

MINUTES OF THE OPEN SESSION OF THE EIGHT MEETING of the 2025/2026 Board of Engineers and Geoscientists BC, held on September 18, 2026, at the Engineers & Geoscientists BC office (Dan Lambert Boardroom) and virtually via TEAMS.

Present

Board	
Karen Ling, P.Eng.	Chair
Jens Weber, P.Eng.	Vice Chair
Mark Porter, P.Eng., StructEng.	Immediate Past Chair
Bill Chan, CPA, ICD.D	Board Member
Veronica Knott, P.Eng.	Board Member
Michelle Mahovlich, P.Eng., P.Geo., FCSSE	Board Member
Cathy McIntyre, MBA, C.Dir	Board Member
Matthew Salmon, P.Eng.	Board Member
TJ Schmaltz, JD, FCPHR, SHRM-SCP, ICD.D	Board Member
Malcolm Shield, P.Eng.	Board Member
Colette Trudeau, M.A	Board Member
Gordon Zhou, P.Eng.	Board Member
Guests	
Antigone Dixon-Warren, P.Geo., PMP, FGC	Engineers and Geoscientists BC's representative to the Geoscientists Canada Board
Paul Hubley, P.Geo., FEC (Hon.)	Chief Executive Officer, Geoscientists Canada
Staff	
Heidi Yang, P.Eng., FEC, FGC (Hon.)	Chief Executive Officer
Megan Archibald	Director, Communications & Engagement
Jennifer Cho, CPA, FEC (Hon.), FGC (Hon.)	Chief Financial and Administration Officer
Alison Dantas, MA, CEC, C.Dir	Chief Operating Officer
Tanya Hupka	Executive Assistant to CEO
Will Morrison	Manager, Governance, Policy & Government Relations
Kevin O'Connell	Director, Human Resources & Facilities
Deesh Olychick	Director, Corporate Governance & Strategy
Jason Ong	Chief Regulatory Officer & Registrar
Dave Pinton	Associate Director, Communications & Engagement
Tracy Richards	Board Governance Specialist

OPEN SESSION – CALL TO ORDER

Karen Ling, P.Eng., Board Chair called the Open Session to order at 1:05 p.m.

The Chair began the session by acknowledging the ancestral, traditional and unceded territories of the Coast Salish people and the Musqueam, Squamish and Tsleil-waututh Nations on whose territory the meeting was held. She then introduced and welcomed all guests to the meeting and summarized the rules of engagement for the hybrid session.

CO-26-96 OPEN AGENDA

MOTION It was moved that the Board approve the Open Agenda in its entirety with the exception of the removal of Item 2.3 from the Open Consent Agenda to become Item 3.8 of the revised Open Regular Agenda.

CARRIED

DECLARATION OF CONFLICT OF INTEREST

The Chair asked the Board if anyone had a perceived or actual conflict of interest to declare. None were raised.

CO-26-97 OPEN CONSENT AGENDA

MOTION It was moved that the Board approve all items on the Open Consent Agenda with the exception of Item 2.3 being moved into the Open Regular agenda to become revised Item 3.8.

CARRIED

Motions carried by approval of the Consent Agenda:

2.1 Approval of June 19, 2026, Open Minutes

MOTION: That the Board approve the June 19, 2026, Open Meeting minutes as circulated.

2.2 Guidance for Member Representative at Engineers Canada Special Meeting of Members (SMM) – Bylaw Amendments for Governance Reform

MOTION: That the Board instruct its Member Representative to vote to accept the following motions:

1. THAT the Members approve amendments to the Engineers Canada bylaws to reduce the size of the Board based on a one-Regulator, one-seat model, with the change to take effect at the May 2027 Annual Meeting of Members.
2. THAT the Members approve amendments to the Engineers Canada bylaws to provide for a minimum of one and up to three Independent Directors, with the Independent Director provisions to take effect at the May 2028 Annual Meeting of Members.
3. THAT the Members authorize any consequential, transitional, and housekeeping amendments necessary to give effect to the bylaw amendments and implementation timelines.

at Engineers Canada's Special Meeting of Members in October 2026.

2.3 Board Meeting Schedule

This item was removed from the Open Consent Agenda to become Item 3.8 of the Open Regular Agenda.

