



Minutes of the **ANNUAL GENERAL MEETING** of the Association of Professional Engineers and Geoscientists of Manitoba, held at The Fort Garry Hotel, Winnipeg, Manitoba on **FRIDAY, October 23, 2015**.

CALL TO ORDER AND OFFICIAL OPENING

Those present stood for the playing of the National Anthem.

President Howard Procyshyn called the meeting to order at 9:00 a.m. and welcomed everyone to the 96th Annual General Meeting of the Association of Professional Engineers and Geoscientists of Manitoba. He confirmed that 71 members were present and 11 members joined by webinar - which constituted quorum.

Mr. Procyshyn stated that APEGM will be presenting seven awards at the Awards Gala and Dinner to be held this evening.

Mr. Procyshyn advised that the meeting was being recorded.

MOMENT OF SILENCE FOR DECEASED MEMBERS

Mr. Procyshyn read the names of the members deceased during the year.

A moment of silence was observed in their memory.

NOTICE OF MEETING

The Notice of Meeting, which had been included in the summer 2015 edition of *The Keystone Professional*, was read by the Secretary, Mr. Grant Koropatnick.

APPROVAL OF THE AGENDA

It was MOVED by Mr. Julian Nedohin-Macek and SECONDED by Dr. Ganpat Lodha that the agenda be approved as presented.

CARRIED

INTRODUCTION OF THE COUNCIL AND STAFF

The members of Council and the APEGM staff were introduced.

Mr. Procyshyn also introduced Dr. Digvir Jayas, Director and Current President of Engineers Canada; Dr. Ganpat Lodha, Director on the Board of Geoscientists Canada; Wells Peever, the Association's legal counsel; and Corinne Holm, from the firm BDO Canada LLP – the Association's Auditors.

INTRODUCTION OF COMMITTEE CHAIRS

Mr. Procyshyn introduced the Chairs of the Committees who were in attendance.

RECOGNITION OF GUESTS AND ASSOCIATION REPRESENTATIVES

Mr. Procyshyn recognized the invited guests from outside of Manitoba, most of whom were representing other engineering or geoscience organizations:

- Digvir Jayas - President - Engineers Canada
- Kim Allen – CEO – Engineers Canada
- George Eynon – President, Geoscientists Canada
- Connie Parenteau - President - APEGA
- Margaret Anne Hodges – President – APEGS
- Tara Zrymiak – President Elect – APEGS
- Dennis Paddock – Executive Director & Registrar - APEGS
- Thomas Chong – President – PEO

Mr. Procyshyn recognized the representatives of the other related Manitoba organizations:

- Alana Gauthier, President, ACEC MB
- Shirley Tillett – Executive Director, ACEC MB
- David Lalama –President, MAA
- Judy Pestrak, Executive Director, MAA
- Terry Gifford – Executive Director, CTTAM
- Andre Marchildon – Senior Stick, UMES
- Ryan Kruk – UMES Professional Relations Director

Mr. Procyshyn introduced Digvir Jayas, P.Eng., FEC, who brought greetings from Engineers Canada.

Mr. Procyshyn then introduced George Eynon, P.Geo. who brought greetings from Geoscientists Canada.

Mr. Procyshyn transferred the Chair to Past President Marcia Friesen.

REPORT OF THE PRESIDENT

Mr. Procyshyn drew the meetings attention to his report printed in the 2014-2015 Annual Report and spoke to some of the highlights.

Mr. Procyshyn concluded his report by welcoming Ms Lesley McFarlane as the new President of APEGM.

Dr. Friesen called for questions.

It was MOVED by Dr. Digvir Jayas and SECONDED by Mr. Julian Nedohin-Macek that the President's report be accepted as presented.

CARRIED

Mr. Procyshyn returned to the Chair.

MINUTES OF THE ANNUAL GENERAL MEETING OF October 24, 2014

It was MOVED by Mr. Dave Cross and SECONDED by Dr. Garland Laliberte that the minutes of the Annual General Meeting of October 24, 2014 be accepted as read and adopted.

CARRIED

REPORT OF THE SCRUTINEERS - COUNCILLORS ELECTED FOR 2015-2017

Mr. Procyshyn read the report of the Scrutineers.

