

**Minutes of the 185th Annual Meeting of Members (AMM)**

May 23, 2020 9:30am-11:00am CT via webinar

<b>The following Members were in attendance</b>	
APEGA represented by J. Van der Put, President APEGNB represented by M. Rose, President APEGS represented by A. Lockwood, President Engineers & Geoscientists BC represented by L. Mah, President Engineers Geoscientists MB represented by J. Paliwal, President Engineers Nova Scotia represented by A. Veinotte, President	Engineers PEI represented by W. Weeks, President Engineers Yukon represented by C. Dixon, President NAPEG represented by J. Hazenberg, President OIQ represented by K. Baig PEGNL represented by D. Goosney, President PEO represented by M. Sterling, President-Elect (by proxy)
<b>The following directors were in attendance</b>	
D. Lynch, President, APEGA J. Boudreau, President-Elect, APEGNB A. Bergeron, Past-President, PEO K. Baig, OIQ C. Bellini, PEO T. Brookes, NAPEG J. Card, PEGNL L. Champagne, OIQ D. Chui, PEO L. Doig, APEGA J. Dunn, Engineers PEI	D. Gelowitz, APEGS J. Holm, Engineers & Geoscientists BC C. Lamothe, OIQ D. Nedohin-Macek, Engineers Geoscientists MB K. Reid, PEO C. Sadr, PEO J. Tink, APEGA R. Trimble, Engineers Yukon M. Wrinch, Engineers & Geoscientists BC C. Zinck, Engineers Nova Scotia
<b>The following incoming directors were in attendance</b>	
M. Belletête, OIQ V. Benz, APEGA N. Hill, PEO	S. Jha, NAPEG T. Joseph, APEGA N. Turgeon, OIQ
<b>The following observers were in attendance</b>	
L. Benedicenti, Chair, CEAB J. Bradshaw, CEO & Registrar, PEGNL L. Daborn, CEO, APEGNB A. English, CEO & Registrar, Engineers & Geoscientists BC J. Epp, Past-President, Engineers Geoscientists MB S. Grant, TD Insurance L. Golding, Executive Director & Registrar, NAPEG D. Iacona, ABET D. Kelly, President, ABET K. King, Executive Director, Engineers Yukon G. Koropatnick, CEO, Engineers Geoscientists MB J. Landrigan, Executive Director & Registrar, PEI R. LeBlanc, Chair, CEQB	M. Mahmoud, Vice-Chair, CEQB P. Mann, CEO Engineers Nova Scotia B. McDonald, Executive Director, APEGS M. Milligan, ABET J. Nagendran, Registrar & CEO, APEGA B. Pearse, President-Elect, APEGA S. Perruzza, CEO, OSPE J. Samaras, Manulife M. Stiles, TD Insurance M. Stothart, Incoming President, APEGNB W. Vasquez, President, CFES R. Wilson, Hub International J. Zuccon, Registrar, PEO

**The following staff were in attendance**

A. Gaucher, Executive Assistant R. Gauthier, Executive Assistant B. Gibson, Manager, Communications C. Mash, Governance Administrator G. McDonald, CEO E. McParland, Planning, Event, and Change Practitioner M. Ouellette, Manager, Qualifications Board	S. Price, Executive Vice President, Regulatory Affairs L. Scott, Manager, Member Services E. Spence, Legal Counsel and Corporate Secretary L. Tremblay, Meeting and Event Planner J. Southwood, VP, Corporate Affairs & Strategic Partnerships M. Warken, Manager, Accreditation Board D. Villeneuve, IT Infrastructure Specialist
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**1. Call to order and introductions**

D. Lynch called the Annual Meeting of Members (AMM) to order at 9:42am (CT). Participants were welcomed and the land was acknowledged. Directors and staff were introduced.

**2. Approval of the chair for the 2020 AMM**

The Members chose to appoint an individual other than the president of Engineers Canada to chair meeting, and suggested that Jonathan Epp, Past-President of Engineers Geoscientists Manitoba assume the role.

***Members' motion 2020-05-1D***

***Moved by A. Lockwood, seconded by J. Van der Put***

***THAT Jonathan Epp, Past-President, Engineers Geoscientists Manitoba, be approved to serve as chair for the remainder of the 2020 AMM.***

***Carried***

Following the approval, J. Epp assumed the role and presented the digital housekeeping procedures to be followed. Members were introduced and stated their ability to participate in the meeting. It was confirmed that quorum was present with all twelve regulators represented. Confirmation of proxy was received from PEO president.

**3. Approval of agenda**

The agenda was pre-circulated. It was noted that future virtual meetings should begin later in the day, to accommodate time zones across Canada.

