

## Minutes of the 96<sup>th</sup> Annual General Meeting of the Association of Professional Engineers and Geoscientists of British Columbia

The meeting was held at the Delta Grand Okanagan Hotel and Conference Centre in Kelowna, BC, on Saturday, October 17, 2015. After establishing that quorum of members was present, Chair, President Dr. John Clague, P.Geo., FGC, FEC (Hon.) convened the meeting at 8:32 am. The Chair noted that the legal and notification requirements for the meeting had been met and the meeting duly constituted.

### MESSAGE FROM THE PROVINCE OF BRITISH COLUMBIA

The Chair read a message from the Honourable Christy Clark, Premier of British Columbia, welcoming everyone to the AGM and offering best wishes for another productive and successful conference.

### INTRODUCTION OF 2014/2015 COUNCIL

The Chair introduced the 2014/2015 members of Council to those assembled.

### COUNCIL ROLE AND RESPONSIBILITIES

The Chair reviewed Council's role and responsibilities under APEGBC's primary mandate of protection of the public. APEGBC is governed by a Council of elected members and government appointees responsible for setting policy and overseeing the affairs of the association as regulated by the *Engineers and Geoscientists Act*. Council is responsible for providing policy, governance and strategic direction for the operation of the association, including all financial matters. Council is accountable to the public, via the Ministry of Advanced Education, and the members of the association for both the governance and the management of the association as laid out in the *Engineers and Geoscientists Act*. Council is responsible for creating the strategic plan that sets out APEGBC's mission and vision, linking its work to its goals. The goals and objectives set out in the strategic plan are reflected in detail in the Council Work Plan.

The Chair remarked that he was pleased to begin work on the first year of the Strategic Plan for 2014-2017. The Strategic Plan will guide the association over the next two years as a proactive, forward-thinking organization that delivers value to its members, industry, government, and the public.

### MESSAGE FROM THE PUBLIC REPRESENTATIVES TO COUNCIL

Ana Fernandes, CIM, FCSI, delivered the message on behalf of the Public Representatives to Council. The Government appoints four members of the public to the APEGBC Council to ensure the public interest is served. The appointees are independent members of the public, and as such have no specific personal interest in the outcome of decisions made by Council. APEGBC has been given a specific mandate that is communicated through the Engineers and Geoscientists Act and that is to uphold the public interest with respect to the practice of professional engineering and geoscience. Ana noted the following five examples of the association demonstrating this mandate: the development of Site Characterization Guidelines for Dams as a result of the Mt. Polley Dam collapse; the investigation of 68 files and delivery of 10 discipline decisions; an 84% growth of the voluntary Organizational Quality Management program (also known as OQM), which requires participating companies to meet a minimum level of quality assurance; the continuous improvements to the admissions processes, in particular, the leading efforts made to streamline the review and admittance of internationally trained professional; and the ongoing discussions between APEGBC and ASTTBC, through a Joint Board, to share information and concerns. Ana also conveyed the collective disappointment of the Public Representatives to Council in regards to the recently-defeated CPD bylaw as CPD is one of the cornerstones of APEGBC's primary mandate to protect the public, and is common practice in other professions. Three recommendations were brought forward for the remainder of

Council and they were: that proactive initiatives be undertaken to endorse awareness amongst members about the role and mandate of APEGBC; that APEGBC Council stay the course and continue to push the legislative and bylaw changes that have been submitted which aim to uphold and protect the public interest; and that these activities can only take place if sufficient resources exist to support them and that Council continue to provide these resources. Ana thanked those in attendance for their attention and, on behalf of the four Public Representatives to Council, looks forward to continuing to be of service to the APEGBC members, to Council, to the province, and ultimately to the BC public.

#### **APPROVAL OF THE AGENDA**

**Motion** – It was moved and seconded that the agenda of the 96<sup>th</sup> Annual General Meeting of the Association of Professional Engineers and Geoscientists of BC be approved.

**CARRIED**

#### **INTRODUCTION OF PARLIAMENTARIAN**

Eli Mina, registered parliamentarian, was introduced as the parliamentarian for the meeting.

#### **ADOPTION OF MEETING RULES**

The parliamentarian reviewed the meeting rules and voting procedures. The meeting rules pertain to this specific meeting and are not a proposal of permanent special meeting rules.

**Motion** – It was moved and seconded that the Annual General Meeting rules be approved.

**CARRIED**

#### **WELCOME TO VOLUNTEERS AND CONTRIBUTORS**

President Clague introduced and recognized the dedicated volunteers and contributors who give their valuable time and expertise to enhance the guidance and standards that are available to members, and which maintain our commitment to excellence. Volunteers serve as branch and division executives, on committees, task forces, and joint practice boards and as directors to provincial and national associations. President Clague also thanked the past presidents of the association, deans of educational institutions, student representatives to APEGBC and officials of other associations in British Columbia, Canada and the United States. Volunteers and contributors stood and were recognized and applauded.

