

POLICY & GUIDELINES ON APEGBC APPOINTMENTS

1. INTRODUCTION

APEGBC relies on a wide range of policies, procedures and practices relating to the many appointments it makes, both internal and external to the Association. Supporting documentation is widely distributed, and takes on a range of forms. This policy and guidelines serve to consolidate all these into a single document that outlines all appointment policies and procedures, referencing governing documentation as may be necessary. In so doing, it is recognized that governing documents take precedence in the following order: the *Engineers and Geoscientists Act*, the Bylaws of the Association, Council-approved policies, Committee Terms of Reference, and Council-approved procedures and practices.

APEGBC appointments (and elections) that are made include the following:

1. Councillors
2. APEG Foundation Trustees
3. APEGBC Benevolent Fund Society Directors
4. Boards and Committees of External Organizations
5. APEGBC Committees
6. Branch and Division Executives
7. Ad Hoc and Short-Term Appointments

Section 2 below summarizes the key features of each of the above categories of appointment, and makes reference to the relevant documentation that govern them. This is followed by specific considerations to the cases of external appointments (Section 3) and of APEGBC committee appointments (Section 4).

2. SUMMARY OF APPOINTMENT POLICIES AND PROCEDURES

2.1 Councillors

- 2.1.1 *Elected Councillors.*** Elected by the membership in accordance with the *Engineers and Geoscientists Act* (sections 6 and 9), the *Bylaws* (Bylaw 3), the *Election Policy* (as amended on January 24, 2014) and the *Nominating Committee Terms of Reference*. In summary, the Nominating Committee develops a slate of nominees so as to include at least one candidate for President, at least two candidates for Vice President, and at least three more than the number of vacancies for elected Councillors. The 25-name process may provide additional nominees for any of the positions. All nominees are required to submit a completed *Profile & Declaration Form*. The Registrar is responsible for the conduct of the election.
- 2.1.2 *Government Appointees.*** These appointments are made by the Provincial government through its *Board Resourcing and Development Board*. Although this Board has the power to make these appointments as it sees fit, the CEO and President may jointly recommend reappointments and new appointments.
- 2.1.3 *Faculty Member / PGeo Appointees.*** If necessary, a faculty member and/or a PGeo are appointed to Council so as to assure that at least one of each of these categories of member serves on Council. Under Section 7 of the Act,

Council makes these appointments. The procedure to be followed is as follows¹: Councillors and senior staff are invited to identify potential candidates to the CEO; from these, the President, Immediate Past President and CEO develop a ranked list of 3 – 4 individuals for each position; the ranked list will be taken to Council for ratification; the CEO shall then approach each candidate in the order approved until an acceptance is received.

2.2 APEG Foundation Trustees

The appointment of trustees is governed by the *Constitution and Bylaws of the Foundation* and by the *Foundation Nominating Committee Terms of Reference*. The latter document includes an Appendix that provides guidelines on the nomination and ratification of trustees. There are between 3 and 7 trustees, and any individual may serve no more 3 consecutive terms, each term of 3 years. The Foundation Nominating Committee brings forward its recommended slate to the Foundation members (i.e. Council) for ratification.

2.3 APEGBC Benevolent Fund Society Directors

The appointment of directors is governed by the *Constitution and Bylaws of the Benevolent Fund Society*. There are between 3 and 5 directors, and any individual may serve for no more 3 consecutive terms, each term of 3 years. The Executive Committee acts as a nominating committee, takes account of the advice of the Trustees and brings forward its recommended slate to the Society members (i.e. Council) for ratification.

2.4 Boards and Committees of External Organizations

These include but are not limited to the Engineers Canada Board of Directors, the Geoscientists Canada Board of Directors, the Canadian Engineering Accreditation Board (of Engineers Canada), the Canadian Engineering Qualifications Board (of Engineers Canada), the Vancouver Airport Authority Board of Directors, and the Pacific Northwest Economic Region. It is noted that this policy is expressed in a generic form, such that the above list is not intended to be definitive and may be modified from time to time. (For purposes of this policy, appointments to Joint Practice Boards follow the procedures relating to APEGBC Committees.) The policy and procedures relating to these external appointments are provided in Section 3 below.

2.5 APEGBC Committees

2.5.1 Categories of Committee. APEGBC has many standing committees, and these may be categorized in various ways:

- Committees that require at least one Councillor amongst the membership, sometimes referred to as "Council Committees": currently the Executive, Governance, Audit, Professional Practice, Registration and Geoscience Committees (although this list may change from time to time). The Nominating Committee, which is normally chaired by the Immediate-Past President, is not viewed as a Council Committee.
- Statutory committees that are referred to in the Bylaws: the Nominating, Registration, Investigation, Discipline, Conduct Review and Practice Review Committees and the Board of Examiners. (Of these, the Registration Committee is also a Council Committee.)