***Members' motion 2020-05-2D***

***Moved by L. Mah, seconded by D. Goosney***

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

***Carried***

**4. Approval of minutes**

The minutes were pre-circulated.

***Members' motion 2020-05-3D***

***Moved by J. Hazenberg, seconded by J. Paliwal***

***THAT the minutes of the Annual Meeting of Members held May 25, 2019 be approved.***

***Carried***

## 5. Reports to the Members for information

D. Lynch presented the annual reports, both pre-circulated with the agenda book. The reports are intended to be reviewed together to provide a fulsome summary of the work completed in 2019, noting that both documents are aligned to the approved *2019-2021 Strategic Plan*.

a) Engineers Canada annual report

No discussion was had.

b) Annual strategic performance report

The following discussion was captured:

- What is the level of engagement of Indigenous Peoples in the work on Operational imperative 9? J. Southwood reported that the membership of the “Indigenous Advisory Committee”, the latest Engineers Canada operational committee, consists of approximately six (6) Indigenous engineers and engineers in training. There remains one vacancy, with consideration being made to geographical and engineering-discipline representation in selecting a candidate.
- In light of fact that reporting is indicating positive results, should Engineers Canada be considering more ambitious activities, even if it means that the reporting is less positive? D. Lynch noted that some of the activities have recorded fewer positive results over the year, and that the quarterly results process has allowed for catching deviations early enough to ensure they can be mediated effectively.
- What are the current projections for achieving 30 by 30? J. Southwood reported that this past year, 18.1% of newly-licensed engineers were identified as women. Projections to 2030, if continuing with the same activities, indicate that 22%-23% will be more likely achieved than the goal of 30%. Substantial change is being encouraged through strategic priority 3, and Engineers Canada has received valuable feedback from the regulators on this work, and that will be reflected in the 2020-Q3 reporting period.
- There is concern that licensed engineers coming from abroad will artificially boost the 30 by 30 numbers, while a focus should be made on young girls in Canada and ensuring they are made aware of engineering as a potential career path. D. Lynch highlighted the work with Girl Guides as a strong grassroots initiative that has brought awareness to over 4000 Canadian badge-holders, in addition to camp partnerships that reach the target demographic of girls up to grade 12. This goal depends on efforts from the regulators and the HEIs, in addition to Engineers Canada. The current strategic plan activities are generating important data required to make sound decisions on future budget allocation, and strategies are being developed to further accelerate this work through the 2022-2024 strategic plan.

## 6. Audited financial statements and appointment of auditors

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

6.1. Audited financial statements

L. Doig responded to the following questions:

- Were there any major operation fraud risks raised by the auditors? L. Doig reported that FAR met with the auditor for both a presentation and an in-camera session to focus on any operational issues, and KPMG confirmed that there were no areas of material concern. FAR has suggested that the audit for 2020 focus on procurement processes and policies.

- The significant revenue difference from 2018 to 2019 results predominantly from the timing of the PEO decision on participating in the affinity program. This decision was delayed in 2018, resulting in two-years of revenue recorded in 2019.

***Members' motion 2020-05-4D***

***Moved by J. Van der Put, seconded by A. Lockwood***

***THAT the Members approve the Engineers Canada financial statements for the year ending December 31, 2019, as audited by KPMG LLP.***

***Carried***

6.2. Appointment of auditors

It was noted that the auditor term is five-years, and that the next auditor selection process will occur in 2023.

***Members' motion 2020-05-5D***

***Moved by M. Sterling, seconded by L. Mah***

***THAT KPMG LLP be appointed as the public accountant to audit the accounts of Engineers Canada for the 2020 fiscal year, as recommended by the FAR Committee.***

***Carried***

**7. Bylaw amendments**

D. Lynch presented the pre-circulated Bylaw amendments and highlighted the benefits of the proposal. The following process was confirmed:

- Board members will approve the 2021 budget with three-year projections and the recommended per capita assessment amount in December 2020.
- The Members will be formally provided with the recommendation before January 1, 2021, for approval at the 2021 AMM held in May.
- The decision at the AMM would be made using the voting structure required for all meeting of Members decisions; 2/3 of Members representing 60% of registrants, with each regulator having one vote to cast. Each regulator would be represented by one individual, typically their president, or other designated proxy.

