

DRAFT Minutes

98th Annual General Meeting

Association of Consulting Engineering Companies - Canada

Wednesday, October 26, 2022
Zoom Videoconference

1. CALL TO ORDER

The meeting was called to order at 12:00 p.m. EDT by the Chair, David Murray. John Gamble was appointed as the Secretary of the meeting.

David Murray asked delegates to participate in a moment of reflection to acknowledge the Indigenous Peoples of all the lands that we are on today. Guests and delegates were welcomed to the meeting, and the Chair expressed thanks to Maple Leaf Partners, Victor, RSM, BST Global, Deltek, and Notarius, for their support throughout the year.

The Chair introduced John Gamble, President and CEO, Allyson Desgroseilliers, Treasurer, Tim Stanley, Chair-Elect, and Michael Courtright, Director of Finance. It was noted that Martin Savard, Manager, IM/IT Systems and Webmaster was available to assist if there are any technical issues and, in the event that a formal vote is required, would act as returning officer.

David Murray reminded attendees that only ACEC member firms can vote on motions. John Gamble explained the virtual voting procedure.

2. KEYNOTE ADDRESS

Hon. Lisa Raitt, Co-Chair of the Coalition for a Better Future, was introduced and welcomed to address the members.

ACEC was thanked for being an early leader in coming on board with the Coalition and for the work ACEC has done in its pre-budget submissions. It was noted that the goals exhibited by ACEC in its work are aligned with the mission of the Coalition, which intend to ensure that Canada moves into the future on as strong a foundation as possible.

The Coalition's mission is to advocate for development of a long-term growth plan that is sustainable and inclusive, and to ensure that governments understand that this is an important initiative that Canadians want and need. The Coalition has been able to put out a call to general society through its outreach and partnerships, such as that with ACEC.

The most important distinction of the Coalition for a Better Future from similar initiatives, besides the breadth of the organization, is that its modus operandi is to measure how Canada is doing using a scorecard of 21 metrics. This scorecard was developed in cooperation with its members and with McKinsey, and the measurement will be done by the Telfer School of Management in Ottawa. An announcement on the first-year results will be announced in March 2023.

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Following the keynote address, members were invited to participate in a virtual fireside chat question and answer period. Highlights of the discussion are noted as follows:

Concern was expressed that the current government seems reluctant to deal with certain barriers to forward development, such as restrictions on critical mineral extraction. L. Raitt noted that there is a similar problem both in Canada and the USA regarding building the mines necessary to implement electric vehicle infrastructure, and pointed out that the USA is looking to Canada as a leader in this area. It was suggested that cooperation across the country and across borders is necessary to move forward on these issues.

Issues with procurement and a sluggish approval process that is slowing the development of necessary infrastructure was noted. L. Raitt pointed out that immigration and training are also important keystones to moving forward, as labourers and tradespeople are required to build the needed infrastructure. However, immigrants view labour jobs as less desirable and lower in stature which presents a challenge. L. Raitt agreed that procurement will likely continue to be a difficult issue for the federal government.

A member inquired regarding possible solutions to encourage governments to transition from transactional thinking to life cycle thinking. L. Raitt recommended thinking about how Canada can be the last barrel of oil used in the world, i.e. facilities have cut emissions as much as possible (including carbon capture and storage), and outlining the necessary assets, steps, and partnerships required to achieve that goal.

Upon query, L. Raitt outlined the Coalition's outreach program and how it keeps in touch with its members.

The Chair thanked L. Raitt for taking the time to share her vision and noted that, in thanks, ACEC has made a donation to the Canadian Red Cross Hurricane Fiona in Canada Appeal in the name of Lisa Raitt.

3. APPROVAL OF AGENDA

The Chair requested a motion to approve the agenda as presented.

Moved by Lawrence Pinter and seconded by Kent Lane that the agenda of the 2022 Annual General Meeting be adopted as presented.

