION ITEMS

- 19.07.44 COUNCIL RECEIVED THE FOLLOWING INFORMATION ITEMS:**
N1. Membership Statistics as at August 31, 2019
N2. Financial Statement as at July 31, 2019 (see agenda item G1)
N3. The Council One Pager July 2019
N4. Ethio-Eritrean Members Chapter AGM and Professional Development Seminar
N5. Women in Engineering Academia and Industry
N6. India Canada Cultural & Heritage Association Dinner
N7. Report on linkages with other organizations
N8. Women in STEM

SELF-EVALUATION

- 19.07.45** President Eden asked for councillors to fill out the evaluation form for today's meeting.

FYI 'NICE TO KNOW' INFORMATION

- 19.07.46** F1. Winnipeg Free Press Cycle of Hope

ADJOURNMENT

- 19.07.47** The meeting adjourned at 4:27 p.m.
The next Council meeting will be Thursday, December 5, 2019, at 12:30 p.m.

Ruth Eden, P.Eng.
President

Grant Koropatnick, P.Eng. FEC
CEO & Registrar