

Minutes of a meeting of the Council of Engineers Geoscientists Manitoba held online and at 870 Pembina Hwy, Winnipeg, MB on Thursday, January 19, 2023.

PRESENT: Ian Smallwood presiding; Jessica Adelman; David Amorim; Kathryn Atamanchuk; Christina McDonald; Crystal Paculan; Alan Pollard; Celine Rivard; Allan Silk; Lisa Thomson; Eric Yang

ALSO PRESENT: Doug Bell; Michael Gregoire; Fiona Hillier; Angela Moore; Dawn Nedohin-Macek; Scott Sarna; Lisa Stepnuk; Ian Wiebe; Anjanette Zielinski

REGRETS: Mike Houvardas; Shipra Verma

OBSERVERS: Vicki Poirier

23.01.1 CALL TO ORDER

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

23.01.2 TRADITIONAL TERRITORIES ACKNOWLEDGEMENT

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

23.01.3 INTRODUCTIONS

President Smallwood welcomed everyone to the meeting, in particular Doug Bell, Manitoba Director for Geoscientists Canada, and Dawn Nedohin-Macek, Manitoba Director for Engineers Canada and Ownership Linkage presenter.

He welcomed staff and extended a special welcome to Michael Gregoire, acting CEO and Registrar. He also informed Council that there was one online observer present.

23.01.4 ADOPTION OF AGENDA

President Smallwood commented that an email went out to Council yesterday, informing them of a few last minute additions to the agenda. He asked if there were any proposed changes to the agenda. Hearing none, the agenda was adopted as presented.

23.01.5 CONFLICT OF INTEREST DECLARATION

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

23.01.6

MINUTES OF THE COUNCIL MEETING DECEMBER 8, 2022

President Smallwood asked if there were any corrections to the minutes of the Council meeting on December 8, 2022. Hearing none, the minutes were adopted as circulated.

OWNERSHIP LINKAGE PRESENTATION

23.01.7

O1. DAWN NEDOHIN-MACEK, P.ENG., FEC, MANITOBA DIRECTOR, ENGINEERS CANADA

At 12:37 p.m. President Smallwood introduced Dawn Nedohin-Macek to begin her presentation.

Dawn Nedohin-Macek provided an overview of Engineers Canada, including their goal to serve the regulators, and to promote and maintain the interests, honour, and integrity of the Canadian engineering profession. She reviewed the ten purposes of Engineers Canada and spoke of the 2022-2024 Strategic Plan.

She reviewed the organizational structure of Engineers Canada and highlighted the roles and responsibilities of the Presidents Group, CEO Group, Officials Groups as well as the relationships with the Canadian Federation of Engineering Students (CFES), and Engineering Deans Canada (EDC).

The floor was opened to questions and discussion.

At 1:12 p.m. President Smallwood thanked Dawn for her presentation.

REPORTS TO COUNCIL

23.01.8

B1. CHAIR'S REPORT - PRESIDENT IAN SMALLWOOD, P.ENG.

President Smallwood reported that the Executive Committee had completed their work on finding a HR firm to aid in the CEO/Registrar succession process. The Executive Committee's recommendation would be discussed during agenda item G5.

President Smallwood commented on his meetings with Michael Gregoire, as new acting CEO and Registrar, and his attendance at the opening of the new Mentorship Center. He also commented that the monitoring reports, which had been put on a brief pause, would resume as of the March meeting.

23.01.9

B2. ENGINEERS CANADA DIRECTOR'S REPORT

Dawn Nedohin-Macek spoke to the key item in her report which included the recommendation that the Per Capita Assessment fee remain the same, the work with CEAB on removing barriers for international exchange programs, and the link provided on the 16 Days of Activism against Gender-based Violence.

23.01.10

B3. GEOSCIENTISTS CANADA DIRECTOR'S REPORT

Doug Bell spoke to the key topics of his report which included the preparation of the documentation for the Implementation Strategic Plan Renewal.

At 1:32 p.m. Dawn Nedohin-Macek and Doug Bell left the meeting.

CONSENT AGENDA

23.01.11

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 December 1, 2022 and December 31, 2022.

COUNCIL EDUCATION

23.01.12

D1. EVALUATION OF THE PREVIOUS COUNCIL MEETING

President Smallwood commented that he appreciated the feedback from Council and encouraged everyone to fill out the evaluation forms.

GOVERNANCE

23.01.13

G1. 2023 ANNUAL GENERAL MEETING RECOMMENDATION

Council referred to a Decision Background memo from Michael Gregoire, CEO & Registrar (Acting), dated January 19, 2023.

MOTION: It was MOVED by Christina McDonald and SECONDED by Alan Pollard that the 2023 Annual General Meeting take place at 1:30 p.m. Thursday, October 19, 2023, as a hybrid event.

President Smallwood opened the floor for discussion on the motion.

Council discussed the value in providing a hybrid option for the AGM. However, concerns were raised by Past President Silk and Vice President Atamanchuk on the lack of participation by members, noting the disappointing in-person attendance at the 2022 AGM.

Council discussed the recommendation to host the in-person attendance of the 2023 AGM at the Association office and suggested that other venues be explored.

Councillor Amorim commented that the motion included the proposed date of the 2023 AGM but not the location. Councillor Pollard commented that Council may need to approve both, according to the Act and By-laws.

Council agreed to proceed with the proposed motion and decide the location of the 2023 AGM at the March 16, 2023 meeting.

President Smallwood called the question and Council voted.

Vice President Atamanchuk and Councillor Paculan – Opposed
CARRIED

23.01.14 G2. EL-9 EMERGENCY EXECUTIVE SUCCESSION POLICY REVIEW

President Smallwood transferred the role of chair to Vice President Atamanchuk.

