

Minutes of the 187th Annual Meeting of Members (AMM)

May 28, 2022 9:30am-11:00am ET

Hybrid delivery

In-person: Sheraton Hotel, Toronto, ON

Virtual: Zoom

The following Members were in attendance	
APEGA – L. Doig, President APEGNB – M. Paul-Elias, President APEGS – J. Desjarlais, President Engineers & Geoscientists BC – M. Adams, Proxy holder Engineers Geoscientists MB – A. Silk, President Engineers Nova Scotia – D. McLean, President	Engineers PEI – C. McQuillan, President Engineers Yukon – K. Hogan, President NAPEG – S. Jha, Proxy holder OIQ – K. Baig, President PEGNL – W. O’Keefe, President PEO – N. Colucci, President
The following 2021-2022 Directors were in attendance	
D. Chui, 2021-2022 President (Chair), PEO K. Baig, 2021-2022 President-Elect, OIQ J. Boudreau, 2021-2022 Past President, APEGNB A. Anderson, Engineers Yukon A. Arenja, PEO N. Avila, APEGA E. Barber, APEGS A. Baril, OIQ M. Belletête, OIQ G. Connolly, Engineers PEI A. English, Engineers & Geoscientists BC	N. Hill, PEO S. Jha, NAPEG T. Joseph, APEGA D. Nedohin-Macek, Engineers Geoscientists MB K. Reid, PEO D. Spracklin-Reid, PEGNL M. Sterling, PEO N. Turgeon, OIQ M. Wrinch, Engineers & Geoscientists BC C. Zinck, Engineers Nova Scotia
The following Director-nominees were in attendance	
C. Bellini, Past President, PEO C. Cumming, Engineers Nova Scotia	M. Rose, Engineers, APEGNB J. Van der Put, APEGA
The following observers were in attendance	
K. Ansdell, Geoscientists Canada J. Bradshaw, CEO & Registrar, PEGNL L. Daborn, CEO, APEGNB F. George, Chair, CEQB S. Grant, TD Insurance D. Jayas, former Engineers Canada President K. King, Executive Director, Engineers Yukon P. Klink, Vice-Chair, CEAB G. Koropatnick, CEO, Engineers Geoscientists MB	J. Landrigan, Executive Director & Registrar, PEI M. A. Hodges, Vice-Chair, CEQB P. Mann, CEO Engineers Nova Scotia V. McCormick, Executive Director & Registrar, NAPEG S. Holmes, Executive Director, APEGS M. Milligan, ABET J. Nagendran, Registrar & CEO, APEGA H. Yang, CEO & Registrar, Engineers & Geoscientists BC J. Zuccon, Registrar, PEO
The following staff were in attendance	
R. Gauthier, Executive Assistant B. Gibson, Manager, Communications C. Mash, Governance Administrator G. McDonald, CEO R. Melsom, Manager, CEQB D. Menard, Director of Finance A. Murphy-Dow, Governance Coordinator	M. Ouellette, Manager, Strategic and Operational Planning S. Price, Executive Vice President, Regulatory Affairs J. Sendrowicz, Planning, Event, and Change Practitioner E. Spence, General Counsel and Corporate Secretary H. Theelen, Director, Strategic Planning & Organizational Excellence M. Warken, Manager, CEAB

1. Call to order and introductions

D. Chui called the Annual Meeting of Members (AMM) to order at 9:32am (ET). Participants were welcomed and the land was acknowledged. Members, Board Directors, and staff-officers were introduced.

2. Approval of agenda

The agenda was pre-circulated.

Members' motion 2022-05-1D

Moved and seconded

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

Carried

3. Approval of minutes

The minutes were pre-circulated. No discussion or questions were brought forward.

Members' motion 2022-05-2D

Moved and seconded

THAT the minutes of the annual meeting of members held May 29, 2021 be approved.

Carried

4. 2021 Reports

G. McDonald introduced the annual reports, which had been pre-circulated with the agenda book.

4.1. Engineers Canada Annual Report

No discussion was had.

4.2. Annual Strategic Performance Report

No discussion was had.

4.3 Audited financial statements

N. Hill, Chair of the Finance, Audit, and Risk (FAR) Committee presented the pre-circulated documents.

No discussion was had.

5. Appointment of auditors

N. Hill introduced the appointment of auditors' agenda item. It was clarified that the next request for proposals (RFP) for this work will be issued in 2023, and the intent is to select an auditor for another 5-year engagement.

