



**Minutes of the 22nd Annual General
Meeting of Professional Geoscientists Ontario (PGO)
June 20, 2024, at 1:00 p.m. to 3:00 p.m.
Via Zoom Video Conferencing**

1. INTRODUCTIONS & OPENING EXERCISES

President of Professional Geoscientists Ontario, Mary-Anne Hildebrandt, P.Geo., FGC, acting as Chair of the meeting, welcomed everyone to the 22nd Annual General Meeting (AGM).

- The Chair proceeded with PGO's Annual General Meeting, after acknowledging our location on the traditional territory of the Mississauga's of the New Credit First Nation and the traditional territories of the many indigenous groups on which professional geoscientists work and live.
- A special welcome was given to the Geoscientists-in-Training & student members who were participating in the meeting and were encouraged to be active participants in PGO as volunteers and committee members.
- A moment of reflection was observed to honor the passing of former PGO registrants: Stewart Jackson and Donald Bubar.

2. BUSINESS OF THE ANNUAL GENERAL MEETING

a) Call to Order

- The Chair stated that according to By-law No.1A there must be an Annual General Meeting within 6 months of the end of the financial year. The notice of the Annual General Meeting must be given by the CEO to each Registrant of the PGO by mail, electronically, or through the PGO's newsletter at least 10 days before the meeting.
- Tony Andrews, CEO confirmed that the notice was sent to all Registrants on March 27th, 2024, by electronic means and through our e-newsletters, followed by subsequent reminders. He also informed that he would file a signed document with the Secretary of PGO noting this.
- The Chair reviewed the procedures and eligibility for voting on motions for this virtual AGM. Lauren Atmore was appointed as the meeting Secretary, and John Hogg, a Member of the Governance Committee, and a professional geoscientist in good standing was appointed as the Scrutineer.
- A safety moment and a diversity moment were provided by Pizye Nankamba and Neera Sundaralingam respectively.

3. CONFLICT OF INTEREST DECLARATION

The President requested that anyone who had a perceived conflict of interest in taking part in the agenda, to please declare this and take the initiative to kindly exit the virtual meeting.

No conflict of interest was declared.

This item of business was declared closed.

4. ATTENDANCE/QUORUM – by John Hogg, Scrutineer

- During the meeting it was reported that a total 206 AGM participants were in attendance, 179 of whom were registered Professional geoscientists (Full Practicing, Limited, Temporary or Non-practicing), and therefore eligible to vote. Quorum was declared.
- After the AGM, it was confirmed that the actual number of registered attendees who joined the webinar was 157, with 135 attendees eligible to vote, clearing quorum requirements.
- Two proxy forms were submitted from Registrants in good standing, assigning Robert Hearst, a registrant in good standing, with the right to vote on their behalf.

5. APPROVAL OF AGENDA

The agenda was reviewed. The Chair called for a motion to adopt the 22nd AGM agenda as presented.

**Motion # 1: Melanie Siewert moved that the agenda be accepted with amendment.
Seconded by Pizye Nankamba. Carried.**

6. ADOPTION OF THE MINUTES OF THE LAST AGM

The Chair called for a motion to adopt the minutes of the 21st AGM of June 22, 2023. Tony Andrews explained that said minutes had been made available on June 17th, 2024.

Discussion:

A participant noted that last year's minutes didn't include discussion regarding the role of PGO and regulators as political actors in the context of climate change, as well as an action item to review PGO's current climate change position statement published on the website.

In recognition of this, an amendment was made to Motion #2 noting that an action was agreed to, that PGO would review the current climate change statement to ensure that there isn't overreach in the context of the discussion made.

Motion #2: Robert Hearst moved that the Minutes of the 21st Annual General Meeting of June 22, 2023, be adopted as amended. Seconded by Pizye Nankamba. Carried.

The amended motion was brought to a vote via Zoom poll platform and carried with no objections.

7. BUSINESS ARISING FROM THE MINUTES

The Chair declared that any business arising from the minutes, which anyone wishes to bring before the meeting, would be deferred to later in the agenda under General Business.

