

Minutes of the 96th 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, the 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 introduced video greetings 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 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 have concluded work on the first year of the Strategic Plan for 2014-2017. The Strategic Plan will continue to 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.

PRESENTATION FROM THE PUBLIC REPRESENTATIVES TO COUNCIL

Ana Fernandes, CIM, FCSI, delivered a presentation 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. These appointees are independent members of the public, and as such have no specific personal interest in the outcome of decisions made by Council. APEGBC's duty is articulated by the *Engineers and Geoscientists Act*, which is to uphold the public interest with respect to the practice of professional engineering and geoscience. Councillor Fernandes noted the following five examples of the association demonstrating this mandate: the development of guidelines for site characterization 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, which requires participating companies to meet a minimum level of quality assurance; continuous improvements to the admissions processes, in particular, the leading efforts made to streamline the review and admittance of internationally trained professionals; and ongoing discussions between APEGBC and ASTTBC, through a Joint Board, to share information and concerns. Councillor Fernandes also conveyed the collective disappointment of the public representatives to Council regarding the recently defeated proposed Continuing Professional Development (CPD) Bylaw as CPD is one of the cornerstones of APEGBC's primary duty to protect the public, and is common practice in other professions. She outlined three

recommendations to Council: 1) that proactive initiatives be undertaken to endorse awareness amongst members about the role and duty of APEGBC; 2) that APEGBC Council stay the course and continue to pursue the legislative and bylaw changes that have been submitted, and which aim to uphold and protect the public interest; and 3) as these activities can only take place if sufficient resources exist to support them, that Council continue to provide these resources. On behalf of the four public representatives to Council, Councillor Fernandes expressed a sincere interest to continue to be of service to 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 96th 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 APEGBC's volunteers and contributors who give their valuable time and expertise to enhance the guidance and standards that are available to members, and which support their 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 95TH (2014) ANNUAL GENERAL MEETING

The Chair advised that the minutes of the 2014 AGM were posted on the APEGBC website, with copies available at the registration desk for this meeting.

Motion – It was moved and seconded that the minutes of the 95th 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 bylaw amendment vote 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.Eng./P.Geo., 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 VOTE

Bylaw 19

This proposed bylaw establishes new obligations for undertaking and reporting professional development activities for all practising members and licensees. It outlines the requirements for accruing and reporting professional development activities, as well as exemptions.

This bylaw received 43.95% support; as two-thirds (66.67%) support is required to ratify a bylaw, the bylaw did not pass.

DESTRUCTION OF 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 Councillor 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 bank fees. Councillor Laloge referred the question to the association's Director of Finance and Administration, Jennifer Cho, CPA, who noted that, for the most part, this was due to the increase in registration admissions and the associated fees.

James Spankie, P.Eng., asked if the association has substantial fees in investments and whether those are invested appropriately to keep up with inflation. Councillor Laloge reported that 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 was of new initiatives for the \$700,000 related to consultants. Councillor Laloge clarified this is in reference to the \$700,000 increase over the previous year on expenditures. He noted the new initiatives are allocated a fairly modest amount and the bulk of the association's expenditures are 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, P.Eng., FEC, 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

The Chair 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, the association's 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 engineering and geoscience 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 a certificate. Therefore, corporate registration is not mandatory in British Columbia. In a proactive effort to address ongoing regulatory challenges, Council has started 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 a change to the *Engineers and Geoscientists Act* and an Act change would require consultation with the members.

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 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 \$100,000 per annum, as well as their reimbursed expenses.

CARRIED

Motion 2 – The motion was ruled out of order, being contrary to the *Engineers and Geoscientists Act*.

Motion 3 – The motion was withdrawn.

Motion 4 – That Council consider the inclusion of territorial acknowledgment 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 agendas 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 - British Columbia (ACEC-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 President Michael Wrinch and Ann English, APEGBC CEO and Registrar.

2016 ANNUAL CONFERENCE AND 97TH AGM

The Chair announced that the 2016 Annual Conference and 97th AGM will be held in Victoria, BC, October 20–22, 2016.

ADJOURNMENT

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