¹ This is a new procedure that is intended to mimic other committee appointments, except that – in order to expedite these appointments by Council – the ranked list is developed by the three individuals identified above.

- All other committees reporting to Council that are neither statutory nor are Council committees. These include the Standing Awards, Continuing Professional Development, Consulting Practice and Mentoring Committees and many others.
- Joint Practice Boards, with members from APEGBC as well as from an external organization. For purposes of this policy, APEGBC appointments to these are considered in the same way as are other APEGBC committees.
- Task Forces that are established for a finite duration. For purposes of this policy, these are considered in the same way as other APEGBC committees, with the Executive Committee taking on the role of developing the list of nominees.
- Committees not reporting to Council such as the Science Games Advisory Group and the Student Advisory Group. These are groups of volunteers that are solicited and managed by staff. These groups are not appointed by Council, do not report to Council and are not considered further in this document.

From the viewpoint of appointments, there are four categories of appointment to be followed. There are special requirements relating to appointments to the Executive Committee and to the Nominating Committee. Beyond these, appointments to all other committees are covered by the same procedures. However, the method of appointment of Councillors follows one process, whereas the method of appointment of non-councillors follows a different process. Therefore, there are four cases to be considered, and these are summarized below.

2.5.2 *Executive Committee.* The composition of the Executive Committee is provided for in its Terms of Reference. The Executive Committee is comprised of the President, Vice President, Past President, one government appointee elected by all Councillors, one elected Councillor elected by all Councillors, and additional Councillors as may be recommended by the President or Executive Committee and ratified by Council. The election of Councillors is conducted at the inaugural meeting of Council in accordance with a procedure approved by Council: "*Process for Electing Members at Large to the Executive Committee*" (DOC 77546).

2.5.3 *Nominating Committee.* The Nominating Committee has a prescribed membership as specified in Bylaw 3. The Chair is the Immediate Past President, eight members are appointed by the Branches, using a rotation scheme developed by the Committee, and three members are appointed by Council on the recommendation of the Past President. The three members have traditionally been a Past President, a PGeo and a member endorsed by ACEC-BC.

2.5.4 *Councillor Appointments to other Committees.* The committees that require at least one Councillor on the membership are the Governance, Audit, Professional Practice, Registration, Value-for-Money Steering Committee, and Geoscience Committees. Prior to the inaugural meeting of a new Council, Councillors are invited to express their preferences to the President and Executive Assistant to Council. The President then develops a recommended

slate of Councillor memberships on these committees, taking account of preferences, for the ratification of Council. All these are one-year appointments.

- 2.5.5 *Non-Councillor Appointments to other Committees.*** In all other cases, the appointment of non-councillors to committees are ratified by Council, upon the recommendation of the staff member supporting each Committee and developed in consultation with the committee members. The process outlined in Section 4 should be followed.

2.6 Branch and Division Executives

Each Branch and Division is administered by an Executive Committee comprised of the Branch or Division Chair, Vice-Chair and possibly a Secretary and/or Treasurer. Policy CG-7, Appendix A (Divisions) and Appendix B (Branches) describe their terms of reference, including the appointment to Executive positions. These positions are filled in accordance with the branch and individual division's terms of reference. These may differ in their specific composition and election procedures.

2.7 Ad Hoc and Short-Term Appointments

These refer, for example, to appointments to CEAB site visiting teams in British Columbia, invitations from external organizations to appoint an APEGBC representative to a short-term committee, etc. The appointments are generally made by the staff member responsible, either directly or through the CEO. These appointments are not conveyed to Council.

3. APPOINTMENTS TO EXTERNAL ORGANIZATIONS

3.1 Preamble

These appointments include the following: Engineers Canada Board of Directors, Geoscientists Canada Board of Directors, Canadian Engineering Accreditation Board (of Engineers Canada), Canadian Engineering Qualifications Board (of Engineers Canada), the Canadian Geoscience Standards Board, the Securities Committee (of Geoscientists Canada), the Vancouver Airport Authority Board of Directors, and a representative on the Pacific Northwest Economic Region. (Appointments to Joint Practice Boards are included under APEGBC Committees.) The objectives of such appointments are to assure that well-qualified persons with the requisite character, knowledge, expertise, willingness and ability to undertake the duties of the position are appointed and that the appointments appropriately meet the needs of the external organization.