He announced that, in accordance with section 8(1) of The Engineering and Geoscience Professions Act, the following were elected to Council for a two year term:

Engineers:

- Jonathan Epp, P.Eng.
- David Grant, P.Eng.
- John Guenther, P.Eng.
- Lindsay Melvin, P.Eng.

Geoscientist:

- David Owens, P.Geo.

Member-in-Training Representative

- Christopher Trenholm, EIT

Mr. Procyshyn congratulated those who had been elected.

Mr. Procyshyn announced that, in accordance with By-law No.4.2.1.1 of the Association, Lesley McFarlane, P.Eng. would become the President of the Association at the close of the meeting and that her term of office would continue until the end of the 2016 Annual General Meeting.

AUDITORS' REPORT AND THE JUNE 30, 2015 FINANCIAL STATEMENT

Mr. Procyshyn referred the meeting to the Auditor's Report.

He noted that Council had approved the report as part of its governance policies and process.

It was MOVED by Mr. Charlie Bouskill and SECONDED by Mr. Brett Todd that the Auditors' Report for the year ending June 30, 2015 be received.

CARRIED

Mr. Koropatnick answered questions from members regarding the increase in liabilities from 2014 to 2015. He reported that there were two retirements in the past year where unused accrued vacation had to be paid out. He also noted that legal fees and outside services exceeded the budgeted amount.

Mr. Koropatnick advised that Council has allocated funds for the Association's centennial celebrations which will be taking place in 2020.

APPOINTMENT OF AUDITORS

It was MOVED by Mr. Bob McKibbin and SECONDED by Dr. Ganpat Lodha that BDO Canada LLP be appointed as the Association's auditors for the 2015-2016 fiscal year.

CARRIED

D. Chapman, R. Rempel, D. Grant, C. Beaumont-Smith – against
G. Koropatnick, L. McFarlane, M. Friesen, A. Permut – abstained

2015/2016 BUDGET AND SCHEDULE OF DUES AND FEES

Mr. Procyshyn referred the meeting to the 2015-2016 Budget and the 2016 Schedule of Dues and Fees.

Mr. Procyshyn announced that both the Budget and Fee Schedule had been previously approved by Council in accordance with the By-laws and were on the agenda to provide an opportunity for questions and comments to the Council.

There being no comments or questions, Mr. Procyshyn requested the Secretary to record that the 2015-2016 Budget and the 2016 Schedule of Dues and Fees were considered and received as information.

PUBLIC INTEREST REVIEW APPOINTMENTS

Mr. Procyshyn informed the meeting that this item was on the agenda to select two members to serve on the Public Interest Review Committee.

Mr. Procyshyn reviewed the composition of the Committee, as set out in its Terms of Reference, and invited nominations for the two positions to be filled at the Annual Meeting.

- Arun Ogale nominated Ganpat Lodha. Dr. Lodha accepted the nomination.
- Gordon Rybuck nominated Dave Ennis. Mr. Ennis accepted the nomination.
- Julian Nedohin-Macek nominated Ian Backus. Mr. Backus accepted the nomination.

It was MOVED by Mr. Roger Rempel and SECONDED by Mr. Arnold Permut that nominations close.

CARRIED

L. McFarlane, G. Koropatnick, D. Nedohin-Macek, M. Friesen – abstained

Since there were three nominees for the two positions, an election was held and Dr. Lodha and Mr. Ennis were elected for the two positions on the Public Interest Review Committee.

REPORTS OF THE COMMITTEES AND STAFF

Mr. Procyshyn referred the meeting to the 2014-2015 Annual Report.

It was MOVED by Mr. Julian Nedohin-Macek and SECONDED by Mr. Dave Cross that the Committee and Staff reports, as published in the 2014-2015 Annual Report, be accepted.

CARRIED

RESOLUTIONS

Mr. Procyshyn announced that By-law 5.1.4 provided for resolutions to be put forward and voted upon at the Annual General Meeting.

Mr. Koropatnick advised that two resolutions were received in accordance with By-law 5.1.4.

Dr. Garland Laliberte, the mover of the first resolution, spoke to the resolution.

