

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

May 27, 2023 9:30am-10:10am AT

Hybrid delivery

In-person: Marriott Harbourfront Hotel, Halifax, NS | Virtual: Zoom

The following Members were in attendance	
APEGA – M. Plante, President	Engineers Nova Scotia – D. Pothier, President
APEGNB – R. Roy, President	Engineers PEI –M. Perry, Proxy holder
APEGS – G. Vogelsang, President	Engineers Yukon – S. Sternbergh, President
Engineers & Geoscientists BC – M. Adams, President	OIQ – S. Larivière-Mantha, President
Engineers Geoscientists MB – M. Gregoire, Proxy holder	PEGNL – M. Fewer, Proxy holder
	PEO – N. Colucci, Proxy holder
The following Members sent regrets	
NAPEG – M. Williams, President	
The following 2022-2023 Directors were in attendance	
K. Baig, 2022-2023 President (Chair), OIQ	T. Joseph, APEGA
N. Hill, 2022-2023 President-Elect, PEO	D. Nedohin-Macek, Engineers Geoscientists MB
D. Chui, 2022-2023 Past President, PEO	M. Rose, APEGNB
A. Arenja, PEO	D. Spracklin-Reid, PEGNL
M. Belletete, OIQ	M. Sterling, PEO
C. Bellini, PEO	N. Turgeon, OIQ
G. Connolly, Engineers PEI	J. Van der Put, APEGA
C. Cumming, Engineers Nova Scotia	M. Wrinch, Engineers & Geoscientists BC
S. Jha, NAPEG	
The following Director-nominees were in attendance	
H. Kennedy, APEGA	T. Kirkby, PEO
The following observers were in attendance	
D. Abrahams, Staff, PEO	P. Mann, CEO Engineers Nova Scotia
L. Daborn, CEO, APEGNB	S. Perruzza, CEO, OSPE
S. Holmes, Executive Director, APEGS	J. Samaras, Director, Manulife
K. King, Executive Director, Engineers Yukon	H. Yang, CEO & Registrar, Engineers & Geoscientists BC
P. Klink, Chair, CEAB	
The following staff were in attendance	
J. Bard Miller, Manager, Governance and Board Services	M. Ouellette, Manager, Strategic and Operational Planning
T. Boucher, Manager, Member Services	S. Price, Executive Vice President, Regulatory Affairs
J. Chou, Governance Coordinator	C. Roy, Associate, Member Services
L. Go, General Counsel and Corporate Secretary	J. Sendrowicz, Planning, Event, and Change Practitioner
G. McDonald, CEO	J. Southwood, VP, Corporate Affairs & Strategic Partnerships
R. Melsom, Manager, CEQB	H. Theelen, Director, Strategic Planning & Organizational Excellence
D. Menard, Director of Finance	M. Warken, Manager, CEAB

1. Call to order and introductions

K. Baig called the Annual Meeting of Members (AMM) to order at 9:34 am (AT). 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 2023-05-1D

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 2023-05-2D

Moved and seconded

THAT the minutes of the annual meeting of members held May 28, 2022 be approved.

Carried

4. 2022 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

A. Arenja, Chair of the Finance, Audit, and Risk (FAR) Committee presented the pre-circulated documents. No discussion was had.

5. Appointment of auditors

K. Baig introduced the appointment of auditors, which had been pre-circulated with the agenda book.

Members' motion 2023-05-3D

Moved and seconded

THAT Raymond Chabot Grant Thornton be appointed as the public accountant to audit the accounts of Engineers Canada for the 2023 fiscal year.

Carried

6. 2024 Per Capita Assessment Fee

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

- Engineers Nova Scotia raised a concern whether the PCAF recommendation considered the PEO signing on as an affinity partner. It was noted that PEO’s non-participation in the affinity program was taken into consideration.
- PEGNL raised a concern whether the potential significant increase in the travel expenditure as a result of board of directors’ decision on May 26 was anticipated and factored in to making the PCAF recommendation. It was confirmed that based on an analysis, the impact of business class travel for over 4 hour leg was up to about \$300,000, which could be accommodated even at the time of not knowing of PEO’s participation in the affinity program. Engineers Nova Scotia noted that carbon footprint was not considered on the decision to approve the travel expenditure decision.

Members’ motion 2023-05-4D

Moved and seconded

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

Failed, with the following votes recorded:

APEGA – M. Plante, President	Opposed
APEGNB – R. Roy, President	Opposed
APEGS – G. Vogelsang, President	Opposed
Engineers & Geoscientists BC – M. Adams, President	In favour
Engineers Geoscientists MB – M. Gregoire, Proxy holder	In favour
Engineers Nova Scotia – D. Pothier, President	Opposed
Engineers PEI – M. Perry, Proxy holder	Opposed
Engineers Yukon – S. Sternbergh, President	Opposed
OIQ – S. Larivière-Mantha, President	In favour
PEGNL – M. Fewer, Proxy holder	Opposed
PEO – N. Colucci, President	In favour

7. Bylaw amendment

D. Pothier presented the proposed amendment to Engineers Canada’s Bylaw that had been put forward by the four Atlantic Regulators. It was thought that the current bylaw contradicted Engineers Canada’s guiding principles and did not support harmonized regulation of the profession in Canada. Likewise, there was concern that the while Engineers Canada promotes equity and inclusion, it is unable to agree that all members should have an equal vote regardless of the size of the registrant base. The following discussion was captured:

- PEGNL noted that there are 12 owners and each should have the same voice.
- Engineers & Geoscientists BC, Engineers Yukon, Engineers Geoscientists MB, APEGNB, APEGS, Engineers PEI, OIQ, and APEGA supported governance review to explore appropriate representation.

Members' motion 2023-05-5D

Moved and seconded

(a) THAT the term and definition of "2/3-60% Majority" in Section 1.1 of the Engineers Canada Bylaw be deleted and replaced with the following:

"3/4 Majority" means a resolution passed by a minimum of three-quarters of the Members voting."

Withdrawn

8. Election of Directors

K. Baig 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
Tim Joseph	Alberta	2023-2026
Heather Kennedy	Alberta	2023-2026
Sudhir Jha	Northwest Territories and Nunavut	2023-2026
Nancy Hill	Ontario	2023-2025
Tim Kirkby	Ontario	2023-2026
Sophie Larivière-Mantha	Quebec	2023-2026
Menelika Bekolo Mekomba	Quebec	2023-2026
Nicolas Turgeon	Quebec	2023-2026

Carried

9. Next Annual Meeting of Members

The next AMM is scheduled for May 25, 2024, in Winnipeg, MB.

10. Closing

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