8. ANNUAL REPORT

The Chair introduced the Annual Report which provides a summary of the activities of PGO over the past 12 months. This was submitted to the Minister of Mines and was made available on the PGO Website at www.pgo.ca on the 17th of June 2024. Registrants, GITs and student members were notified accordingly, to allow for review of the report prior to this meeting.

9. PRESIDENT'S REPORT

The Chair provided a summary of highlights for the 12 months preceding this AGM and directed participants to further details summarized in the 2023-24 Annual Report available on the PGO website.

10. AUDITOR'S REPORT

The Chair called upon Michael Bunn, CPA, the Treasurer of PGO and Chair of the Finance Committee to give a brief overview of the audited, year-end financial statements for 2023. The audited financial statements, along with the Independent Auditor's Report were made available on the PGO website, as part of the Annual Report, on June 17th, 2024. The 2023 financial statements were audited by Bateman MacKay LLP and were approved by Council.

The Chair then called for a motion to accept the 2023 audited financial statements and auditor's report.

Motion #3: Melanie Siewert moved to approve the 2023 Audited Financial Statements and Auditor's report. Seconded by Robert Hearst. Carried.

The Chair called upon Michael Bunn to report on the recommendation of Council for the appointment of the auditor for this year. Michael Bunn recommended appointing Bateman MacKay LLP as the organization's auditor for the year end of December 31st, 2024.

Motion #4: Melanie Siewert moved to appoint Bateman & Mackay LLP as PGO's auditors for 2024, at such remuneration as may be set by Council. Seconded by Lorne Burden. Carried.

No discussions or questions.

The motion was brought to a vote via Zoom poll platform and carried with no objections.

11. AMENDMENTS TO THE BY-LAW

The Chair called upon Paul Connor, Council Secretary and Chair of the Governance Committee to provide a brief overview of materials sent to meeting participants prior to the AGM, proposing amendments to By-Law #1A, designed to enable PGO Council to adjust fees and dues without the approval of registrants, in order to respond to challenging macroeconomic environments. He presented the following motion for the amendments to be accepted and approved by PGO registrants as presented.

Motion #5: Melanie Siewert moved to accept the following change to By-Law #1A (provided by legal counsel), designed to give PGO flexibility in this challenging macroeconomic environment, be accepted and approved by PGO registrants as stated below.

The following wording is to be added to section 13.02 of Bylaw 1A:

(e) Subject to section 13.02(f), proposals to enact new By-laws or to amend, repeal or re-enact By-laws shall be subject to approval by two thirds (2/3rds) majority of the votes cast by the Members either (i) at a meeting of the Members duly called for the purpose of considering same or (ii) by ballot voting in lieu of a meeting set out in Section 5.15.

(f) Section 13.02(e) does not apply to a by-law relating to fees and dues, and Council may enact, amend, repeal or re-enact a by-law relating to fees and dues in accordance with section 33 of the Act without the approval of the members. Seconded by Robert Hearst.

Discussion:

The motion was discussed and an amendment was proposed to add the wordings "***to cover reasonable increases in annual costs***".

Motion #6: Bill Pearson moved to amend Motion #5, subsection (f), with additional wording, as indicated in italics, as follows:

"Section 13.02(e) does not apply to a by-law relating to fees and dues, *to cover reasonable increases in annual costs*, and Council may enact, amend, repeal or re-enact a by-law relating to fees and dues in accordance with section 33 of the Act without the approval of the members." Seconded by Marc Bouchard. Carried.

Following Motion 6, a sub-amendment was put forward as indicated in italics:

Motion #7: Neil Banerjee moved to amend the Amendment with a change in wording as indicated in italics, as follows:

"Section 13.02(e) does not apply to a by-law relating to fees and dues *to cover reasonable increases in annual cost, capped by CPI of the previous 12 months plus 1% and with that consideration*, Council may enact, amend, repeal or re-enact a by-law relating to fees and dues in accordance with section 33 of the Act without the approval of the members."

Seconded by Lorne Burden. The vote failed to carry.

Motion #5 was carried as amended by Motion #6.