#### **APPROVAL OF MINUTES OF 95<sup>TH</sup> (2014) ANNUAL GENERAL MEETING**

The Chair advised that the minutes of the 2014 AGM were printed in the 2014/2015 Annual Report, with copies available at the registration desk for this meeting.

**Motion** – It was moved and seconded that the minutes of the 95<sup>th</sup> Annual General Meeting (2014) of the Association of Professional Engineers and Geoscientists of BC be approved as printed.

**CARRIED**

#### **RESULTS OF THE 2015/2016 COUNCIL ELECTION AND BYLAW AMENDMENT VOTE**

Paul Blanchard, P.Eng., FEC, FGC (Hon.), Chief Scrutineer, explained the process followed to receive and count both electronic ballots and paper ballots for the 2015/2016 Council Election and Bylaw Amendment Vote. Mr. Blanchard stated that he and fellow scrutineers, John Watson, P.Eng., FEC, FGC (Hon.) and Bill Gilmartin, P.Eng., FEC, FGC (Hon.) were satisfied that both the election and the special ballot were conducted in a confidential, fair and impartial manner.

This year 27.8% of eligible voting members participated. 6,854 votes were cast online and 24 paper ballots were returned.

The council election and bylaw amendment results were announced as follows:

President: Dr. Michael Wrinch, P.Eng., FEC, elected by acclamation.

Vice President: Bob Stewart, P.EnG.

Councillors elected to a two-year term: Cassandra Hall, P.Geo., P.Eng., Chris Moser, P.Eng., Richard Farbridge, P.Eng., Scott Martin, P.Eng., Kathy Tarnai-Lokhorst, P.Eng., FEC, and David Harvey, P.Eng., Struct.Eng., FEC.

## **RESULTS OF 2015 BYLAW AMENDMENT**

### *Bylaw 19*

This bylaw established new obligations for undertaking and reporting professional development activities for all practicing members and licensees. It outlined the requirements for accruing and reporting professional development activities, as well as exemptions.

This bylaw received 43.95% support, and as a two-thirds or 66.67% support is required to ratify a bylaw, this bylaw failed.

## **DESTRUCTION OF COUNCIL ELECTION BALLOTS**

**Motion** – It was moved and seconded that the electronic and paper ballots for the council election and bylaw vote be destroyed at the end of three months.

**CARRIED**

## **ANNUAL REPORT**

The Chair directed the assembly's attention to the 2014/2015 Annual Report, which included reports from the President, the Chief Executive Officer and Registrar, and APEGBC's financial statements. The report was distributed electronically. Printed copies were sent out on request and made available at the AGM registration desk.

### **President's Report**

President Clague, reported on APEGBC's highlights and accomplishments during 2014/2015.

The Chair opened the floor for questions regarding his report. There were no questions from the floor or the webcast

### **Chief Executive Officer and Registrar's Report**

Ann English, P.Eng., Chief Executive Officer and Registrar, briefed the assembly on operational achievements during the past year.

The Chair opened the floor for questions regarding the Chief Executive Officer's report. There were no questions from the floor or from the webcast

## **FINANCIAL STATEMENTS**

The Chair called upon Ken Laloge, CPA, CA, TEP, Chair of the Audit Committee, to explain the auditing process and to present the financial statements for the fiscal year ending June 30, 2015, as provided in the Annual Report.

The Chair opened the floor for questions regarding the audited financial statements for 2014/2015.

Jason Black, GIT, asked why there was a substantial increase in the bank fees. Ken Laloge requested that Jennifer Cho, Director of Finance and Administration, address his question. Jennifer noted that, for the most part, this increase was due to the increase in registration admissions and the fees associated.

James Spankie, P.Eng., asked if the association has substantial fees in investments and whether those are invested appropriately to keep up with inflation. Ken reported the association has a cycle which results in high cash balances in the beginning of the year and modest balances at the end and, consequently, these numbers represent a high point in the balances that the association has during the year.

Claudio Arato, P.Eng., FEC, asked what the breakdown of new initiatives for the \$700,000 end consultants. Ken clarified this is in reference to the \$700,000 increase over the previous year on expenditures. Ken noted the new initiatives are allocated a fairly modest amount and the association spends the bulk of expenditures on line items related to regulation, including registration. Jennifer Cho noted these funds are widely disbursed and comparisons are dependent on which lens you are using. All consultation is external and this includes guidelines.

**Motion** – It was moved and seconded that the appointment of PriceWaterhouseCoopers LLP, Chartered Accountants, as the association's auditors for the fiscal year ending June 30, 2016, be approved.

**CARRIED**

## **GREETINGS FROM ENGINEERS CANADA AND GEOSCIENTISTS CANADA**

Digvir Jayas, FCAE, FEIC, FEC, P.Eng., President of Engineers Canada, brought greetings to the assembly along with a brief informational report on Engineers Canada activities.

