ONTARIO ASSOCIATION OF OPTOMETRISTS

2020 ANNUAL GENERAL MEETING

April 5, 2020 at 10:50AM

Videoconference

Invited guests: Dr. Michael Nelson, President of the Canadian Association of Optometrists (CAO), Karima Kanani, Legal Counsel at Miller Thomson, François Couillard, Chief Executive Officer of the Canadian Association of Optometrists and Maureen Boon, Registrar, College of Optometrists of Ontario.

Call to Order and President's Opening Remarks

The meeting was called to order at 10:53am 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. Brian Paul (Dundas)
- Dr. Radhika Chawla (Richmond Hill)
- Dr. Ken Mandadakis (Toronto)
- Dr. Agata Majewski (Toronto)
- Dr. John Mastronardi (Windsor)
- Dr. Shaina Nensi (Toronto)
- Dr. Josephine Pepe (London)
- Dr. Nish Rajani (Toronto)
- Dr. Sheldon Salaba (Hamilton)

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 13, 2020. 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 was present to serve as Assistant Returning Officer.

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

Remarks by CAO President

Dr. Michael Nelson shared priorities in light of Covid-19 that include ensuring members have the most credible information on developing issues and concerns.

Dr. Nelson provided information on 3 key areas, namely: Advocacy, the Canadian Emergency Response Benefit (CERB) and what he referred to as "a silver lining."

In term of advocacy, the CAO is working with HEAL, an organization for heath action with a coalition of 41 national health care associations working to advocate for the health of all Canadians. CAO's CEO, Francois Couillard, is the Co-Chair of HEAL and meets weekly with Minister of Health staff to advocate for optometry with government. The CAO looks forward to leveraging this relationship in support of its members across the country.

Dr. Nelson detailed how the CAO is navigating the Canadian Emergency Response Benefit. The CAO engaged a firm to look at the economic packages offered, and used the information gathered to develop a letter to send to the Prime Minister, Minister of Finance and the Covid-19 Cabinet Committee. The letter asked for information specifically related to an unintentional gap in optometry. The CAO's goal is to work collaboratively with government, understanding that the ultimate goal is to leave no one behind. Dr. Nelson highlighted the amazing collaboration with provincial associations, singling out Dr. Joshua Smith, CEO Justin Brown and the entire OAO staff for their incredible work in supporting the CAO's efforts over the past year.

In terms of a 'silver lining', Dr. Nelson expressed his appreciation for how the optometric community has rallied together to support one another during this very stressful time. He is pleased with how the community has focused its efforts on managing urgent care patients to keep them out of emergency rooms. Dr. Nelson closed by thanking all members for their ongoing efforts and commitment. –

Approval of Minutes

The President noted that the draft minutes from the 2019 Annual General Meeting were circulated to members in advance of the meeting and can be accessed on the OAO member website.

Motion A: It was moved by Dr. Ken Mandadakis and seconded by Dr. Shaina Nensi to accept the minutes of the 2019 AGM.

CARRIED

Report from the Treasurer

OAO Treasurer Dr. Brian Paul provided an overview of the organization's revenue and expenses for 2019 and reported on the forecast for the coming year.

Total revenue for 2019 was $3.85M which was the same as last year. Expenses came in at $3.64M, slightly below the previous year. Overall, the organization had a net surplus of $209,460. Staff continue to streamline processes and programs and identify potential efficiencies and cost savings.

Membership revenue increased in 2019 by 1.2% over 2018. 49 new members joined the organization, bringing the total membership to 1708. Non-dues revenue came from areas such as classified advertisement, the TPA App licensed to other provinces and insurance marketing, among others. Investment revenue increased by $31,000 over 2018. Other non-dues revenue came from sponsorship at $112,000 and Symposium and Infomart at $449,630. Net income from Symposium and Infomart was $119,000, slightly lower than the previous year. Additional non-dues revenue came from other continuing education events. Restricted revenue was collected from members for public communication and marketing through the advertising levy.

