



## Minutes of the 186th Annual Meeting of Members (AMM)

May 29, 2021 10:00am-11:30am ET via zoom

The following Members were in attendance	
APEGA represented by B. Pearce, President APEGNB represented by M. Stothart, President APEGs represented by K. Darr, President Engineers & Geoscientists BC represented by L. Spence, President Engineers Geoscientists MB represented by J. Mann, President Engineers Nova Scotia represented by C. Cumming, President	Engineers PEI represented by E. Coles, President Engineers Yukon represented by K. Hogan, President NAPEG represented by J. Hazenberg, President OIQ represented by K. Baig, President PEGNL represented by N. Hallett, President PEO represented by C. Bellini, President
The following Directors were in attendance	
J. Boudreau, 2020-2021 President, APEGNB D. Chui, PEO, 2020-2021 President-Elect D. Lynch, 2020-2021 Past President, APEGA K. Baig, OIQ M. Belletête, OIQ C. Bellini, PEO V. Benz, APEGA J. Card, PEGNL J. Dunn, Engineers PEI	D. Gelowitz, APEGs N. Hill, PEO J. Holm, Engineers & Geoscientists BC S. Jha, NAPEG T. Joseph, APEGA D. Nedohin-Macek, Engineers Geoscientists MB K. Reid, PEO R. Trimble, Engineers Yukon C. Zinck, Engineers Nova Scotia
The following Director-nominees were in attendance	
A. Anderson, Engineers Yukon A. Arenja, PEO N. Avila, APEGA A. Baril, OIQ	S. Holmes, APEGs D. Spracklin-Reid, PEGNL M. Sterling, PEO
The following observers were in attendance	
J. Bradshaw, CEO & Registrar, PEGNL D. Chong, President, ABET L. Daborn, CEO, APEGNB B. Dony, Chair, CEAB A. English, CEO & Registrar, Engineers & Geoscientists BC M. Á. García, CACEI F. George, Vice-Chair, CEQB S. Grant, TD Insurance K. King, Executive Director, Engineers Yukon G. Koropatnick, CEO, Engineers Geoscientists MB P. Lafleur, Vice-Chair, CEAB J. Landrigan, Executive Director & Registrar, PEI T. Latt, Myanmar Engineering Council M. Mahmoud, Vice-Chair, CEQB P. Mann, CEO Engineers Nova Scotia	B. Martin, CEO, Engineers Without Borders Canada V. McCormack, Executive Director & Registrar, NAPEG B. McDonald, Executive Director, APEGs S. McKeown, CFES M. Milligan, ABET J. Nagendran, Registrar & CEO, APEGA W. O'Keefe, Chair-Elect, PEGNL M. Parkhill, President, Geoscientists Canada C. Sadr, Engineers Canada Director-resigned W. Schreuders, XL Insurance Company Limited M. Stiles, TD Insurance A. Waldie, Geoscientists Canada M. Williams, Vice President, NAPEG H. Yang, Incoming CEO & Registrar, Engineers & Geoscientists BC J. Zuccon, Registrar, PEO
The following staff were in attendance	
E. David, Planning, Event, and Change Practitioner R. Gauthier, Executive Assistant B. Gibson, Manager, Communications C. Mash, Governance Administrator G. McDonald, CEO R. Melsom, Manager, CEQB	D. Menard, Director of Finance S. Price, Executive Vice President, Regulatory Affairs L. Scott, Manager, Member Services E. Spence, Legal Counsel and Corporate Secretary J. Southwood, VP, Corporate Affairs & Strategic Partnerships M. Warken, Manager, CEAB

### 1. Call to order and introductions

J. Boudreau called the Annual Meeting of Members (AMM) to order at 10:08am (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 2021-05-1D***

***Moved by M. Stothart, seconded by K. Baig***

***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 2021-05-2D***

***Moved by J. Hazenberg, seconded by C. Bellini***

***THAT the minutes of the annual meeting of members held May 23, 2020 be approved.***

***Carried***

### 4. Reports to the Members for information

G. McDonald 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 2020, and both documents are aligned to the approved *2019-2021 Strategic Plan*. G. McDonald noted that while the 2020 year was unusual, the organization and volunteers responded admirably. A great number of objectives were achieved, with all strategic priorities being reported as on track for completion by December 2021.

#### a) Engineers Canada Annual Report

No discussion was had.

#### b) Annual Strategic Performance Report

G. McDonald reported on areas where objectives were disrupted as provided within the report, noting that all outcomes remain on track for completion by December 2021. No questions were received.

### 5. 2022-2024 Strategic Plan

J. Boudreau passed the chair duties to D. Lynch. J. Boudreau presented the Strategic Plan for approval, developed in consultation with the Regulator presidents and CEOs, the CEAB and CEQB, and Engineering Deans Canada. The plan reflects Engineers Canada's new vision, "Advancing Canadian engineering through national collaboration", and is designed to meet Regulators' needs. The following comments were captured:

- B. Pearce re-confirmed APEGA's encouragement and support for collaboration on the national campaign priority. APEGA will be sharing their established work in raising profile and informing the public of the profession in Alberta with Engineers Canada to grow and achieve more collectively. J. Boudreau noted that Engineers Canada is counting on input and collaboration from all Regulators as indicated within the plan and will be looking to learn from their experience with public campaigns.
- C. Bellini offered congratulations and support for the plan on behalf of PEO, noting that while the accreditation priority is scheduled to take at least three years to establish the direction forward, it is understood why this time is needed with the work required. J. Boudreau agreed, remarking that change can be awkward and that all aspects were taken into consideration to ensure that the priority does not

move too fast or too slow. D. Lynch further noted that the planning and implementation process was carefully considered to ensure priorities could be accomplished as quickly as possible.