Members' motion 2022-05-3D

Moved and seconded

THAT KPMG LLP be appointed as the public accountant to audit the accounts of Engineers Canada for the 2022 fiscal year.

Carried

6. 2024 Per Capita Assessment Fee

N. Hill presented the Per Capita Assessment Fee (PCAF) recommendation. The following discussion was captured:

- Engineers Nova Scotia noted concern about the increasing reliance on affinity revenues within Engineers Canada. Since the recommendation to reduce the PCAF is in the best interest of the members of their

association, however, they noted that they were in support of the motion to reduce the PCAF to \$8 per Registrant.

- It was clarified that the PCAF recommendation is made using projected revenues and expenses up to 2024 to ensure the proposed change is sustainable. These conservative projections do not consider the revenue received should PEO continue to not participate in the affinity program. Additionally, it was confirmed that categories within the restricted reserve are dedicated to risk management.
- Engineers Geoscientists Manitoba raised similar concerns to those from Engineers Nova Scotia, with reliance on affinity revenues, specifically noting that each Registrant receiving \$46 of services when they only pay \$8 is not a sustainable model.

Members' motion 2022-05-4D

Moved and seconded

THAT the 2024 Per Capita Assessment Fee be set at \$8 per Registrant.

Carried

7. Bylaw amendment

M. Wrinch presented the minor amendment made to clarify the definition of Registrant. No questions were received.

Members' motion 2022-05-5D

Moved and seconded

THAT Article 1.1 of the Engineers Canada Bylaw be amended as follows:

"Registrant" means an individual registered with a Member at December 31, with the exception of applicants, ~~and~~ students, and those registered solely as a geoscientist or geoscientist in training.

Carried

8. Engineers Canada Board size

D. McLean presented the discussion on Board size and requested a recorded vote on the matter. The following discussion was captured:

- G. McDonald confirmed that committee and task force work would be sustained with the proposed reduction to sixteen (16) Board members, but it would likely necessitate that the number of task force and committee members be reduced in turn. He also clarified that the report's reduction plan is designed to reduce the Board size by attrition, and with the known departures on the slate, it is possible to achieve the proposed reduction by 2025, with every Director completing their term.
- Engineers Nova Scotia noted that, while it was aware that some Members would be in opposition to this motion, the main reason for bringing it forward was to bring closure and ensure the issue is dealt with thoroughly.
- OIQ noted their agreement that a smaller Board can be more effective, and further stated that their concern with this decision relates to other governance issues that require improvement. Specifically, when the Governance Committee originally led the Board size discussion, it was felt by some of the committee members that the decision to reduce was determined before the discussion took place. Following these deliberations, OIQ believes that the original proposal was not presented properly, and they would like to see the Directors and Members work towards achieving unanimous agreement on this topic in the future.

Members' motion 2022-05-6D

Moved and seconded

THAT the Engineers Canada Board of Directors be reduced in size to 16 members, in the manner proposed in the Governance Committee’s May 2020 Report on Board Size, with the reduction taking effect by May 2025.

Failed, with the following votes recorded:

APEGA – L. Doig, President	In favour
APEGNB – M. Paul-Elias, President	In favour
APEGS – J. Desjarlais, President	In favour
Engineers & Geoscientists BC – M. Adams, Proxy holder	In favour
Engineers Geoscientists MB – A. Silk, President	In favour
Engineers Nova Scotia – D. McLean, President	In favour
Engineers PEI – C. McQuillan, President	In favour
Engineers Yukon – K. Hogan, President	In favour
NAPEG – S. Jha, Proxy holder	In favour
OIQ – K. Baig, President	Opposed
PEGNL – W. O’Keefe, President	In favour
PEO – N. Colucci, President	Opposed

9. Election of Directors

D. Chui presented the slate of candidates, as circulated in the agenda. No questions were received.

Members’ motion 2022-05-7D

Moved and seconded

THAT the following Directors be approved for the terms indicated below:

Director name	Jurisdiction	Term
John Van der Put	Alberta	2022-2025
Michael Wrinch	British Columbia	2022-2025
Marlo Rose	New Brunswick	2022-2025
Crysta Cumming	Nova Scotia	2022-2025
Christian Bellini	Ontario	2022-2025
Kathy Baig	Quebec	2022-2024

Carried

10. Next Annual Meeting of Members

The next AMM is scheduled for May 27, 2023, in Halifax, NS.

11. Closing

With no further matters to come before the meeting, it was concluded at 10:43am ET.