12. GENERAL BUSINESS

a) Business arising from the minutes and other business

This portion of the meeting comprised a general question and answer period that provided the opportunity for Registrants and other members of the Geoscience community to ask any questions or to raise issues that they would like considered by the PGO Council in the coming year. The following topics were identified:

Discussion:

Section 18(2) of O.Reg. 342/16

A registrant drew attention to this section of the Registration Regulation concerning the Registration Requirements for Practising Members, and questioned its interpretation regarding the conditions outlined in Section 18(1). He stated his understanding that 18(2) indicates that the 18(1) requirements do not apply if the applicant has at least 10 years of geoscience work experience obtained within 15 years before the date of the application, at least 12 months of which must consist of one or both of, geoscience work experience obtained in Canada and eligible for work experience and has a credential other than one of those mentioned in subsection (1).

The Registrant expressed his opinion that the 10 years of experience addressed by Condition 18(2) appears to be a greater level of experience than 4 months of a particular university course and proposed that Condition 18(2) be used to recognise applicants with substantial experience to be considered for full membership.

The Registrar committed to review this section of the Regulation subsequent to the AGM and respond to him in due course on this matter, and if there was any ambiguity in its meaning, she would seek legal advice to clarify.

Action Item #1: The Registrar will review Section 18.2 of the *Registration Regulation* and respond to the Registrant with the correct interpretation.

Volunteering in PGO

Paul Connor, as Council Secretary, encouraged participants who wish to have an influence on policies, budgets, By-laws, and activities of the PGO to get involved through volunteering. Participants were also reminded that if matters arise during the year, they are encouraged to contact PGO Staff or Volunteers on Council or Committees whose names they can find on the PGO website.

b) Presentation by Geoscientists Canada

The Chair then recognized and welcomed Christine Vaillancourt, P.Geo., FGC, the new President of Geoscientists Canada (GC), and invited her to provide a brief update on Geoscientists Canada's activities. Christine Vaillancourt noted that GC moved its office from Burnaby, BC to Ottawa, ON.

She recognized the retirement of GC's CEO Andrea Waldie and welcomed Paul Hubley into that role. GC has developed Public Reporting short course for practicing professionals, which will launch later in 2024, and has extended its licensing of the Practical Geocommunication online course. Christine Vaillancourt thanked PGO leadership for their openness and cooperation.

13. RECOGNITION OF OUTGOING COUNCILLORS

The Chair recognized those who had served on PGO Council and whose terms had come to an end as of this AGM; namely:

- Christopher MacInnis, P.Geo.
 - Councillor-at-Large
 - 2022 - 2024
- Joanne Di Caro
 - Non-registrant Public Appointee
 - 2021 - 2024
- Claire Milloy, P.Geo.
 - Vice President, 2023 – 2024
 - Councillor-at-Large, 2021 – 2023

The Chair extended thanks to Chris, Joanne and Claire for the generous commitment of their time and expertise on Council.

14. RECOGNITION OF OUTGOING PAST PRESIDENT

A special recognition and appreciation were given to the outgoing Past President: Melanie Siewert, P.Geo. (Limited), FGC.

Past President, 2023 – 2024

President, 2022 – 2023

Vice President, 2021 – 2022

Councillor-at-Large, 2009 - 2021

Over the years, she had served as:

- Chair of Past Presidents Advisory Committee
- Chair of Readiness Assessment Working Group
- Member of Executive Committee
- Member of Nominations Committee

15. ANNOUNCEMENT OF ELECTION RESULTS & APPOINTMENTS TO COUNCIL

Appointment

Non-registrant Public Appointee (1 position)

Trina Maher (2024 – 2027)

Election

Councillor-at-Large

Joanna Hodge, P.Geo. (2024 - 2027)

Incoming Vice President – Acclaimed

Zen Keizars, P.Geo., FGC (2024 – 2025)

16. INDUCTION OF THE NEW PRESIDENT

Mary-Anne Hildebrandt, P.Geo., FGC, introduced Robert Hearst, P.Geo., as the new President of the PGO Council. The newly inducted President gave his acceptance speech.

17. OTHER BUSINESS TO THE BENEFIT OF PGO

None to report.

18. CALL OF ADJOURNMENT

Mary-Anne Hildebrandt called for the adjournment of the official business part of the meeting.

