

MINUTES OF THE  
 183<sup>rd</sup> ANNUAL MEETING OF MEMBERS  
 May 26, 2018 8:30 – 11:30  
 Delta Bessborough, Saskatoon, SK  
 Adam Ballroom

The following presidents were in attendance:		
C. Andrewes, BC	K. Baig, QC	D. Brown, ON
J. Collins, PE	K. Costello, NT	N. Dorjee, AB
G. Dunphy, NL	J. Epp, MB	S. Holmes, SK
K. MacLeod, NS	J. Perron, YK	J. Underhill, NB

The following directors were in attendance:		
R. Kinghorn, President	A. Bergeron, President-Elect	C. Roney, Past-President
K. Baig	J. Boudreau	T. Brookes
L. Champagne	D. Chui	S. Devereaux
L. Doig	J. Dunn	G. Faulkner
D. Gelowitz	Z. Ghavitian	S. Gwozdz
J. Holm	B. Hunt	D. Jayas
D. Lynch	C. Parenteau	R. Shreewastav
R. Trimble		

The following advisor was in attendance		
A. English (CEOG)		

The following observers were in attendance		
C. Bellini	L. Benedicenti	S. Dupuis
G. Emberley	M. Frenette	J. Gamble
B. Gingras	L. Golding	J. Hack
K. King	G. Koropatnick	Z. Kripki
C. Lamothe	J. Landrigan	R. LeBlanc
W. MacQuarrie	A. McLeod	B. McDonald
J. Nagendran	D. Nedohin-Macek	S. Perruzza
D. Peters	V. Raponi	T. Roberts
T. Smith	D. Spracklin-Reid	A. Waldie
L. White	J. Zuccon	

The following staff were in attendance		
H. Anderson	S. Bourgon	B. Gibson
G. McDonald	R. Melsom	M. Ouellette
S. Price	L. Scott	J. Southwood
L. Tremblay	L. Villeneuve	

1. **CALL TO ORDER AND INTRODUCTION OF MEMBERS**

The meeting was called to order at 8:32. President R. Kinghorn welcomed delegates, sponsors and guests, and invited all attendees to introduce themselves.

R. Kinghorn reviewed the meeting rules and ensured consensus in implementation:

The following Meeting Rules are proposed to ensure fairness, efficiency and effectiveness of the meeting:

1. No one is to speak for more than two minutes.
2. No one gets to speak a second time until everyone has had a chance to speak for a first time.
3. There is a limit of two chances to speak for any motion.
4. Restating or reiterating a point that has already been made is not permitted.

2. **APPROVAL OF AGENDA**

**Moved by S. Holmes, Seconded by J. Epp**

**5654** *THAT the agenda be approved and the President be authorized to modify the order of discussion.  
Carried*

3. **APPROVAL OF MINUTES**

**Moved by J. Collins, Seconded by G. Dunphy**

**5655** *THAT the minutes of the annual meeting of members held May 27, 2017 be approved.  
Carried*

4. **ANNUAL REPORT FROM THE PRESIDENT TO THE MEMBERS**

R. Kinghorn noted that his report is included in the agenda package. There being no questions, the report was accepted as written.

5. **AUDIT COMMITTEE REPORT**

T. Brookes, on behalf of the Audit Committee, directed members to the report included in the agenda package.

5.1 **2017 AUDITED FINANCIAL STATEMENTS**

**Moved by G. Dunphy, Seconded by S. Holmes**

**5656** *THAT the members approve the 2017 Audited Financial Statements  
Carried*

5.2 **APPOINTMENT OF AUDITORS**

**Moved by J. Epp, Seconded by C. Andrewes**

**5657** *THAT KPMG be appointed as the 2018 auditors as recommended by the Audit  
Committee  
Carried*

A question arose regarding an item in last year's minutes on the process for selecting auditors. The Audit committee issued an RFP which resulted in the five bids. Following a value-based

evaluation, KPMG was selected again for a five-year engagement.

6. **TERM LIMITS FOR BOARD MEMBERS**

Following discussion at the Presidents' Group meeting, the Presidents agreed that they would prefer to remove the words "successive" and "consecutive" from the proposed new bylaw 4.6, section 2.

It was suggested that the two Presidents who are also Board members declare conflict of interest for this motion. K. Baig and D. Brown agreed to recuse themselves.