Carried

4. INTRODUCTION OF THE ACEC BOARD OF DIRECTORS

David Murray introduced the members of the 2021-2022 Board of Directors:

Anthony Karakatsanis, Past-Chair (Ontario)
Tim Stanley, Chair-Elect (British Columbia)
Allyson Desgroseilliers, Treasurer (Manitoba)
Tom Montgomery, Vice-Chair (Ontario)
Jérôme Pelletier, Vice-Chair (Québec)
Angela Smith, Vice-Chair (Ontario)
Alex Brisson (Québec)
Craig Clifton (Alberta)
Douglas Cole (Prince Edward Island)
Brad Dawe (Newfoundland and Labrador)
David Evans (Ontario)
Aaron Ferguson (ACEC Future Leaders)
Marcia Friesen (University of Manitoba)

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Catherine Fritter (British Columbia)
Martin Héту (Québec)
Tia Hill (YPN)
Nancy Inglis (Saskatchewan)
Walter Orr (Northwest Territories)
Angel Ransom (FNMPC)
Todd Simenson (Alberta)
Phil Sullivan (Nova Scotia)

At the Chair's request, John Gamble confirmed that quorum has been met.

5. READING OF NOTICE OF MEETING

David Murray read out the Notice of Meeting as follows:

“That the Annual General Meeting of the Association of Consulting Engineering Companies - Canada will be held via Zoom on October 26, 2022 from 12:00 p.m. to 13:30 p.m. for the following purposes:

- to receive and consider the reports of the Chair, the Treasurer, the President/Secretary, the Officers of the Association and the Presidents of the Member Organizations;
- to elect Directors of the Board;
- to appoint auditors for fiscal year 2022-2023; and
- to ratify the decisions of the Board.

John Gamble confirmed that the Notice of Meeting was properly given in accordance with the By-Laws.

6. APPROVAL OF MINUTES OF 2021 ANNUAL GENERAL MEETING

The Chair noted that all present received and presumably read the minutes of the 2021 Annual General Meeting and requested a motion to approve same.

Moved by Sara Anderson and seconded by Douglas Coles that the minutes of the 2021 Annual General Meeting be approved and adopted as presented.

Carried

7. APPROVAL OF ACTS AND PROCEEDINGS OF THE MEMBERS OF THE ACEC BOARD OF DIRECTORS

Moved by Guy Summers and seconded by Siobhan Robinson that all acts and proceedings of the Directors of the Association of Consulting Engineering Companies - Canada (ACEC) as exhibited by the Minutes of the meetings of that body, held since the last meeting of the members of the Association and all acts and proceedings taken, all payments made by or to the officers, agents of employees of the Association of Consulting Engineering Companies - Canada under authority of or pursuant to any By-law, resolution, motion, instruction or direction contained in the By-law and Minutes of the Board of Directors held subsequent to the last Annual Meeting of the members of the Association, be, and the same are hereby ratified, approved and confirmed.”

Carried

8. ADMINISTRATIVE AMENDMENT TO ASSOCIATION BY-LAWS

The Chair invited John Gamble to outline the proposed by-law amendment being presented to the membership for ratification.

John Gamble explained that, as the YPN voted to rename itself as the ACEC Future Leaders Network (FLN) in early 2022, to be consistent with the terminology being used by some provincial Member Organizations and by the International Federation of Consulting Engineers (FIDIC), it is necessary to update the by-laws of the Association to correspond with this new terminology.

It was noted that there are currently two references to the Young Professionals Network in Article IV, Section 2 of the ACEC by-laws pertaining to the YPN position on the ACEC Board of Directors. At the request of the FLN, the ACEC Board of Directors and Staff are recommending a minor amendment to the by-laws to change both references to the “Young Professionals Network” to the “Future Leaders Network”.

Members were assured that the proposed amendment is administrative and will have no impact on Association governance or operations, and will not obligate Young Professional groups of Member Organizations to change their names.

The Chair requested a motion to confirm the by-law amendments as presented.

Moved by Kent Lane and seconded by Poxleitner that the amendments to Article IV, Section 2 of the ACEC By-Laws wherein references to the “Young Professionals Network” are changed to “Future Leaders Network” be approved as presented.