Total 2019 fiscal expenses came to 3.64M, down from 2018 by $84,000. Standing operating costs were $21,000 higher than the previous year. Human Resources decreased in 2019 by approximately $25,000 or 2.3%. OAO's successful 2019 Symposium and Infomart initiatives saw a decrease in expenditures of approximately $10,000 or 2.4 % over 2018. In support of strategic goals, OAO continues to invest over $160,000 in priority areas such as remuneration, member services and continuing education. Advertising levy expenses decreased by $71,000 over the previous year.

Revenue for 2020 is forecasted at approximately $3.95M which includes the advertising levy. Total operating expenditures are forecasted at $3.95M. On the revenue side, higher membership numbers in new and returning members are expected.

Membership revenue could be impacted by Covid-19 and additional costs may be incurred. All projections were done pre-Covid-19, so adjustments will most likely need to be made. While a modest return on investments is expected, the effects of Covid-19 on OAO's portfolio continue to be closely monitored.

The floor was opened to questions. Doug DeRabbie, Director of Government and Public Affairs, OAO, read questions from members, providing names where available.

Member questions were as follows:

Dr. Darcy Winch asked if the OAO operates as a non-profit or profit-based organization. Dr. David Bookman asked if there any immediate changes to OAO's spending on the media campaign due to the fact optometrists cannot examine routine patients. Dr. Gary Nelles asked about the types of expenses in Human Resources. Dr. Lucia Kim asked for a breakdown of staff salaries and how the OAO is managing staff during Covid-19—are there layoffs or workshare. Dr. Connie Tang asked how the OAO is adjusting expenses during the Covid-19 period. Dr. Teddy Chung asked if the OAO can divert resources from public relations and put them towards lobbying/people actions. Dr. Virginia Donati asked for the approximate percentage of members vs. total number of optometrists. Dr. Rana Taji asked if the OAO can direct advertising/media campaigns to increase awareness about optometrists being available for emergencies. Dr. Peter Rozanec asked if the OAO is maximally leveraging technology e.g. remote conferencing, to minimize meeting costs e.g. Board meetings, virtual assistance. Dr. Rozanec also asked about the total annual fees paid by OAO members to the CAO. Dr. Hafiz Walji asked for an overview of the numbers and functions of consultants on staff.

Responses were as follows (any questions not answered will be followed up on by staff):

OAO operates as a not-for-profit. The OAO has deferred its advertising plans due to the situation with Covid-19 and is looking at when it will be best to go back into market. Human Resources expenses include 9 full-time staff, the President and consultants. Staff salaries cannot be shared, though the OAO can confirm staff are extremely busy with Covid-19, working flat out to support members during this crisis. Staff efforts are focused primarily on communications, advocacy and lobbying with the provincial government. In terms of members vs. total number optometrists, the Association is at about 70%. The Board meets in person for 4 annual meetings; outside of that, the Board typically meets by phone or video conference. In 2019, dues from OAO to CAO totaled $563,651, with $415 per member depending on the category they fall under. The OAO's primary consultant is Dr. Angela Yoon. Dr. Yoon connects with and answers member questions, helps with advocacy in terms of building models and numbers and creates and maintains apps. The rest of the team are staff who handle advocacy, members benefits/support, and communications and finance.

Report from the Auditor

The review of the Auditor's Report was provided by Dr. Paul, who noted that the report of the Auditor with comments on the audited Financial Statements for the year ending October 31, 2019, was contained in the AGM notification package and posted on OAO's website.

Member questions were as follows:

Dr. Brian Feldman asked whether the Board has considered increasing revenue by adopting a RAND formula as the OMA did in a special regulation. Dr. Jonathan Pollock asked if the OAO will be applying for the Covid-19-related wage subsidy.

Responses were as follows:

The RAND formula, which allows 100% compulsory membership in an organization, is something the Board has discussed. In exploring this, the OAO received legal advice that indicated the RAND formula is currently not an option for the Association. The OAO is working with its accounting firm to determine if the Association qualifies for the 75% wage subsidy related to Covid-19 and, if so, how it can take advantage of any such programs at this time.

Receipt of the Treasurer's Report and Financial Statements

Motion B: It was moved by Dr. Radhika Chawla and seconded by Dr. Josephine Pepe that the report from the Treasurer, including the financial statements, are hereby deemed received.