3.2 Principles

All such appointments should be based on the following principles:

Authority. For all external appointments, the Executive Committee plays the role of a Nominating Committee, the CEO supports the Executive Committee and Council by managing candidate materials and the process, and Council provides final approval of all such appointments (subject, in some cases, to the endorsement of the external organization).

Confidentiality. Consideration of potential candidates for any of the positions shall remain confidential to the Executive Committee, except for the potential appointees that are taken to Council for ratification. Consideration of potential nominees that are taken to Council for ratification shall remain confidential, and it is only the name of the confirmed appointment that is identified in the minutes of an open meeting.

Inclusiveness. APEGBC shall solicit expressions of interest from all its members through the member-only website, providing sufficient information on each position, identifying potential vacancies that may arise, and facilitating the receipt of expressions of interest.

Continuity. External organizations often seek longevity in the appointments that are made. Therefore, subject to the endorsement of the external organization and the wishes of the incumbent, reappointments are normally made for consecutive terms not exceeding 6 years in total. This six-year limit does not preclude consideration of an incumbent's candidacy with others for subsequent terms.

Suitability. In all cases, APEG will be guided primarily by a candidate's suitability with respect to the criteria for each position.

Respectfulness. In order to attract and retain high quality candidates, the possible disenchantment of potential candidates needs to be avoided. Therefore, potential candidates will not be contacted until such time that their selection has been endorsed, and they are notified of APEGBC's interest in confirming the relevant appointment. Therefore, Council is requested to approve a ranked list of potential candidates, with each candidate to be contacted in order until the first agreement for the appointment is secured.

Conflict of Interest. In the case that a member of Council may have a real or perceived conflict of interest with respect to the consideration of a potential appointment or reappointment (most commonly by being considered for appointment, or by being closely related or affiliated to an individual being considered for appointment), the individual will absent himself or herself from all deliberations relating to the appointment or reappointment. In case of ambiguity, the meeting chair will make a ruling on this matter.

3.3 Criteria and Conditions of Appointment

Eligibility. To be eligible, a nominee must be an APEGBC member or licensee in good standing, and may be required by the external organization to be a PEng or PGeo. An appointment or election to Council, including the President, the Vice-President or the Past President does not preclude that individual from simultaneously holding an external appointment.

Criteria. For each of the relevant positions, the CEO will maintain and update periodically a brief statement (typically no more than a page equivalent) that refers to the criteria for the position, the primary roles and responsibilities, and the conditions of appointment (including the term, honorarium, reimbursement of expenses, etc.). As may be necessary, the relevant organizations will be requested to contribute to these statements. These statements will be brought forward to the Executive Committee or other committee considering the nomination of candidates. A synopsis of these statement may be made available on the members-only website in order to assist with securing expressions of interest for potential appointments.

Responsibilities to APEGBC. In certain instances, specifically the Engineers Canada and Geoscientists Canada Director appointments, the position responsibilities may relate to APEGBC itself, such as an expectation that appointees will report to Council and/or attend Council meetings to provide periodic reports and/or to consult with Council. Any such responsibilities will be included in the statement for each appointment.

3.4 Procedures

1. Reappointments². In the case of potential reappointments, where the total term upon reappointment will not exceed 6 years (consistent with APEGBC committees, as stipulated in Section 4.4 of Governance Policy CG7), the CEO will contact the external organization to assess the desirability of proceeding with the reappointment; and will contact the incumbent to seek confirmation of willingness for reappointment. Provided that both responses are affirmative, the reappointment is brought forward to the Executive Committee for ratification and then to Council for ratification. Following such ratification, the process proceeds directly to steps 6 and 8 below. If neither of the required conditions is met, all the remaining steps given below are followed, although this does not preclude the incumbent from being considered for reappointment alongside other candidates.
2. Recruitment³. APEGBC's members-only website will include a list of APEGBC's appointments, including the dates of potential vacancies and an invitation for interested members to submit expressions of interest. For each of the relevant positions, APEGBC will include a brief statement⁴ (typically no more than a page equivalent) that refers to the criteria for the position, the primary roles and responsibilities, and the conditions of appointment (including the term, honorarium, reimbursement of expenses, etc.). For consideration, interested members may submit brief expressions of interest by a specified deadline.
3. Potential Nominees. Approximately three months prior to a potential vacancy, all Executive Committee members, the CEO and senior staff will be invited to identify and propose potential candidates, both from expressions of interest taken from the web-site and otherwise.
4. Fit with the criteria. The President (acting as chair of the nominating committee) and the CEO will then jointly develop a short list of 4 – 8 names as may be appropriate. Staff will prepare a confidential assessment of each of the candidates so identified, highlighting the fit with the criteria.
5. Selection of short-list. The Executive Committee will discuss all the names on the short list, and thereby develop a ranked list of 3 – 4 individuals. This ranked list will be taken to Council for ratification.
6. Ratification by Council⁵. Council's ratification of the reappointment or the prioritized list of nominees is secured at a Closed Meeting.