The resolution called for:

- 1) within three months, the APEGM membership be given access to any legal opinion, obtained by the Council prior to its actions, that supported its authority to remove a serving Councillor, whether elected or appointed,
- 2) within three months, the APEGM membership be given access to any legal opinion, obtained by the Council prior to its actions, that supported its authority to reprimand or suspend a serving Councillor, whether elected or appointed,
- 3) the Council revise the policies and procedures in its Code of Conduct to eliminate the authority it has given itself to remove Councillors, and
- 4) in a situation where there has been a complaint that the Council's Code of Conduct has been violated by a Councillor for which the sanction under consideration is reprimand or suspension, the Council revise its operating policies and procedures to require independent mediation that allows, among other outcomes, for withdrawal of any further consideration of reprimand or suspension

President Procyshyn invited the Association's legal counsel, Wells Peever, to provide the meeting with back ground information on the resolution and it's context within the Engineering & Geoscientific Professions Act of Manitoba and Association By-laws.

Mr. Peever spoke to the resolution and stated that the fundamental point of the resolution is to seek to revise Council's code of conduct to eliminate Council's authority to remove a councillor.

Mr. Procyshyn called for discussion on the resolution.

The following members had questions or comments on the resolution:

D. Grant, J. Langdon, C. Beaumont-Smith, P. Fulton-Regula, C. Stewart, D. Chapman, A. Permut, J. Nedohin-Macek, F. Cross, A. Pawlikewich, R. Rempel, A. Dunsmore, L. McFarlane, C. Bouskill, D. Nedohin-Macek, D. Ennis, J. Epp, D. Jayas;

Dr. Laliberte provided closing comments on the resolution.

Those present voted on Resolution 1 as presented.

31 in favour
15 opposed

Abstained from Voting:
D. Spangelo
M. Friesen
G. Koropatnick
L. McFarlane
J. Langdon
J. Epp
R. Eden
P. Fulton-Regula
B. Todd
A. Clegg
H. Procyshyn
D. Owens
F. Cross

MOTION CARRIED

Dr. Garland Laliberte, the seconder of the resolution 2, spoke to the resolution.

The resolution called for the Council to establish an independent internal body at arm’s length from itself and the CEO for the purpose of liaising with the external auditor.

President Procyshyn invited the Association’s legal counsel, Wells Peever, to provide the meeting with back ground information on the resolution.

Mr. Peever spoke to the resolution and stated that the resolution was inconsistent with the definition and purpose of an audit committee as set out in The Corporations Act.

The following members had questions or comments on the resolution:

A.Permut, R. Rempel, J. Epp

Those present voted on Resolution 2.

42 in favour
3 against

Abstained:
D. Spangelo
M. Friesen
G. Koropatnick
L. McFarlane
J. Langdon
J. Epp
R. Eden
P. Fulton-Regula
B. Todd
A. Clegg
H. Procyshyn
D. Owens
J. Smith
F. Cross
A. Pawlikewich
R. Marshall

MOTION CARRIED

RECOGNITION OF RETIRING COUNCILLORS

Mr. Procyshyn recognized the contributions of the following outgoing Councillors:

Christopher Beaumont-Smith for four years on Council
Arthur Chapman for two years on Council
Kaitlin Fritz for two years on Council

Warren Gendzelevich for two years on Council
Roger Rempel for five years on Council
Marcia Friesen for four years on Council

OTHER BUSINESS

None

GAVEL CEREMONY

The Scott gavel was passed from Mr. Howard Procyshyn to Ms Lesley McFarlane in accordance with the official ceremony for turning over the gavel to the incoming president. Ms McFarlane signed the scroll, which was then returned to its place in the gavel.

INCOMING PRESIDENT

Ms. McFarlane expressed her thanks to Council for electing her as Vice-President and thanked everyone for attending today's meeting. She stated that she will do her best to represent the membership well and will encourage a collaborative environment.

CLOSING ANNOUNCEMENTS AND ADJOURNMENT

Mr. Procyshyn announced that:

- Nominations for member recognition awards are accepted through the Association office at any time. Details are available at the Association website.
- Remember our slogan "My Life's Work, Makes Life Work Better".

The meeting adjourned at 11:57 a.m. on a Motion by Mr. Julian Nedohin-Macek.

G. Koropatnick, P.Eng. FEC
CEO & Registrar

H. Procyshyn, P.Eng. FEC
President

L Dupas - recording secretary
Ld/2015AGM minutes