CARRIED

Appointment and Remuneration of Auditors

KPMG has served as OAO's auditors for several years. The Board approved a motion on March 1, 2020 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 C: It was moved by Dr. Sheldon Salaba and seconded by Dr. Agata Majewski that KPMG LLP are hereby appointed as Auditors of 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, the directors being hereby authorized to fix such remuneration.

Member questions were as follows:

Dr. Richard Sarri asked if the OAO has considered other auditors and if KPMG offers the lowest fee.

Responses were as follows:

OAO auditors are chosen through an RFP process that is done every 5 years or less. The RFP process allows the OAO to get the best value for the service they are receiving. The lowest fee is an important part of the selection process, as well as ensuring all bids meet the requirements of the Association.

CARRIED

Setting of the Advertising Assessment / Levy

The advertising levy was reduced this year with 2 reasons for that. First, the OAO signed on to the Canada-wide Think About Your Eyes Campaign, which leverages money from industry and professional

associations across the country to amplify the important message that Canadians need to see an optometrist. While the Campaign is currently on pause due to the Covid-19 outbreak, we anticipate this to begin sometime later in the year. With the OAO's focus on government relations and advocacy, the public advertising levy was reduced to allow for a commensurate increase in the base membership dues should that be required to achieve the Association's goal of OHIP reform during the coming year.

Whereas the Board of Directors of the Corporation has recommended the annual advertising assessment/levy payable by the members in the 2020-2021 fiscal year be set at $400.00.

Motion D: It was moved by Dr. Nish Rajani and seconded by Dr. John Mastronardi that the advertising assessment/levy payable by members shall be set at $400.00 for the 2020-2021 fiscal year.

Member questions were as follows:

Dr. Gary Nelles asked how the advertising levy is being spent. Drs. Tyler Brown and Kathleen Hill asked what the levy was for 2018-19. Dr. David Bookman asked if the OAO has ever taken a poll from members as to the public response in offices to our advertising methods. Dr. Kalpna Varshney asked, like Covid-19, should we have a different campaign leveraging more money to the CAO campaign.

Responses were as follows:

Typically, the levy has been spent on advertising campaigns that include print, online, radio and other media. This year, the OAO is participating in a nation-wide program that allows us to get more money leveraged in the province of Ontario with less coming from our members which supported reducing the advertising levy to 40% of the 2019 total. The levy for 2019 was $1000 because there was no national campaign the OAO was participating in. The OAO doesn't polled members on the public response in our offices to our advertising methods; rather, it uses metrics from our campaigns to inform decision-making. In addition, the Board receives regular reports on the OAO's advertising efforts in terms of response and efficacy. The messaging of the national campaign is much more around the importance of visiting your optometrist vs. leveraging more money to the CAO campaign. In terms of current needs, the Association has been looking at potentially more advertising related to the Covid-19 crisis.

Member comments were as follows:
Dr. Darcy Winch would encourage members to vote for the advertising levy as recommended—it keeps optometry in the public eye. Dr. Hafiz Walji suggested members may get used to the much lower rate and, in future, it may be difficult to go back to a higher rated when required. He recommends keeping the levy at or close to $700 to support even stronger advertising, marketing and public relations efforts.

CARRIED

Election of Directors

This portion of the meeting is chaired by the Chief Returning Officer, Justin Brown.

Whereas the following five (5) nominees have been duly nominated, in accordance with OAO By-Laws and Policies, to serve on the Board of Directors according to the following terms:

For a 3-year term: Dr. Byron Advent, Dr. Radhika Chawla, Dr. Agata Majewski and Dr. Nish Rajani; and for a for a 1-year term: Dr. Gary Nelles.

And, whereas the Corporations Act requires directors be elected by members;

Motion E: It was moved by Dr. Thomas Noel and seconded by Dr. Brian Paul that the nominees are hereby elected as directors of the OAO.

CARRIED

Dr. Smith congratulated the newly appointed directors.

Adjournment

Meeting adjourned by President at 12:14pm at the close of scheduled business.