Carried

9. CHAIR'S REPORT

David Murray presented a report, with highlights noted as follows:

ACEC representatives traveled to FIDIC in Geneva this year and discussed shared challenges, such as electrification infrastructure, including critical mineral extraction and battery production and recovery.

David Murray noted that ACEC should be proud that the Association is handling its challenges very well and must continue to work to protect its profession and Member Organizations. Work is ongoing to promote equity, diversity, and inclusion. ACEC and its members should be leaders in this initiative and promote the industry to young students of all races and genders.

David Murray thanked the Board members for taking the time to participate in the activities of the Board and various sub-committees.

It was noted that the Association is well-managed due to the great staff at ACEC-Canada. The staff members were introduced and thanked for the work they do on behalf of the Association despite the difficult conditions of the last year.

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10. PRESIDENT AND CEO'S REPORT

John Gamble, President and CEO, was invited to give a report.

John Gamble echoed the thanks of the Chair to the ACEC-Canada staff and expressed appreciation for their commitment to the Association and engineering industry. He also thanked the members of the Board of Directors who represent the membership, for their good governance and commitment to supporting and improving the industry. The membership was also acknowledged.

Priority for the past year has been on infrastructure investment, including public infrastructure supporting communities, as well as economic infrastructure to help Canadian businesses operate more effectively. ACEC has been very involved in the national infrastructure assessment proposed by the government. It is important that the Association continue to work on mitigating climate change and promoting resilience.

ACEC has been working closely with the government on the challenges in implementing the recent decision from the Language Commissioner regarding the translation of documents.

John Gamble reported that FIDIC has named Catherine Karakatsanis from Canada as its new President-Elect. Catherine will be the first woman to become President of FIDIC as of September 2023.

Operations continue remotely due to the ongoing COVID-19 pandemic but a longer-term solution will be presented following guidance from government and public health officials.

11. TREASURER'S REPORT

The Chair invited the Treasurer to provide a financial report.

Allyson Desgroseilliers reported that audited financial statements prepared by Deloitte were included in the Annual Report which was distributed in advance of the AGM. Copies are available upon request. A 'clean' audit opinion was issued.

The Treasurer summarized highlights of the 2021-2022 fiscal year as follows:

- 2021-2022 concluded with a surplus of \$588k and net assets of \$2.29M (113% of budgeted operating expenses for 2022-2023)
- The operating surplus was \$527k higher than budgeted, due to things not returning to normal operations during the year
- The balance of the General Reserve fund at March 31 stood at \$1.56M in cash and unrestricted reserves, plus \$700K in restricted reserves, and \$23.9K in capital assets
- The General Reserve investment fund generated \$30K in dividends and accrued interest, and an additional \$4K in unrealized capital gains

The Treasurer requested a motion to approve Audited Financial Statements:

Moved by Liana Mah and seconded by Angus English that the 2021-2022 Audited Financial Statements of the Association of Consulting Engineering Companies - Canada be approved as presented."

Carried

The Treasurer tabled a Motion to appoint the Auditors for the 2022-2023 Fiscal Year:

Moved by Harvie Buitelaar, seconded by David Chamberlain that the firm of Deloitte be retained as ACEC's auditors for the 2022-2023 reporting year.

Carried

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12. NOMINATING COMMITTEE REPORT

David Murray acknowledged and thanked retiring Board members:

- Alex Brisson (Québec)
- Anthony Karakatsanis (Ontario)
- Martin Gordon (New Brunswick)
- Martin Hétu (Québec)
- Walter Orr (Northwest Territories)

David Murray announced that each retiring Board member will receive a framed certificate acknowledging their service and contributions to the Board.

The Chair invited John Gamble to present the Nominating Committee Report on behalf of Committee Chair Anthony Karakatsanis, who was not able to attend the meeting.

