ONTARIO ASSOCIATION OF OPTOMETRISTS

2018 Annual General Meeting
April 15, 2018
Sheraton Toronto Centre Hotel

Call to Order and President's Opening Remarks

OAO President, Dr. Joshua Smith, opened the meeting with a tribute to Dr. Betty Fretz, a stalwart of the profession, who recently passed away.

The meeting was called to order at 9:42am by the President and Chair, Dr. Joshua Smith. Welcome was extended to all OAO members, staff and invited guests. The President began the meeting by reviewing the structure and rules of the AGM. He emphasized the function of the AGM as a business meeting of the Association and noted that due notice was given to members to submit business to the agenda. Members are permitted to vote by proxy, in accordance with the law, and as such all motions being considered had to be submitted in advance to allow all members the opportunity to vote.

The current Board of Directors was introduced:

- Dr. Wes McCann, Vice-President (London)
- Dr. Paul Savioli, Treasurer, who was unable to attend and sent his regrets. (Thunder Bay)
- Dr. Naeem Abdulla (Toronto)
- Dr. Jeff Goodhew (Oakville)
- Dr. Jeffrey Guthrie (Bancroft)
- Dr. Ken Mandadakis (Toronto)
- Dr. John Mastronardi (Windsor)
- Dr. Thomas Noel (Ottawa)
- Dr. Raji Pabla (Orangeville)
- Dr. Brian Paul (Dundas)
- Dr. Nish Rajani (Toronto)

Invited guests: Dr. Michael Dennis, President of the Canadian Association of Optometrist, and Meg Spevak and Kristen Vandenberg, Legal Counsel at Miller Thomson. The President noted that Ms. Spevak would also be serving as the Assistant Returning Officer for the election of the Board of Directors, to take place later in the meeting.

Beth Witney, OAO CEO and Corporate Secretary, was identified as the Chief Returning Officer for the elections.

The President reviewed meeting and voting procedures, as well as tested voting mechanisms with all members attending the meeting in-person and online.

Confirmation of Quorum and Notice of Meeting

The President confirmed quorum and that the meeting was legally constituted at 9:45am

Point of Order was raised by Dr. Brian Feldman, asking if introduction of new business at the meeting would be permitted. President advised that no new business would be introduced from the floor. Noting that all members were duly notified well in advance of the meeting to submit motions and matters for discussion within the specified timeline prior to the meeting.

Approval of Minutes of the 2017 Annual General Meeting

Motion #1: It was moved by Dr. Ken Mandadakis and seconded by Dr. Raji Pabla to accept the minutes of the 2017 AGM. Carried

Report from Treasurer

The audited Financial Statements for the year ending October 31st, 2017 were provided in advance of the meeting to members on the OAO member website. In the absence of Dr. Paul Savioli, the report from the Treasurer was presented by Dr. Wes McCann, Vice-President.

Dr. McCann reported on the revenue and expenses for 2017 and provided an overview of the 2018 forecast.

Dr. Richard Knaziew (Windsor) made a statement about the Survival Fund and his wish that it could be used to get out of OHIP. He also asked about the CAO membership dues paid by OAO members. This question was addressed later in the meeting.

Dr. Martin McDowell (Stouffville) asked about changes to the accounts payable and accrued liabilities year on year. Ms. Witney responded that the changes to the accrued liabilities reflects the earlier payments on longer-term contracts, e.g. for Symposia in future years.

Report from Auditor

The review of the auditor's report was provided by the President.

The report of the Auditor with comments on the audited Financial Statements for the year ending October 31, 2017, was contained in the AGM notification package, and posted on OAO's website in advance of the meeting. No questions were asked by members on the Report from the Auditor.

Approval of the Bylaws of the OAO [General By-Law Number 2018-1]

The Board of Directors sought confirmation of By-Law No. 2018-1, which was passed by the Board at a meeting duly called and properly constituted on the 5th day of February, 2018.