CO-26-98 BOARD REMUNERATION POLICY

The Chair introduced the first item on the Open Regular Agenda which was the proposed updated Board Remuneration Policy. Matthew Salmon, P.Eng., Chair of the Governance Sub-Committee, presented the findings of Watson Board Advisors' independent review of the Board remuneration framework. He explained that the current framework had been in place since 2022 and that a broader review was recommended following the transition to the Professional Governance Act.

Mr. Salmon highlighted the thorough process, which included testing assumptions, assessing alternative remuneration models, reviewing multiple comparator organizations, and obtaining independent benchmarking and analysis. He noted that because no single organization closely matched

Engineers and Geoscientists BC context, the recommended framework drew on a range of regulatory and public-sector comparators.

He stated that the review process revealed that Board service extends beyond meeting attendance to include preparation, strategic planning, governance oversight, education and development, succession planning, recruitment, and stakeholder engagement. He noted that the existing Board remuneration framework did not fully recognize these ongoing responsibilities.

Mr. Salmon informed the Board that the Governance Sub-Committee's recommendation included the introduction of annual retainers for Board members, Board Sub-Committee Chairs and the Nomination Committee Chair to recognize that governance responsibilities and fiduciary duties extend beyond attendance at formal meetings – including oversight, strategic discussions, education, and responding to emerging issues. The policy also includes modest increases to per-meeting rates and the Board Chair's retainer. It will be reviewed every three years, with an implementation review scheduled next year to address any identified issues or gaps in how the policy has been implemented.

Mr. Salmon added that the Sub-Committee also considered phased vs. immediate implementation and based on Watson Board Advisors' advice, the decision was made to recommend implementing the framework effective October 15, 2026, as a complete package because its components were designed to work together and phasing them in could add unnecessary complexity.

The Chair then invited questions for the presenter and opened the floor for discussion.

Board members supported the recommendation and recognized the extensive analysis informing the review and proposed framework. Discussion highlighted remuneration's role in advancing equity, diversity, and recruitment, as well as the importance of strong director evaluation and accountability under the retainer model.

A question was raised regarding the justification for the recommended 2% annual adjustment and its relationship to inflation. In response, a Board member commented that the framework's comprehensive three-year review provides regular opportunities to assess market competitiveness, compare practices, and make necessary changes if needed. Board members recommended that future reviews could provide more detail on how annual adjustments are determined, including the treatment of inflation and comparator practices.

As a result of the discussion the following motion was moved and put forward for consideration:

MOTION It was moved that the Board approve the Board Remuneration Policy, as presented in Appendix A, to take effect October 15, 2026.

CARRIED

**Let the record reflect that one Board member abstained from voting on this motion.*

CO-26-99 PRICEWATERHOUSE COOPERS LLP (PWC) AUDITORS REPORT FISCAL YEAR 2026

Malcom Shield, P.Eng., Chair of the Finance, Audit & Risk Sub-Committee led this presentation and was supported by Jennifer Cho, Chief Financial & Administration Officer. They spoke about the audit process and findings as well as year-end financial results.

At the conclusion of the presentation, the opportunity for questions and discussion was provided, none came forward. The Chair posed the motions and asked the Board if they would like to vote on each motion individually or if they preferred to vote on all 3 as an omnibus motion. The Board unanimously agreed to vote on the motions as an omnibus motion.

It was moved that:

MOTION 1: The Board approve the audited Engineers and Geoscientists BC Financial Statements for the fiscal year ended June 30, 2026.

MOTION 2: That the Board Chair and the Chief Executive Officer be authorized to sign the fiscal 2026 Financial Statements on behalf of the Board.

MOTION 3: That the Board approve the firm of PricewaterhouseCoopers LLP be appointed as the organization's Auditors for the fiscal year ending June 30, 2027.

CARRIED

CO-26-100 REQUEST FOR APPROVAL – BUDGET POLICY

Malcolm Shield, P.Eng., Chair of the Finance, Audit & Risk Sub-Committee, advised the Board that the proposed Budget Policy was developed through the Finance, Audit & Risk Sub-Committee's discussions. At its August 25th meeting, the Sub-Committee refined the policy and approved recommending it to the Board.

The Chair invited questions and asked whether the Board wished to deliberate on the proposed motion.

With no questions or requests for deliberation, the following motion was presented:

MOTION **It was moved that the Board approve the Budget Policy as presented.**
CARRIED

CO-26-101 WHISTLEBLOWER POLICY

Jens Weber, P.Eng., Chair, Human Resources Oversight Sub-Committee, briefly informed the Board that the Human Resources Oversight Sub-Committee had completed a rigorous review of the Whistleblower Policy and advised that minor amendments had been made to the policy following its review, based on recent information received from the external service provider. Notwithstanding these revisions, the Sub-Committee remained supportive of the policy and recommended its approval.