John Gamble reported that two Directors have been re-nominated for extended terms in order to serve on the Executive Committee:

- Jérôme Pelletier, BBA, re-nominated by AFG-Québec for a second four-year term
- Tim Stanley, Stratice Consulting, re-nominated by ACEC-British Columbia for an additional two-year term

Two Directors-at-Large have been re-nominated to return to the Board for an additional year:

- Marcia Friesen, University of Manitoba, Faculty of Engineering, nominated by the Nominating Committee as voting Director-at-Large
- Angel Ransom, First Nations Major Projects Coalition, nominated by the Nominating Committee as voting Director-at-Large

John Gamble noted that voting Directors-at-Large must be elected at a general meeting of the membership.

John Gamble reported that five candidates have been nominated by ACEC Member Organizations to fill current vacancies on the Board:

- Bill Allison, Dillon, nominated by ACEC-Ontario for a four-year term
- Ben Coles, R.J. Bartlett Engineering, nominated by ACEC-New Brunswick for a four-year term
- Rob Girvan, Tetra Tech, nominated by ACEC-Northwest Territories for a four-year term
- Sabrina Martineau, SNC-Lavalin, nominated by AFG-Québec for a four-year term
- Olivier Turcotte, Norda Stelo, nominated by AFG-Québec for a four-year term

John Gamble also reported that Steve Panciuk from Marsh was also appointed as a non-voting Director-at-Large by the Board in June 2022 in accordance with ACEC by-laws.

The Chair requested a motion to acclaim the nominees.

Moved by Ben Hunter and seconded by Brian Howe that the nominees presented by the Nominating Committee be acclaimed.

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John Gamble reported that in accordance with by-laws, the Board of Directors of ACEC has appointed its Executive Committee for 2022-2023 as follows:

| | |
|--------------|--------------------------------------|
| Past-Chair: | David Murray (Québec) |
| Vice-Chair: | Doug Coles (PEI) |
| Vice-Chair: | Catherine Fritter (British Columbia) |
| Vice-Chair: | Angela Smith (Ontario) |
| Treasurer: | Jérôme Pelletier (Québec) |
| Chair-Elect: | Allyson Desgroseilliers (Manitoba) |
| Chair: | Tim Stanley (British Columbia) |

13. INCOMING CHAIR'S MESSAGE

David Murray invited Tim Stanley to present an inaugural address as the new Chair. Tim Stanley gave an address, with highlights noted as follows:

Tim Stanley noted that he is honoured to take on this role and is looking forward to the next year. The new Chair will travel throughout the year to meet with members and discuss their priorities, and collaborate to develop solutions to address their challenges and objectives. Engineers have the expertise, management capability, and public trust to play a significant role as leaders in the development of approaches to resolve issues faced by the community, and have the responsibility to act.

The Chair's goal for the year will be to further educate the public, elected officials, and stakeholders on how consulting engineering firms excel at finding innovative solutions to complex problems, and highlight how they play a critical role in addressing climate change and creating sustainable green economies and communities.

As Chair, Tim intends to build on the exceptional work of David Murray to stress the community's unparalleled ability to address challenges, to contribute to building a strong and sustainable economy, and to connect people from coast to coast.

Tim Stanley thanked David Murray for his service and noted that David will receive a gavel mounted on a plaque to commemorate his term as Chair and a Past-Chair's Pin which he is encouraged to wear proudly.

14. RECOGNITION OF MEMBER ORGANIZATIONS

A map of the Member Organizations was presented for information. David Murray thanked all Member Organization for their important work and support of the Association.

David Murray applauded the importance of the work the Member Organizations conduct in their own jurisdictions and the relationship between the Member Organizations and ACEC. John Gamble thanked the Member Organizations for providing such excellent Directors on the Board each year.

15. INVITATION TO 2023 ACEC ANNUAL GENERAL MEETING AND ACEC'S NATIONAL LEADERSHIP CONFERENCE

The Chair invited delegates to the 2023 Annual General Meeting and to ACEC's national leadership conference being held in person in Ottawa from November 1-3, 2022.

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16. OTHER BUSINESS

There was no other business.

17. ADJOURNMENT

Nancy Inglis moved for adjournment, seconded by Tom Montgomery. The meeting ended at 1:27 p.m. EDT.



David Murray
Chair, Board of Directors



John Gamble
Secretary of the Meeting