6.1

Moved by J. Epp, Seconded by C. Andrewes

5658

**THAT a new section 4.6 be inserted into the [Bylaws](#) reading:**

**4.6 Term Limits**

- (1) Directors shall be elected to the Board for a term of three (3) years.**
- (2) No Director may be elected to the Board for more than two (2) ~~successive~~ terms, or a lifetime maximum of six (6) ~~consecutive~~ years.**
- (3) The foregoing term limits shall not apply to a Director who is elected or confirmed, as applicable, to hold office as President-elect, President or Past-President prior to the expiration of their second term, in which case they may continue on the Board until they have finished serving as Past-President.**
- (4) The Members shall have the authority to extend a Director's term beyond those described above, in extenuating circumstances, in order to ensure effective governance.**

**Recorded vote: (10 in favour)**

- C. Andrewes in favour
- J. Underhill in favour
- K. Costello in favour
- J. Perron in favour
- J. Epp in favour
- S. Holmes in favour
- J. Collins in favour
- N. Dorjee in favour
- G. Dunphy in favour
- K. MacLeod in favour

**Carried**

6.2

Moved by C. Andrewes, Seconded by J. Underhill

5659

**THAT section 4.1 of the [Bylaws](#) be amended to state:**

**4.1 Term Limits**

**Each Member shall deliver a list of nominees, who are engineers in good standing, to the Secretary for consideration at the Annual Meeting of Members, ~~such list to include a suggested term of 3 years.~~**

**Recorded vote:**

- C. Andrewes in favour
- D. Brown in favour
- J. Underhill in favour
- K. Costello in favour
- J. Perron in favour
- J. Epp in favour
- S. Holmes in favour
- J. Collins in favour
- N. Dorjee in favour
- G. Dunphy in favour
- K. Baig in favour
- K. MacLeod in favour

**Carried**

7. **PURPOSES OF ENGINEERS CANADA**

Moved by J. Underhill, Seconded by S. Holmes

5660

**THAT section 6 of the [Articles of Continuance](#) be amended to state:**

**6. Statement of the purpose of the corporation**

***The purposes of Engineers Canada are to serve the collective interests of the members, to promote and maintain the interests, honour and integrity of the Canadian engineering profession, and to do all such lawful things as are incidental to or conducive to the attainment of the foregoing, including without limitation:***

***To serve the members and strengthen the engineering profession by:***

- 1. Accrediting undergraduate engineering programs.***
- 2. Facilitating and fostering working relationships between and amongst the members.***
- 3. Providing services and tools that; enable the assessment of engineering qualifications, foster excellence in engineering practice and regulation, and facilitate mobility of practitioners within Canada.***
- 4. Offering national programs.***
- 5. Advocating to the federal government.***
- 6. Actively monitoring, researching, and advising on changes and advances that impact the Canadian regulatory environment and the engineering profession.***
- 7. Managing risks and opportunities associated with mobility of work and practitioners internationally.***
- 8. Fostering recognition of the value and contribution of the profession to society and sparking interest in the next generation of engineering professionals.***
- 9. Promoting diversity and inclusivity in the profession that reflects Canadian society.***
- 10. Protecting any word(s), mark, design, slogan, or logo, or any literary, or other work, as the case may be, pertaining to the engineering profession or to its objects.***

**Recorded vote:**

- C. Andrewes in favour
- D. Brown in favour
- J. Underhill in favour
- K. Costello in favour
- J. Perron in favour
- J. Epp in favour
- S. Holmes in favour
- J. Collins in favour
- N. Dorjee in favour
- G. Dunphy in favour
- K. Baig in favour
- K. MacLeod in favour

**Carried**

8. **APPROVAL OF 2019-2021 STRATEGIC PLAN**

**Moved by G. Dunphy, Seconded by S. Holmes**

**5661** *THAT the members approve the amended 2019-2021 Strategic Plan.*

**Recorded vote:**

- C. Andrewes in favour
- D. Brown in favour
- J. Underhill in favour
- K. Costello in favour
- J. Perron in favour
- J. Epp in favour
- S. Holmes in favour
- J. Collins in favour
- N. Dorjee in favour
- G. Dunphy in favour
- K. Baig in favour
- K. MacLeod in favour

**Carried**

**Moved by J. Underhill, Seconded by K. MacLeod**

**5662** *THAT the strategic plan be amended to reflect the following change to operational imperative 3:*

*That the current Engineers Canada awards program be reviewed and brought back to the Board for discussion.*

**Recorded vote:**

- C. Andrewes in favour
- D. Brown in favour
- J. Underhill in favour
- K. Costello in favour
- J. Perron in favour
- S. Holmes in favour

- J. Collins in favour
- N. Dorjee in favour
- G. Dunphy in favour
- K. Baig in favour
- K. MacLeod in favour

**Carried**

Clarification was given regarding the difference between bullets 3 (scholarships) and 4 (awards) in operational imperative 3.