Motion #8: Pizye Nankamba moved that this Annual General Meeting be adjourned. The motion was carried, and the meeting adjourned.

19. CLOSING REMARKS

Rob Hearst thanked all participants and invited them to remain a little longer for the recognition of this year's PGO Award of Merit Recipient and the recipients of this year's Fellow of Geoscientists Canada (FGC) Designation to be presented by Melanie Siewert.

20. AWARDS PRESENTATION

Melanie Siewert hosted the Awards Ceremony. She acknowledged the work of the Awards Panel in selecting the worthy recipient of the 2024 PGO Award of Merit. This award is presented annually to an individual registrant who, during the course of their career, has made significant contributions to

public service and public protection

- The PGO Merit Award
 - Ian Macdonald, P.Geo., FGC

Ian Macdonald accepted the award, reflecting on how different things were when PGO started out versus now, and that all the hard work of those in the beginning of the organization paid off.

Melanie Siewert announced the recipients of the 2024 Fellow of Geoscientists Canada (FGC) Designation. This fellowship is administered by Geoscientists Canada to honour individuals who have given noteworthy service to the geoscience profession

- The Fellowship of Geoscientists Canada:
 - Reno Ezio Pressacco, P.Geo.
 - Imshun Je, P.Geo.
 - James Bernard Whyte, P.Geo.

21. ENDING

Robert Hearst, P.Geo., the new President of PGO, provided a closing statement and thanks to participants.

SUMMARY LIST OF MOTIONS

Motion #1: Melanie Siewert moved that the agenda be accepted with one amendment. Seconded by Pizye Nakamba. Carried.

Motion #2: Robert Hearst moved that the Minutes of the 21st Annual General Meeting of June 22, 2023, be adopted as amended. Seconded by Pizye Nankamba. Carried.

Motion #3: Melanie Siewert moved to approve the 2023 Audited Financial Statements and Auditor's report. Seconded by Robert Hearst. Carried.

Motion #4: Melanie Siewert moved to appoint Bateman & Mackay LLP as PGO's auditors for 2024, at such remuneration as may be set by Council. Seconded by Lorne Burden. Carried.

Motion #5: Melanie Siewert moved to accept the following change to By-Law #1A (provided by legal counsel), designed to give PGO flexibility in this challenging macroeconomic environment, be accepted and approved by PGO registrants as stated below.

The following wording is to be added to section 13.02 of Bylaw 1A:

(e) Subject to section 13.02(f), proposals to enact new By-laws or to amend, repeal or re-enact By-laws shall be subject to approval by two thirds (2/3rds) majority of the votes cast by the Members either (i) at a meeting of the Members duly called for the purpose of considering same or (ii) by ballot voting in lieu of a meeting set out in Section 5.15.

(f) Section 13.02(e) does not apply to a by-law relating to fees and dues, and Council may enact, amend, repeal or re-enact a by-law relating to fees and dues in accordance with section 33 of the

Act without the approval of the members. Seconded by Robert Hearst. Carried as amended by Motion 6.

Motion #6: Bill Pearson moved to amend Motion #5, subsection (f), with additional wording, as indicated in italics, as follows:

*“Section 13.02(e) does not apply to a by-law relating to fees and dues, **to cover reasonable increases in annual costs**, and Council may enact, amend, repeal or re-enact a by-law relating to fees and dues in accordance with section 33 of the Act without the approval of the members.”*

Seconded by Marc Bouchard. Carried.

Motion #7: Neil Banerjee moved to amend the Amendment with a change in wording as indicated in italics, as follows:

*“Section 13.02(e) does not apply to a by-law relating to fees and dues **to cover reasonable increases in annual cost, capped by CPI of the previous 12 months plus 1% and with that consideration**, Council may enact, amend, repeal or re-enact a by-law relating to fees and dues in accordance with section 33 of the Act without the approval of the members.”* Seconded by Lorne Burden. The vote failed to carry.

Motion #8: Pizye Nankamba moved that this Annual General Meeting be adjourned. The motion was carried, and the meeting adjourned.

SUMMARY LIST OF ACTION ITEMS

Action Item #1: The Registrar will review Section 18.2 of the Registration Regulation and respond to the Registrant with the correct interpretation.