² This is a new procedure intended to make reappointments for up to 6 years routine, as is the case with APEGBC committees.

³ This is a new procedure intended to solicit expressions of interest from the membership at large.

⁴ These statements are intended to avoid potential misunderstandings, for example, as to whether or not APEGBC has a preference for recent Past Presidents for Engineers Canada appointments; or to clarify that CEAB does not require representation from any particular institution or industry sector and that there is any expectation of rotation.

⁵ This is a new procedure that is intended to avoid Councillors electing a nominee with little or no knowledge of the individual, and to avoid elections when an incumbent is being considered for reappointment within the six-year limit.

7. Final Selection⁶. The CEO or staff member responsible shall approach each candidate in the order approved by Council until an acceptance is received. In some cases, the appointment needs to be ratified by the external organization.
8. Announcement. The Council motion that refers to all the names on a prioritized list will remain in closed-meeting minutes. However, the names of confirmed appointees are recorded in the subsequent open-meeting minutes for information.

4. NON-COUNCILLOR APPOINTMENTS TO APEGBC COMMITTEES

4.1 Preamble

As with external appointments, the objectives of committee appointments are to assure that well-qualified persons with the requisite character, knowledge, expertise, willingness and ability to undertake the duties of the position are appointed. To a large extent, the procedures will follow those for External Appointments, but with particular exceptions: (i) in the case of reappointments for terms totaling no more than six years, only the willingness of the incumbent is needed to take the reappointments forward for ratification; (ii) the nominees are brought to Council for ratification directly by the staff member responsible and not by the Executive Committee; (iii) there is no ranked list brought to Council, but instead staff works with each committee to bring forward a single nominee. With this in mind, the modified procedures are given below.

4.2 Procedures

1. Reappointments. In the case of potential reappointments, where the total term upon reappointment would not exceed 6 years (as in Section 4.4 Governance Policy CG7) typically 3 two-year terms; the member of staff supporting the committee will contact the incumbent to seek confirmation of willingness for reappointment. If this is secured, the reappointment is brought forward to the committee for ratification and then to Council for ratification. Following such ratification, the process proceeds directly to steps 6 and 8 below. ⁷If a reappointment is not made in this way, then all the remaining steps given below are followed, although this does not preclude the incumbent from being considered for reappointment alongside other candidates.
2. Recruitment. APEGBC's members-only website will include a list of APEGBC's appointments, including the dates of potential vacancies and an invitation for interested members to submit expressions of interest. For each of the relevant positions, APEGBC will include a brief statement (typically no more than a page equivalent) that refers to the criteria for the position, the primary roles and responsibilities, and the conditions of appointment (including the term, reimbursement of expenses, etc.). For consideration, interested members may submit brief expressions of interest by a specified deadline.
3. Potential Nominees. Approximately three months prior to a potential vacancy, all Committee members, all Councillors and senior staff will be invited to identify and propose potential candidates, both from expressions of interest taken from the web-site and otherwise.

⁶ This is a new procedure intended to avoid potential disenchantment amongst senior members by contacting them prematurely only to inform them subsequently that there were not successful.

⁷ Note that this is a change to current procedure. Currently, there is a stated limit of 6 years of service on any one committee, but this requirement is often ignored. What is proposed is that reappointments up to 6 years are routine; but this is silent on any overall time limit (e.g. 9 years).

4. Fit with the criteria. The staff will then develop a short list of 3 – 6 names as may be appropriate. Staff will prepare a confidential assessment of each of the candidates so identified, highlighting the fit with the criteria. Appropriate consideration should be given to ensure diversity amongst the Committee members.
5. Selection of short-list. The Committee will discuss all the names on the short list, and thereby develop a ranked list of 3 – 4 individuals. This ranked list will be taken to Council for ratification.
6. Ratification by Council. Council's ratification of the reappointment or appointment of nominees is secured at a Closed Meeting.
7. Final Selection. The staff member responsible shall approach each candidate in the order approved by Council until an acceptance is received.
8. Announcement. The Council motion that refers to all the names on a prioritized list will remain in closed-meeting minutes. However, the names of confirmed appointees are recorded in the subsequent open-meeting minutes for information.

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