ONTARIO ASSOCIATION OF OPTOMETRISTS

2019 Annual General Meeting
April 14, 2019
Sheraton Toronto Centre Hotel

Invited guests: Dr. Michael Dennis, President of the Canadian Association of Optometrist (CAO); and Karima Kanani and Kristen Vandenberg, Legal Counsel at Miller Thomson.

Call to Order and President's Opening Remarks

The meeting was called to order at 10:50am by the President and Chair, Dr. Joshua Smith. Welcome was extended to all attendees including OAO members, staff and invited guests.

The current Board of Directors was introduced:

- Dr. Thomas Noel, Vice-President (Ottawa)
- Dr. Jeff Goodhew, Treasurer (Oakville)
- Dr. Naeem Abdulla (Toronto)
- Dr. Radhika Chawla (Richmond Hill)
- Dr. Yan Ling Liang (Markham)
- Dr. Agata Majewski (Toronto)
- Dr. Ken Mandadakis (Toronto)
- Dr. John Mastronardi (Windsor)
- Dr. Brian Paul (Dundas)
- Dr. Josephine Pepe (London)
- Dr. Nish Rajani (Toronto)

Confirmation of Quorum and Notice of Meeting

The President reviewed the policies and procedures to be observed during the AGM. Notice of the Annual General Meeting was sent to members on March 22, 2019. It was also noted that no motions from members were received in advance of the meeting.

Following the confirmation of Quorum, the meeting was declared legally constituted.

Justin Brown, OAO CEO and Corporate Secretary, was identified as the Chief Returning Officer for the election of directors. Ms. Kanani from Miller Thomson to serve as Assistant Returning Officer.

An overview of voting procedures was provided to all attendees, followed by a testing of voting technology in-person and online.

Remarks by CAO President

Dr. Michael Dennis provided members with an update on key issues being undertaken by the CAO, including the private payor insurance market, and the national vision care strategy.

An RFP went out in February to select a vendor/consultant to work with CAO's Insurance Working Group to investigate the private health insurance market as it relates to vision care in Canada, and to develop a detailed report on their findings, including an action plan for future steps.

CAO is partnering with Pacific University on the delivery of the 2019 National Congress, to be held in Victoria, BC on July 10-14, 2019.

Approval of Minutes

The President noted that the draft minutes from the 2018 Annual General Meeting was circulated to members in advance of the meeting, and that they can also be accessed on the OAO member website.

Motion A: It was moved by Dr. Abdulla and seconded by Dr. Pepe to accept the minutes of the 2018 AGM. CARRIED

Report from the Treasurer

OAO Treasurer, Dr. Jeff Goodhew, provided an overview of the organization's revenue and expenses for the 2018, and as well, the forecast for the coming year.

Total revenue for 2018 was $3.8M which represents a small decrease over previous year, stemming mainly from an underperformance in investments. Expenses came in at $3.7M, slightly above the previous year. Overall, organization had a net surplus of $125, 000. Staff continue to streamline processes and programs, and to identify potential efficiencies.

Membership revenue increased in 2018 by one per cent over 2017. 46 new members joined the organization, bringing total membership to 1668. Non-dues revenue came from areas such as sponsorship, Symposium, TPA App, advertising levy and insurance marketing, among others.

Revenue for 2019 is forecasted at approximately $3.85M. Total operating expenditures are forecasted at $3.9M. The expectation is that the organization will run a slight deficit, but additional efficiencies will be pursued to avoid a short-fall by year-end.

Question was raised from the floor regarding the projected revenue of $1.6M from membership dues, given the expected number of members paying dues of $1400 each. Dr. Goodhew noted that OAO does offer graduated dues for optometrists in their first four years of practice, and so these members do not pay the full dues amount.

Report from the Auditor

The review of the Auditor's Report was provided by the President, who noted that the report of the Auditor with comments on the audited Financial Statements for the year ending October 31, 2018, was contained in the AGM notification package, and posted on OAO's website.

Appointment and Remuneration of Auditors

KPMG has served as OAOs auditors for several years. The Board approved a motion on February 24, 2019 that KPMG be reappointed, to hold office until the next annual meeting of the members, and as such, remuneration be fixed by the Board of Directors with the Directors authorized to fix such remuneration.

Motion B: It was moved by Dr. Paul and seconded by Dr. Rajani that KPMB LLP be appointed as Auditors the Corporation, to hold office until the next Annual Meeting of the Members, at such

remuneration as may be fixed by the Board of Directors of the Corporation; and to authorize the Directors to fix such remuneration. **CARRIED**

Ratification of OAO By-Law Amendments

a) By-Law 5.03 – Re-Election

At the February 24, 2019 meeting of the OAO Board of Directors, By-Law 5.03 was amended to clarify that the term limits for the Board of Directors were not to exceed 9 years of consecutive service. President noted that this term limit was always intended from the drafting of the By-Laws passed the previous year, but that this change in wording would now remove any ambiguity from the language in this section.

Motion C: It was moved by Dr. Liang and seconded by Dr. Noel to ratify the amendment to By-Law 5.03 by the Board of Directors at a meeting duly called and properly constituted in February, 2019 such that the By-Law be confirmed to read:

"No person may be a Director for more than 9 consecutive years of service and afterwards is not eligible for re-election until after a period of eleven months has lapsed from the date such a person ceases to be a director."

CARRIED

b) By-Law 3.01 – Affiliate Supporters

At the same meeting, the Board also passed an amendment to By-Law 3.01, dealing with affiliate supporters. This change would allow students of programs such as the International Optometric Bridging Program, to become affiliate supporters of the OAO while they are studying.

Motion D: It was moved by Dr. Majewski and seconded by Dr. Mastronardi to ratify the amendment to By-Law 3.01 by the Board of Directors at a meeting duly called and properly constituted in February, 2019 such that the By-Law concerning the definition of Affiliate Supporter be confirmed to include optometric students studying in the bridging program. Amended By-Law reads:

"Full-time students of a doctor of optometry program or other program in any accredited school of optometry that leads directly to licensure as an Optometrist in Ontario."

CARRIED

Approval of Advertising Levy

At the OAO Board meeting on February 24, 2019, the Board passed a motion concerning the advertising levy/assessment, changing the internal name of the levy to the "Paid Media Campaign Assessment OAO Year 2020", to better describe its purpose. The Board further recommended that the levy payable by Members be set at $1000 for the 2019-2020 fiscal year.

The levy remains a restricted fund and expenses from this assessment must be related to a paid media campaign for which a detailed budget and plan has been shared with, and approved by the Board of Directors.

Motion E: It was moved by Dr. Mandadakis and seconded by Dr. Chawla that the annual advertising levy payable by the members be set at $1000 for the 2019-2020 fiscal year, as recommended by the Board of Directors. **CARRIED**

There was a request from the floor that going forward, the numerical results of votes on motions be displayed in addition to the overall result of the vote on the motion.

Election of Directors

President turned the meeting over to OAOs CEO and Corporate Secretary, who assumed the role of Chief Returning Officer to preside over the election of Directors.

Chief Returning Officer noted that there were five candidates running for the Office of Director, vying for four spots on the Board. An overview of the voting process was provided and the voting technology tested by members in-person and those attending electronically.

At the close of voting, results were announced, and the new Directors introduced:

Dr. Shaina Nensi
Dr. Brian Paul
Dr. Josephine Pepe
Dr. Sheldon Salaba

Adjournment

Meeting adjourned by President at 11:42am at the close of scheduled business.