Motion #2: It was moved by Dr. Jeff Goodhew and seconded by Dr. Thomas Noel for the adoption of the Board resolution to approve General By-Law 2018-1

Dr. Richard Knaziew (Windsor) asked about the lack of change in the proposed Bylaw to OAO's membership in the CAO in light of the motion at AGM 2017 directing the Board to review OAO's membership in CAO and the required CAO membership fees paid by OAO members. Dr. Smith responded by reviewing the timeline of the Board's review of the OAO's membership in CAO and the potential consequences of voluntary membership, including diversion of OAO funds to cover dues owed by OAO to CAO, and the resulting competition for members within Ontario between OAO and CAO. The

Board's unanimous decision to remain a corporate member of CAO was communicated to members on September 20, 2017. Members were also afforded the opportunity to comment or submit changes on the proposed By-Law during a 60-day consultation period in late 2017; no comments were received. The President confirmed that the Board complied with the direction of the membership from AGM 2017 and did its due diligence in consulting on this matter. Dr. Curtis Akerman stood to thank the Board for their work on this issue and for the consultation opportunities offered to members.

Carried

Appointment and Remuneration of Auditors

KPMG has served as the Association's auditor for the last four years. The Board approved a motion on March 14, 2018 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 #3: It was moved by Dr. Brian Paul and seconded by Dr. Jeffrey Guthrie to adopt the Board resolution to reappoint KPMG as the Association's auditor, with their fee for service to be authorized by the Board.

Point of Order raised by Dr. Brian Feldman regarding the opportunity for new business to be added to the agenda, and that members should have the opportunity to address issues directly with the Board. The Chair indicated that only items pertaining to the motion on the floor would be entertained at this time and that other issues would be considered after the main motion is resolved.

Carried

The Chair returned to the **Point of Order** previously raised. Dr. Smith reviewed the consultation phase prior to the AGM, including the call for agenda items and the circulation of a draft agenda. Dr. Feldman again asked about opportunities to discuss financial statements and specific funds. The Chair responded indicating that those items had already been discussed at the meeting and members had been given the opportunity to ask questions at that time.

Approval of Advertising Levy

On March 14, 2017, the Board approved a motion that the annual advertising assessment payable by member in 2018-2019 fiscal year be set at $1,000.

Motion #4: it was moved by Dr. John Mastronardi and seconded by Dr. Nish Rajani that the advertising assessment, payable by members, shall be set at $1,000 for the 2018-2019 fiscal year.

Dr. Feldman raised questions about the specific allocation of the advertising assessment and whether it could be used for advocacy and other initiatives, especially given the significant amount of the levy as well as the provincial election on the horizon. Dr. Smith responded that the advertising levy is a restricted fund and is separate from the operational budget. It was created for public-facing education and advertising and can only be used for those purposes.

Discussion took place around the creation of an advocacy fund, whether by lowering the amount of the advertising levy and allocating the difference to this new fund. Or, by creating an advertising fund that is completely separate from any existing funding. Dr. Smith noted that such an act would require an

entirely different motion, which would also need to be approved by the membership. Dr. Smith reiterated the procedure for bringing forward motions for approvals.

Dr. Dennis Ruskin (Toronto) questioned whether the motion on the floor could be amended. Dr. Smith responded that the motion could be amended only as far as the amount of the advertising levy, not whether the levy exists or its purpose.

Motion #5: Dr. Feldman, seconded by Dr. John Bruno, moved that the motion on the floor be amended to change the amount of the levy from $1000 to $100.

Dr. Jeffrey Guthrie pointed out that a levy of $100 per member nets out to approximately $150 000. Given the cost of advertising today, that amount will not buy much. He also pointed out that OAO currently has approximately $500 000 in unrestricted funds, which the Board can certainly consider allocating to advocacy.

Dr. Janelle King (Ottawa) added that public support is critical to making any kind of head-way with government. In that regard, the advertising levy should remain at $1000 so that the organization has adequate resources to educate the public on eye health and the role of optometrists.

Motion #5 Withdrawn by Mover and Seconder

Return to Motion #4

Carried

Election of Directors

The President turned the meeting over to the Corporate Secretary, Ms. Beth Witney, who assumed the role of the Chief Returning Officer and presided over the election of the Board of Directors.

Details on the election of directors, voting procedures and the 2018 slate of candidates were discussed, following which members were directed to cast their votes.

At the close of voting, results were announced, and the new slate of Directors for 2018-2019 introduced.

3 YEARS
Dr. Jeff Goodhew
Dr. John Mastronardi
Dr. Josh Smith
Dr. Thomas Noel

2 YEARS
Dr. Ken Mandadakis
Dr. Nish Rajani
Dr. Radhika Chawla
Dr. Agata Majewski

1 YEAR

Dr. Naeem Abdulla
Dr. Brian Paul
Dr. Josephine Pepe
Dr. Yan Ling Liang

Adjournment

The President declared the meeting adjourned at 12:58pm