***Members' motion 2020-05-6D***

***Moved by M. Rose, seconded by J. Hazenberg***

***THAT the Bylaw be updated as follows:***

***7.2. No later than January 1<sup>st</sup> of each year, the Board shall recommend to the Members the amount of the Per Capita Assessment that will be in effect on the second following January 1<sup>st</sup>. The Members will consider the recommendation and finalize the amount of the Per Capita Assessment no later than July 1<sup>st</sup> of each year with the decision by the Members to take effect on the second following January 1<sup>st</sup> (18 months notice).***

***~~7.2-7.3.~~ 7.3. Each Member shall pay to Engineers Canada the Member-approved Per Capita Assessment of \$10.21 per Registrant within two months of receipt of invoice for same or pursuant to payment schedule reflective of the Members registrant payment schedule.***

***7.4. In the event that the Members are unable to finalize the amount of the Per Capita Assessment by July 1<sup>st</sup>, the Per Capita Assessment last determined by the Members shall remain in effect.***

***Carried***

## 8. Election of directors

J. Epp presented the motion as circulated in the agenda book, noting that an amendment is required to include incoming president Jean Boudreau's term extension.

It was confirmed that the directors who have been nominated have confirmed fiduciary obligations and duties to Engineers Canada. The incoming directors have also attended the first of two orientation sessions, where fiduciary responsibilities were clarified.

### ***Members' motion 2020-05-7D***

***Moved by A. Lockwood, seconded by M. Sterling***

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

<b><i>Director name</i></b>	<b><i>Jurisdiction</i></b>	<b><i>Term</i></b>
<b><i>Victor Benz</i></b>	<b><i>Alberta</i></b>	<b><i>2020-2023</i></b>
<b><i>Tim Joseph</i></b>	<b><i>Alberta</i></b>	<b><i>2020-2023</i></b>
<b><i>Jeff Card</i></b>	<b><i>Newfoundland and Labrador</i></b>	<b><i>2020-2023</i></b>
<b><i>Sudhir Jha</i></b>	<b><i>Northwest Territories and Nunavut</i></b>	<b><i>2020-2023</i></b>
<b><i>Danny Chui</i></b>	<b><i>Ontario</i></b>	<b><i>2020-2023</i></b>
<b><i>Nancy Hill</i></b>	<b><i>Ontario</i></b>	<b><i>2020-2023</i></b>
<b><i>Justin Dunn</i></b>	<b><i>Prince Edward Island</i></b>	<b><i>2020-2023</i></b>
<b><i>Maxime Belletête</i></b>	<b><i>Quebec</i></b>	<b><i>2020-2023</i></b>
<b><i>Nicolas Turgeon</i></b>	<b><i>Quebec</i></b>	<b><i>2020-2023</i></b>

### ***Members' motion to amend 2020-05-7.1D***

***Moved by M. Rose, seconded by A. Veinotte***

***To amend the existing motion to include the election of Jean Boudreau to the Board of directors for a two-year term beginning in 2020 and ending in 2022.***

***Carried***

### ***Amended Members' motion 2020-05-7D***

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

<b><i>Director name</i></b>	<b><i>Jurisdiction</i></b>	<b><i>Term</i></b>
<b><i>Victor Benz</i></b>	<b><i>Alberta</i></b>	<b><i>2020-2023</i></b>
<b><i>Tim Joseph</i></b>	<b><i>Alberta</i></b>	<b><i>2020-2023</i></b>
<b><i>Jean Boudreau</i></b>	<b><i>New Brunswick</i></b>	<b><i>2020-2022</i></b>
<b><i>Jeff Card</i></b>	<b><i>Newfoundland and Labrador</i></b>	<b><i>2020-2023</i></b>
<b><i>Sudhir Jha</i></b>	<b><i>Northwest Territories and Nunavut</i></b>	<b><i>2020-2023</i></b>
<b><i>Danny Chui</i></b>	<b><i>Ontario</i></b>	<b><i>2020-2023</i></b>
<b><i>Nancy Hill</i></b>	<b><i>Ontario</i></b>	<b><i>2020-2023</i></b>
<b><i>Justin Dunn</i></b>	<b><i>Prince Edward Island</i></b>	<b><i>2020-2023</i></b>
<b><i>Maxime Belletête</i></b>	<b><i>Quebec</i></b>	<b><i>2020-2023</i></b>
<b><i>Nicolas Turgeon</i></b>	<b><i>Quebec</i></b>	<b><i>2020-2023</i></b>

***Carried***

Incoming directors were congratulated.

## **9. Other business**

It was clarified that special meetings of the Members can be convened by order of the Engineers Canada President, the President-Elect, by the Board, or on request by any Member, as per Bylaw section 3.2.

## **10. Next meetings**

The next AMM is scheduled for May 29, 2021 in Halifax, NS.

## **11. Closing**

With no further business to address, the meeting was adjourned at 10:50am CT.

### ***Members' motion 2020-05-8D***

***Moved by L. Mah, seconded by K. Baig***

***THAT the meeting be completed.***

***Carried***