

Minutes of a Special Meeting of Engineers Geoscientists Manitoba held on Wednesday, April 12, 2017 at the Holiday Inn South, Heritage Ballroom, 1330 Pembina Hwy, Winnipeg, Manitoba.

PRESENT: President Lindsay Melvin, presiding; Councillors Doug Bell, James Blatz, Jay Doering, Ruth Eden, Jonathan Epp, John Guenther, Lesley McFarlane and Don Spangelo; Secretary Grant Koropatnick.

REGRETS: Councillors Janet Gauthier, Neil Klassen, Sarantos Mattheos, Dave Owens and Chris Trenholm.

CALL TO ORDER AND WELCOME

President Melvin called the meeting to order at 7:05 p.m.

President Melvin explained that the Special Meeting was called by Council to report on Council activities, for members to meet Council and for Council to engage with the members. It was noted that Council will not be proposing any motions.

Members of Council were introduced and the six agenda items were previewed.

ITEM 1: POLICY GOVERNANCE INTRO

President Melvin provided an explanation of the governance model used by Council known as Policy Governance®:

Three key job duties of Council within policy governance were noted:

- Connect with owners to understand their values, perspectives, wants and needs. It was noted that the public of Manitoba is the moral ownership of the professions, therefore Council must act in the public's interest.
- Develop written policies which management operates within and that describe the Council's own work and responsibilities.
- Assure CEO and Council compliance with the policies through a structured monitoring schedule.

A brief overview of Council meetings was provided with descriptions of ownership linkage presentations, governance, in-camera sessions, monitoring and informational Items.

President Melvin paused for questions; hearing none, she moved to the next agenda item.

ITEM 2: REVISED ENDS

President Melvin provided a description of the Ends and reviewed a slide showing the Ends table which Council had recently revised.

President Melvin opened the floor to questions.

Questions & Comments:

- Do the revised Ends cover everything we should be doing according to the ACT?
- Council must ensure that the standard of what it takes to be an engineer is not lowered in order to achieve the 30 by 30 goal specified in End E-5.
- It is not apparent what problems we're trying to fix through these revised Ends. Could they be focused on a problem statement and then how each End responds to that and attempts to fix the problem?
- Targeting groups like women and indigenous is an opportunity, not a problem to be solved. Need to look at the barriers stopping these groups from joining us.
- E-2.2 suggests that the development somehow has to do with competent practice but that doesn't seem true. What's true is staying within your competence.
- E-5 refers to indigenous members and women, but what about opportunities for international engineers?
- E-5.2 is the only end with goal and timeline. Are there measures for the rest?
- Was there any oversight from Engineers Canada or the government to look at these and agree or not agree?
- Assisting international engineers on financial requirements is an area that AFI and Council could get together on.
- What is E-5 going to cost me? Does the government already provide funding for some of these programs?
- Are there measures that Council is holding staff accountable to improving or achieving the Ends?

ITEM 3: BY-LAW REWRITE PROJECT

President Melvin provided background for the by-law rewrite project and noted the project will include member consultation as well as the use of legal experts. The goal is to have a fresh set of bylaws by 2020; to leave as a legacy.

President Melvin opened the floor to questions.

Questions & Comments:

- How often are the by-laws reviewed and rewritten? Is there an ongoing goal?
- A legislation committee in the past reported to Council on by-law changes. Would be good to bring back this committee to take the load off of Council.
- Is the project intended to be done by volunteers or by hiring people?
- Make sure the by-laws are written in plain language.
- Recommend to look for a different legal counsel for this project for a fresh perspective.
- Include “whereas” statements as background to better understand why they are written the way they are.

ITEM 4: 2017 BY-LAW PROPOSALS

President Melvin noted that this year Council adopted a new process to develop by-laws which will provide opportunity for member consultation while ensuring proper legal vetting. The process and timeline was reviewed.

President Melvin opened the floor to questions.

Questions & Comments:

- Is the underlined portion of By-Law 17 (shown on the slide) the only item Council is looking at changing?
- Should the six signatories include members of the public; who are the owners?
- Consider the proposal from the Legislation Committee (3 years ago) which recommended a larger number of signatories.
- Could there be a situation where Council members would comprise the quorum of the Audit Committee?

- Read the KP articles from Mike and Dave, express interest and be involved. More than six signatories should be achievable if you have a good idea.
- The Association is a corporation and only the shareholders can propose bylaws.
- The KP article included the same by-law proposals presented and rejected by Council in 2016.
- Quorum for the Audit Committee is greater than 50%, therefore Council could not represent quorum.
- The 2014 by-law motion was defeated due to Council's concern for the late submission. Hearing ideas early would help prevent this in the future.
- It would be interesting to discuss the dichotomy between shareholders being the public of Manitoba and shareholders being members and how our relative spheres of influence should be reflected in by-laws.
- Under the *Corporations Act* shareholders (i.e. members) have a right to propose a by-law change at an AGM. Is the process that Council has adopted contrary to the *Corporations Act*?
- Who are the members of the By-law task group?

ITEM 5: REPORT ON RESOLUTION #1 FROM 2015 AGM

President Melvin provided an update on the remaining part (sub-point 4) Council was to address on Resolution #1 from the 2015 AGM. It was noted that Council is working on adding a mediation clause to the governance policy GP-10, Code of Conduct.

President Melvin opened the floor to questions.

Questions & Comments:

- Is it Council's intent that mediation be the first option, prior to other options?
- Who do you propose would be the mediators?
- If it's written as an option, a person could say no. Therefore, could it be written that one would have to come up with a good reason to reject mediation?

ITEM 6: REPORT ON RESOLUTION #1 FROM 2016 AGM

President Melvin provided an update on Resolution #1 from the 2016 AGM. Council has adopted “Engineers Geoscientists Manitoba in the Community – A Five Year Report” which lists the organizations Engineers Geoscientists Manitoba gives money to and the amounts.

President Melvin opened the floor to questions.

Questions & Comments:

- Is the report on line?

ADJOURNMENT

Having presented all topics on the agenda, President Lindsay Melvin thanked everyone for coming and adjourned the meeting at 8:28 p.m.

Members who asked questions or made comments included:

Ted Clarke	Arnold Permut
Dave Ennis	Alan Pollard
David Grant	John Rooney
Dick Johnson	Ian Smallwood
Kelly Kjartanson	Bob Stark
David McKibbin	Evan Thompson
Gbolade Oladapo	Craig Wray
Adam Pawlikewich	