The Chair invited the Board to bring forward any questions and asked the Board if they wished to deliberate on the motion proposed.

Hearing no questions or requests for deliberation, the following motion was put forward:

MOTION **It was moved that the Board approve the Budget Policy as presented.**
CARRIED

STRATEGIC PLAN – YEAR 5 UPDATE

Due to time constraints this item was removed from the agenda.

CO-26-102 KEY PERFORMANCE INDICATORS (KPI) REPORT

Due to time constraints, no presentation was delivered on the above noted topic. The Chair invited questions for the report's author, none came forward. A Board member noted that the KPI discussion will evolve as Engineers and Geoscientists BC develops its next strategic plan. Future work will align KPIs with strategic objectives and enterprise risk management, creating an integrated framework for the strategic plan, KPIs, and risk.

This was for information only.

CO-26-103 CEO REPORT (OPEN)

Heidi Yang, P.Eng., FEC, FGC (Hon.), CEO, briefed the Board on the contents of the CEO Report which highlighted the results of the Registrant and Public Opinion Surveys and provided updates on ICRA Projects, the Engineers & Geoscientists BC Crisis Management Plan and updates on Engineers Canada and Geoscientists Canada initiatives and events.

After the briefing, Ms. Yang opened the floor for questions. None were raised.

This was for information only.

CO-26-104 BOARD MEETING SCHEDULE

At the request of the Board, this item was pulled from the Open Consent Agenda to allow for questions and discussion.

Deesh Olychick, Director, Corporate Governance & Strategy, provided additional background on the proposed pilot Board meeting schedule for 2026/2027. The schedule would establish quarterly full-day Board meetings while retaining two shorter meetings and all four strategy sessions, beginning with a strategy session in November.

Ms. Olychick advised that management had reviewed the current meeting cadence, examined practices at other regulators, and consulted the Governance Sub-Committee. During review by the Governance Sub-Committee although the proposal was approved in principle, the Sub-Committee did not explicitly advise that the proposal be brought to the Board for formal approval.

Ms. Olychick explained that the revised schedule is intended to improve efficiency while preserving sufficient time for Board oversight and decision-making. Special meetings could be called as needed, and Board sub-committees would continue conducting detailed reviews to streamline matters brought before the Board.

A Board member expressed concern that the proposal did not provide enough information about the operational challenges it was intended to address. While acknowledging the effort required to prepare Board materials and support meetings, he questioned whether reducing meeting frequency was the best solution and whether alternatives, including process improvements, technology, artificial intelligence, and additional resources had been fully assessed. He also emphasized the value of regular Board engagement from February to June and cautioned that fewer meetings could affect Board effectiveness.

In response, Ms. Olychick connected the proposal to broader governance initiatives, including clarifying sub-committee roles and streamlining information presented at Board meetings. She explained that more detailed sub-committee review, combined with changes to meeting content and reporting, could ease pressure on full Board meetings while maintaining strategic discussion and oversight.

As a result of the discussion the following motion was moved and put forward for consideration:

MOTION **It was moved that the Board approve piloting a new Board meeting schedule as outlined in Appendix B, for the 2026/2027 Board year.**

CARRIED

**Let the record reflect that one Board member abstained from voting on this motion.*

CO-26-105 ANNUAL UPDATE FROM GEOSCIENTISTS CANADA REPRESENTATIVES

The Chair welcomed Antigone Dixon-Warren, P.Geo., PMP, FGC to the podium and informed the Board that Mrs. Dixon-Warren is the Board's appointed representative to the Geoscientists Canada Board and has been in this role since June 2024.

Mrs. Dixon-Warren was accompanied online by Paul Hubley, CEO of Geoscientists Canada and they provided the board with a comprehensive update on Geoscientists Canada's activities including membership trends, updates on Strategic Initiative Fund Projects, diversity initiatives, federal engagement, and challenges facing the profession. After the presentation the floor was open for a brief Q&A session.

This was for information only.

CO-26-106 OPEN INFORMATION REPORTS

- Preliminary Report from the Regulator's Practice on Delegation of Authority to Sub-Committees
- Annual Board Composition Matrix and Sub-Committee Composition Matrices Review

END OF OPEN SESSION

The meeting ended at 3:20 p.m.