***Members' motion 2021-05-3D***

***Moved by C. Bellini, seconded by K. Baig***

***THAT the 2022-2024 Strategic Plan be approved.***

***Carried***

**6. Audited financial statements and appointment of auditors**

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

**6.1. Audited financial statements**

It was reported that KPMG was complimentary of Engineers Canada's oversight and preparation for the audit, in addition to the processes put in place to manage COVID-19. No discussion was had.

***Members' motion 2021-05-4D***

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

***THAT the financial statements for the fiscal year ending December 31, 2020, as audited by KPMG LLP, be approved.***

***Carried***

**6.2. Appointment of auditors**

No discussion was had.

***Members' motion 2021-05-5D***

***Moved by K. Darr, seconded by L. Spence***

***THAT KPMG LLP be appointed as the public accountant to audit the accounts of Engineers Canada for the 2021 fiscal year, on recommendation of the FAR Committee.***

***Carried***

**7. 2023 Per Capita Assessment Fee**

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

- C. Cumming, on behalf of Engineers Nova Scotia, noted that given the current circumstances, and since Engineers Canada has reported a significant surplus, the PCAF should be lowered. The uncertainties around this decision are understood, and C. Cumming raised a question around what would require further clarity to lower the fees moving forward. D. Gelowitz explained that some uncertainty was alleviated with the Strategic Plan having just been approved. Although PEO has not availed itself of the affinity revenue in the past, there is no guarantee that that practice will continue, and consideration also needs to be given to the revised revenue split for incoming affinity program policies which will further reduce revenues. With the Strategic Plan being approved this year, the Finance, Audit, and Risk (FAR) Committee recommended that Engineers Canada consider holding any changes to the PCAF for an additional year, so that the funds that need to be applied to the priorities can be further considered and solidified in the 2022 budget.
- C. Bellini, on behalf of PEO, reported that their council discussed the proposed PCAF recommendation. They continue to be in support of Member control of the PCAF and are also supportive of the logic provided by the FAR Committee to not change the amount this year, given that spending is now

committed through the approval of the 2022-2024 Strategic Plan. C. Bellini raised a question about the longer-term projection of how reserves will be affected over the years. This activity was planned and then postponed due to COVID-19, since it was felt that a study of this nature could not be relied upon to provide meaningful results. D. Gelowitz confirmed that the assessment of the long-term financial and operational viability of Engineers Canada will be re-visited in the next operational planning cycle.

- C. Bellini noted that PEO will not be able to confirm what actions will be taken with affinity revenue moving forward.
- D. Gelowitz concluded that it is likely that PCAF changes will be recommended in the future once there is more clarity around the strategic priority spending.

***Members' motion 2021-05-6D***

***Moved by K. Hogan, seconded by C. Bellini***

***THAT the 2023 Per Capita Assessment Fee remain at \$10.21 per Registrant.***

***Carried***

**8. By-law amendments**

N. Hill presented the minor By-law amendments. No questions were received.

***Members' motion 2021-05-7D***

***Moved by M. Stothart, seconded by E. Coles***

***THAT the By-law be amended as follows:***

***1.1 "Per Capita Assessment" means the annual amount to be paid by each Member as determined by its number of Registrants, as further defined in Article 7.***

***5.8 "The Board shall submit recommendations to the Members on the following matters, by a vote passed by a majority of not less than two-thirds of the votes cast, provided that no decision in respect thereof shall have any force or effect until approved by the Members in accordance with section 3.4 of this By-law:***

***...***

***(b) The amount of the Per Capita Assessment***

***Carried***

**9. Election of Directors**

J. Boudreau presented the slate of candidates as circulated in the agenda. It was noted that there will be a vacancy present on the Board for a Director to be nominated from Engineers & Geoscientists BC. The nominee's name is expected to be provided in June, and the Members will be asked to elect the individual by written resolution circulated by email later in the summer.

***Members' motion 2021-05-8D***

***Moved by C. Cumming, seconded by B. Pearse***

***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>Natasha Avila</i></b>	<b><i>Alberta</i></b>	<b><i>2021-2024</i></b>
<b><i>Dawn Nedohin-Macek</i></b>	<b><i>Manitoba</i></b>	<b><i>2021-2024</i></b>
<b><i>Darlene Spracklin-Reid</i></b>	<b><i>Newfoundland and Labrador</i></b>	<b><i>2021-2024</i></b>
<b><i>Arjan Arenja</i></b>	<b><i>Ontario</i></b>	<b><i>2021-2024</i></b>
<b><i>Marisa Sterling</i></b>	<b><i>Ontario</i></b>	<b><i>2021-2024</i></b>
<b><i>Geoff Connolly</i></b>	<b><i>Prince Edward Island</i></b>	<b><i>2021-2024</i></b>
<b><i>Anne Baril</i></b>	<b><i>Quebec</i></b>	<b><i>2021-2024</i></b>

<i>Director name</i>	<i>Jurisdiction</i>	<i>Term</i>
<i>Stormy Holmes</i>	<i>Saskatchewan</i>	<i>2021-2024</i>
<i>Alison Anderson</i>	<i>Yukon</i>	<i>2021-2024</i>

*Carried*

#### **10. Other business**

K. Baig, on behalf of OIQ, congratulated G. McDonald and the staff at Engineers Canada for their quality work over the last year through the pandemic. It was also noted that the virtual meeting deliveries have been as strong as possible, and that in-person meetings will be welcomed back as an important component of relationship building.

#### **11. Next Annual Meeting of Members**

The next AMM is scheduled for May 28, 2022, in Ontario.

#### **12. Closing**

With no further matters to come before the meeting, it was concluded at 11:05am ET.

*Members' motion 2021-05-9D*

*Moved by M. Stothart, seconded by E. Coles*

*THAT the meeting be concluded.*

*Carried*