Information regarding the rationale for proposing the cancellation the Awards program was provided. The decision stemmed from input from the regulators. The majority did not see value in the current awards program.

9. **BOARD SIZE**

**Moved by K. MacLeod, Seconded by J. Collins**

5663

***THAT the Engineers Canada By-Laws be changed to reflect a Board of Directors structure consisting of 12 directors (one from each Member) while preserving the current registrant-weighted voting protocols. This By-Law change will be fully implemented by the AMM of May 2020.***

***Recorded vote: (five in favour, seven opposed)***

- K. MacLeod in favour
- C. Andrewes opposed
- D. Brown opposed
- J. Underhill in favour
- K. Costello in favour
- J. Perron in favour
- J. Epp opposed
- S. Holmes opposed
- J. Collins in favour
- N. Dorjee opposed
- K. Baig opposed
- G. Dunphy opposed

**Defeated**

K. MacLeod spoke in favour of the motion noting that it follows on the one passed in May 2017 requesting that a plan to reduce Board size be presented by the Board to the Members by May 2018. Since most literature suggests that a Board comprised of seven to 11 people is most effective, and the CEO Group and Governance committee recommend 12 directors with weighted voting, Engineers Nova Scotia is in favour. Engineers Nova Scotia believe that a smaller Board with weighted voting is the best option.

It was suggested that this motion is premature. The work of Governance 2.0 will give us answers and more consensus across the table.

10. **ELECTION OF DIRECTORS**

5664

***Moved by J. Epp, Seconded by G. Dunphy***

***THAT the following directors be approved for the terms indicated below:***

Director	Jurisdiction	Term
Christian Bellini	ON	2018 – 2021
Jeff Card	NL	2018 – 2020
Dwayne Gelowitz	SK	2018 – 2021
Jeff Holm	BC	2018 – 2021
Carole Lamothe	QC	2018 – 2021
Dawn Nedohin-Macek	MB	2018 – 2021
Richard Trimble	YK	2018 - 2021

***Carried unanimously***

It was confirmed that none of these directors would be in violation of the new six-year term limit.

11. **MEMBER PRESENTATIONS (Regulator Presidents)**

The Chair invited the presidents to provide an update from their jurisdiction. Members provided presentations regarding activities, successes, and challenges of their organizations.

The combined presentation is available on the Engineers Canada [microsite](#).

12. **OTHER BUSINESS (if any)**

Notice of motion was suspended by unanimous consent.

5665

***Moved by C. Andrewes, Seconded by J. Underhill***

***THAT the Engineers Canada Board be directed to ensure future governance review and planning ('Governance 2.0') include review of Board and Committee governance, adoption of best practice, and mechanisms to improve the efficiency and performance of the Board and Committees.***

***Specifically, members ask that ('Governance 2.0') consultation and reporting make reference to Board and Committee: size, work plans and deliverables, membership, performance management, adoption of best practice in nominations (i.e. skills, experience & attributes matrix), independence and diversity.***

***Carried***

It was noted that some of the items addressed in the motion are currently being addressed by committees and task forces. The intention of this motion is not to dictate how the Board should address Governance 2.0; it is not a catch-all and other items may be included. The Members are not imposing a time limit on this work; it does not need to be completed in 2019.

5666

**Moved by C. Andrews, Seconded by J. Collins**

***THAT the Members restrict further growth to the Board of Engineers Canada until the work associated with Motion 1 is addressed to the satisfaction of the Members.***

***Carried***

A question was raised on the potential conflict arising when some Member representatives are also directors. Following some discussion on this topic, G. McDonald offered to have staff do some research on the issue and report back to the Members.

13. **NEXT ANNUAL MEETING OF MEMBERS**

The next Annual Meeting of Members will be held on May 25, 2019, in Quebec City, QC.

14. **CLOSING**

The agenda having been completed, the meeting was adjourned at 11:26 am.

*Minutes prepared by H. Anderson for:*

R. Kinghorn, FEC, P.Eng.  
President