

## MINUTES OF THE 232<sup>nd</sup> ENGINEERS CANADA BOARD MEETING

April 2, 2025, 11:00am-1:00pm (ET)

Virtual meeting: Zoom

<b>The following Directors were in attendance:</b>	
M. Wrinch, Chair	S. Jha
J. Van der Put, President-Elect	T. Kirkby
N. Hill, Past President	S. Larivière-Mantha
A. Arenja	A. Lockwood
C. Bellini	J. Martel
E. Coles	A. Mullick
C. Cumming	J. Paliwal
C. Dixon (joined at 11:15)	M. Rose
L. Doig	D. Spracklin-Reid
A. English	M. Sterling
T. Joseph (joined at 11:07)	N. Turgeon
<b>The following Directors sent regrets:</b>	
M. Mekomba	
<b>The following CEO Group Advisor was in attendance:</b>	
P. Mann, Chair, CEO Group	
<b>The following Direct Reports to the Board were in attendance:</b>	
F. Collins, Chair, CEQB	L. Go, General Counsel and Corporate Secretary
P. Rizcallah, CEO	
<b>The following observers were in attendance:</b>	
Shawn Amberman, President, APEGNB	Adam Mackenzie, President, Engineers PEI
Lia Daborn, CEO, APEGNB	Sarah Sternbergh, President, Engineers Yukon
Michael Gregoire, CEO, Engineers Geoscientists MB	Tracey Stock, President, APEGA
Stormy Holmes, Executive Director & Registrar, APEGS	
<b>The following staff were in attendance:</b>	
Joan Bard Miller, Manager, Governance, Board Services	Derek Menard, CFO
Juliet Chou, Governance Coordinator	Jeanette Southwood, EVP, Corporate Affairs
Trina Hubley, Vice-President, Regulatory Affairs	& Strategic Partnerships

### 1. Opening

#### 1.1 Call to order and approval of agenda

M. Wrinch, President, Engineers Canada, called the meeting to order at 11:00 am ET and participants were welcomed.

#### **Motion 2025-04-1D**

#### **Moved and seconded**

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

#### **Carried**

Meeting rules and norms were reviewed, as included in the agenda book.

#### 1.2 Declaration of conflict of interest

No conflicts were declared. Participants were reminded to declare a conflict at any time during the meeting, as necessary.

### 2. Board business / required decisions

## 2.1 2024 audited financial statements

M. Rose presented the 2024 audited financial statements that were pre-circulated to the Board. A brief discussion ensued.

### ***Motion 2025-04-2D***

#### ***Moved and seconded***

***THAT the Board, on recommendation of the FAR Committee, approve the Engineers Canada financial statements for the year ending December 31, 2024, as audited by Raymond Chabot Grant Thornton, and be placed before the Members at the 2025 Annual Meeting of Members.***  
***Carried***

## 3. Next meetings

The next Board meetings are scheduled as follows:

- May 23, 2025 (Vancouver, BC)
- June 16, 2025 (Waterton, AB)

## 4. In-camera sessions

### 4.1 Board Directors, Direct Reports and CEO Group Advisor

#### ***Motion 2025-04-3D***

##### ***Moved and seconded***

***THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors, Engineers Canada CEO, the chairs of the CEAB and CEQB, the Secretary, and the CEO Group Advisor.***  
***Carried***

### 4.2 Board Directors and CEO

#### ***Motion 2025-04-4D***

##### ***Moved and seconded***

***THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors, the Engineers Canada CEO.***  
***Carried***

### 4.3 Board Directors only

#### ***Motion 2025-04-5D***

##### ***Moved and seconded***

***THAT the meeting move in-camera and be closed to the public at the recommendation of the Board. The attendees at the in-camera session shall include Board Directors.***  
***Carried***

## 5. Closing

With no further business to address, the meeting closed at 12:14pm ET.

*Minutes prepared by J. Bard Miller, Manager, Governance and Board Services for:*

Michael Wrinch, PhD, FEC, P.Eng., ICD.D, President

Light Go, General Counsel and Corporate Secretary