President Smallwood referred to his Decision Background memo dated January 19, 2023.

MOTION: It was MOVED by Ian Smallwood and SECONDED by Eric Yang that Council revise the wording of EL-9 as follows... "In order to protect the Council from sudden loss of CEO services, the CEO will have no fewer than two other executives sufficiently familiar with Council and CEO issues and processes, and establish an automatic take-over plan for complete CEO, Registrar, and Secretary duties delegated to one or more individuals specifically for a period of up to six (6) months ~~to enable either to take over with reasonable proficiency as an interim successor.~~" to provide Council opportunity to find suitable permanent replacements for such duties."

Vice President Atamanchuk opened the floor for discussion on the motion.

Councillor Pollard made a friendly amendment to remove the word "permanent" from the motion, which would provide Council with more flexibility in finding replacements, whether they be interim or permanent. The mover and seconder agreed to the amendment.

AMENDED MOTION: It was MOVED by Ian Smallwood and SECONDED by Eric Yang that Council revise the wording of EL-9 as follows... "In order to protect the Council from sudden loss of CEO services, the CEO will have no fewer than two other executives sufficiently familiar with Council and CEO issues and processes, and establish an automatic take-over plan for complete CEO, Registrar, and Secretary duties delegated to one or more individuals specifically for a period of up to six (6) months ~~to enable either to take over with reasonable proficiency as an interim successor.~~" to provide Council opportunity to find suitable replacements for such duties."

Vice President Atamanchuk called the question and Council voted on the amended motion.

CARRIED

Vice President Atamanchuk returned the role of chair to President Smallwood.

23.01.15

G3. COFA APPLICATIONS BY OWNERS

Council referred to a Decision Background memo from Michael Gregoire, CEO & Registrar (Acting), dated January 19, 2023.

MOTION: It was MOVED by Allan Silk and SECONDED by Christina McDonald that Council directs the Registrar, in reviewing an application for a certificate of authorization (CofA), to consider a professional engineer or professional geoscientist that wholly owns the entity applying for the CofA to qualify for the requirement in 16(1)(b) of the Act.

President Smallwood opened the floor for discussion on the motion.

Director of Government Relations, Scott Sarna, asked if legal could vet the motion against the Act.

MOTION: It was MOVED by Allan Silk and SECONDED by Jessica Adelman that Council table the motion until the next meeting to allow Michael Gregoire to get a legal opinion.

CARRIED

23.01.16

G4. ENGINEERS CANADA - COLLABORATION AND HARMONIZATION

Council referred to a Decision Background memo from Michael Gregoire, CEO & Registrar (Acting), dated January 19, 2023.

MOTION: It was MOVED by Alan Pollard and SECONDED by Eric Yang that Council appoints Michael Gregoire (alternatively Scott Sarna) to make decisions on behalf of the CEO and staff and appoints Ian Smallwood (alternatively Kathryn Atamanchuk) to make decisions requiring President input on the individual Collaboration and Harmonization workshop that Engineers Canada is delivering in the coming months.

CARRIED

23.01.17

G5. HR FIRM RECOMMENDATION

President Smallwood provided an update on the Executive Committee's search and recommendation for the HR firm.

Vice President Atamanchuk provided background information on the selection process and agreed to share Lively's proposal with Council.

MOTION: It was MOVED by Kathryn Atamanchuk and SECONDED by Allan Silk that Council approves the Executive Committee's recommendation that HR Firm Lively be hired for advice/guidance/support in Human Resources for the CEO/Registrar succession.

CARRIED

Council discussed the next steps in the CEO/Registrar succession process.

MOTION: It was MOVED by David Amorim and SECONDED by Christina McDonald that Council delegates the Executive Committee to work with the HR firm Lively to develop recommendations to Council for the CEO/Registrar succession.

CARRIED

23.01.18 G6. GOVERNANCE TASK GROUP UPDATE

Past President Silk provided a draft plan for the Governance Task Group, which outlined a proposed meeting schedule and objectives for the first two meetings. He asked Council for input on how often the committee should meet, what time of day, for how long. He reported that he would send out a doodle poll for the first meeting.

Past President Silk suggested that the committee have a Vice Chair, someone who would continue on to the next year.

MOTION: It was MOVED by Kathryn Atamanchuk and SECONDED by Crystal Paculan that Council appoints Christina McDonald as the Vice-Chair of the Governance Committee.

CARRIED

At 3:04 p.m. Council took a break

At 3:22 p.m. Council returned from break

At 3:22 p.m. President Smallwood 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 4:42 p.m. Council came out of Camera.

Based on in camera discussions, the following motions were developed in camera, discussed, and voted on.

MOTION: It was MOVED and SECONDED that Council approves the agreement on acting as CEO, Registrar, and Secretary and its application retroactive to January 7, 2023.

CARRIED

MOTION: It was MOVED and SECONDED that Council directs the CEO to provide the President of the day access to president@enggeomb.ca, including all past emails.

CARRIED

INFORMATION ITEMS

23.01.24 COUNCIL RECEIVED THE FOLLOWING INFORMATION ITEMS:

- N1. Membership statistics as at December 31, 2022
- N2. Bill 233 – Proclamation Date
- N3. The Keystone Professional
- N4. MCRT Funding
- N5. Engineers Canada session for newly elected Council members

SELF-EVALUATION

23.01.25 V1. EVALUATION PAGE FOR THIS MEETING

President Smallwood asked for councillors to complete and submit the evaluation form for today's meeting.

ADJOURNMENT

23.01.26 The meeting adjourned at 4:54 p.m.

The next Council meeting will be Thursday, March 16, at 12:30 p.m.

Ian Smallwood, P.Eng.
President

Michael Gregoire, P.Eng., FEC
CEO & Registrar (Acting)