George Eynon, P.Geo., FGC President of Geoscientists Canada, brought greetings to the assembly along with a brief informational report on Geoscientists Canada activities.

At this point in the meeting a refreshment break was taken for 20 minutes.

## **ACKNOWLEDGMENT OF DECEASED MEMBERS**

President, John Clague, P.Geo., FGC, FEC (Hon.), acknowledged the members who had passed away over the last year. A moment of respectful silence was observed.

## **PRESENTATION ON ENGINEERING AND GEOSCIENCE: CORPORATE PRACTICE**

Dr. Michael Wrinch, P.Eng., FEC, Vice President and incoming President, briefed the assembly on how APEGBC regulates the individual practice of engineering and geoscience; however, APEGBC does not presently regulate organizations providing these services. APEGBC currently has a voluntary program that provides quality management support to organizations – the Organizational Quality Management program. While APEGBC does have provisions within its governing legislation to issue certificates of authorization, there is no provision that would make it illegal for companies to operate without such as certificate. Therefore, corporate registration is not mandatory in British Columbia. In a proactive effort to address ongoing regulatory challenges, Council has begun examining this issue in more detail.

The Chair opened the floor for questions regarding Dr. Wrinch's presentation.

Dr. Michael Isaacson, P.Eng., FEC, FGC (Hon.), asked what it would take to implement something like this and would it require a vote. Dr. Michael Wrinch stated it would require an Act change and an Act change would require consultation with the members (which would be completed through the Committee).

Dennis McJunkin, P.Eng., FEC, FGC (Hon.), asked what sort of input opportunities would be available to help develop this. Dr. Michael Wrinch stated that there are 33,000 members whose knowledge we should be leveraging and when we make a decision we do not want to make it without soliciting that. As opportunities arise they will be communicated to the membership.

## **MOTIONS FROM THE FLOOR**

### **Motions from the floor were as follows:**

**Motion 1** – That Council consider publishing in the financial reports the total compensation (the sum of salaries and benefits) for all staff who receive over \$100,00 per annum, as well as their reimbursed expenses.

**CARRIED**

**Motion 2** – That Council consider adopting policy, via a directive to the Discipline Committee, that Special Costs no longer be charged to prosecuted members, and that the cost be in accordance with civil litigation rules, with the costs to be fixed by the Registrar of the Supreme Court, at the request of either the association or the prosecuted member.

**REMOVED**

**Motion 3** – That Council consider adopting a policy via directive to the Discipline Committee, that no further fines be imposed on prosecuted members.

**REMOVED**

**Motion 4** – That Council consider the inclusion of territorial acknowledgement in all meetings.

**CARRIED**

**Motion 5** – That Council consider withdrawing its request to the Government of British Columbia for an amendment to the Engineers and Geoscientists Act that would require all Council members to take an oath of office, whereby, if a council member were found to have breached the oath, they could be removed by two-thirds majority vote of the remaining members of Council.

**DEFEATED**

**Motion 6** – That Council consider increasing its transparency and accountability to members, whereby all members may access the Association's website, in an easy and timely way, in order to view all agenda and supporting materials of Council meetings that are deemed 'open'.

**CARRIED**

**Motion 7** – That Council consider revising the current voluntary CPD tracking guidelines and the online system to better reflect the simplified tracking as recommended by the CPD Committee.

**CARRIED**



### **INDUCTION OF 2015/2016 PRESIDENT AND COUNCIL**

President Clague introduced Dr. Michael Wrinch, P.Eng., FEC, as incoming president for the 2015/2016 Council year. Dr. Wrinch read the President's Oath of Office and then introduced the 2015/2016 Council. He advised that members of Council would be signing their oaths of office following the meeting.

President Wrinch presented the Gold Foil Life Member disc to Past President Clague with sincere thanks for his efforts over the past year.

### **SIGNING OF ACEC-BC MEMORANDUM OF UNDERSTANDING**

President Wrinch announced the signing of an agreement between APEGBC and the Association of Consulting Engineering Companies of BC. This memorandum of understanding provides APEGBC and ACEC-BC new opportunities to jointly advance the engineering and geoscience professions in BC. Both organizations have a common interest in ensuring public safety and excellence in the professions.

Ken Wiecke, Chair of the ACEC-BC Board, and Keith Sashaw, President and CEO of ACEC-BC signed the Memorandum of Understanding with Dr. Michael Wrinch and Ann English, APEGBC CEO & Registrar.

### **2016 ANNUAL CONFERENCE AND 97<sup>TH</sup> AGM**

The Chair announced that the 2016 Annual Conference and 97<sup>th</sup> AGM will be held in Victoria, BC October 20 - 22, 2016.

### **ADJOURNMENT**

The Chair declared the meeting adjourned at 11:30 am.