ONTARIO ASSOCIATION OF OPTOMETRISTS

2022 ANNUAL GENERAL MEETING

April 3, 2022 at 10:45AM

Hybrid – In Person, Niagara Falls and Virtual

Invited Guests: Dr. Harry Bohnsack, President of the Canadian Association of Optometrists (CAO); François Couillard, Chief Executive Officer of the Canadian Association of Optometrists; Joe Jamieson, Registrar and CEO of the College of Optometrists of Ontario; Dr. Areef Nurani, President of the College of Optometrists of Ontario; Karima Kanani and Michele Szynkaruk, Legal Counsel at Miller Thomson LLP.

Call to Order and President's Opening Remarks

The meeting was called to order at 10:52am by the President and Chair, Dr. Sheldon Salaba. Welcome was extended to all attendees including OAO members, staff and invited guests.

The President introduced the current Board of Directors as follows:

- Dr. Josephine Pepe, Vice-President (London)
- Dr. Gary Nelles, Treasurer (Tillsonburg)
- Dr. Radhika Chawla (Richmond Hill)
- Dr. Brian Paul (Dundas)
- Dr. Byron Advent (Thunder Bay)
- Dr. Agata Majewski (Toronto)
- Dr. Dr. Shaina Nensi (Toronto)
- Dr. Nish Rajani (Toronto)
- Dr. Thomas Noel (Ottawa)
- Dr. Claudia Lee (Whitby)
- Dr. Tyler Brown (Ancaster)

Dr. Salaba introduced invited guests legal counsel Karima Kanani and Michele Szynkaruk of Miller Thomson LLP; Dr. Harry Bohnsack, President of the Canadian Association of Optometrists; Francois Couillard, CEO of the Canadian Association of Optometrists; Joe Jamieson, Registrar and CEO of the College of Optometrists of Ontario; Dr. Areef Nurani, President of the College of Optometrists of Ontario; and AGM photographers William Meijer and Riley Brown.

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 18, 2022. Two member proposals for motions

will be considered at the end of the agenda. Motions were submitted in advance and members had advanced knowledge of the motions.

Following the confirmation of Quorum, the President declared the meeting 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 LLP participated virtually, serving as Assistant Returning Officer, aided by Ms. Szynkaruk, who was present.

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

Remarks by CAO President

Dr. Harry Bohnsack introduced CAO's CEO, François Couillard, and acknowledged the difficult road OAO has taken over the past several months in righting decades of historical wrongs in terms of remuneration. Dr. Bohnsack outlined actions CAO has taken in aiding and supporting OAO's position, including writing Ontario's Minister of Health, the Hon. Christine Elliott to voice its support, organizing a cross-Canada meeting of CAO delegates and provincial association representatives to share information on optometric coverage in the provinces in order to aid in formulating Ontario's position, and reinforcing and adding to OAO members' Twitter activity. Dr. Bohnsack confirmed that optometrists across the country join OAO in wanting a positive resolution to the current impasse.

Dr. Bohnsack touched on several topics, from a national perspective, including:

Concerns about optometric entities competing directly with existing practitioners, indicating that CAO has voted to stop taking sponsorship dollars from any corporation or corporate entity that competes directly against the members; Insurance Modernization Initiative, including discussions with OAO and OTIP to explore implementation of the Plan in Ontario; work with the Canadian Ophthalmological Society to build joint guidelines for children's screen time, developing a glaucoma education video that clearly acknowledges the roles of the OD in the delivery glaucoma care, an initiative to measure access to vision care in Canada; Stakeholder work on issues: increased wait times, rising myopia rates, the importance of routine eye care, and the need for an overarching vision care strategy in Canada, as the Public Health Agency of Canada has nothing in place for vision issues; online CE program on myopia management, free to members, and published position statement on myopia that puts CAO at the forefront of the international community on this issue, with Canada the first country in the world to support the WCO position to make myopia control a standard of care; developing position paper on the use of tele-optometry in practice, working on a white paper examining the AI opportunities and challenges optometrists face as a profession; Encouraging colleagues to take UWO's upcoming School of Optometry and Vision Sciences Advanced Procedure Course on lasers, injectables and minor surgical procedures; Launching an on-demand program allowing optometric assistants to enroll in the full CCOA program at their own pace, with a CCOA full course program offer in French for September.

Members were invited to join CAO in St. John's, Newfoundland and Labrador for the 37th Canadian Association of Optometrists (CAO) Biennial Congress.

Approval of Minutes of the 2021 Annual General Meeting

The President noted that the draft minutes from the 2021 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 Dr. Byron Advent and seconded by Dr. Shaina Nensi that the minutes of the 2021 Annual General Meeting are hereby Approved.

The President called for questions or comments. None were raised.

CARRIED

The President called on Dr. Gary Nelles to provide the Treasurer's Report.

Report from the Treasurer

Dr. Gary Nelles, OAO Treasurer, provided an overview of revenue and expenses for 2020-2021.

Membership revenue increased by $981K due to an unprecedented membership increase of 117 over the previous year – from 1786 to 1903, and the portion of membership fees earmarked for OAO operations that changed from $1,400 to $2,000 per member. In turn, the portion of membership fees earmarked for the Paid Media Campaign Assessment dropped to $400 from $1,000 per member. Expenses came in at $3.5M, lower by $444K than the previous year, and investment revenues were up.

In terms of expenditures, OAO had a net gain of $471,639 in the 2020- 2021 fiscal year. OAO staff are continuously looking for potential efficiencies, streamlining processes and programs, and bringing management of programs in-house wherever possible. In terms of revenue, comparing 2020-2021 actuals to 2019-2020 actuals, the primary source of income for the OAO is from membership dues. OAO also derived income from classified advertisements, the TPA App being licensed to other provinces, and insurance marketing.

Compared to the previous year, OAO's investment income increased in 2020-2021, by $357K, a combination of restricted and unrestricted funds, and directly related to market factors.

Symposium revenue was down by $93K. Factors include an offer of complementary Continuing Education to all OAO members as part of last year's OAO dues, and the absence in 2021 of an InfoMart due to the pandemic. As for other non-dues revenue, sponsorship was up overall by $31K. OAO saw an overall increase in revenue with industry purchasing more traditional online sponsorships, as well as receiving some non-dues revenues from other Continuing Education, such as e-Learning. Finally, Restricted Revenue was collected from members for public communications and marketing. The Paid Media Campaign Assessment was down by $800K in 2021 over 2020 due to the reduction in member dues from $1,000 to $400.

Expenses related to the Paid Media Campaign Assessment decreased by $931K in 2021. This was due to the shift in the OAO's focus from marketing to advocacy. Standard Operating expenses decreased slightly from 2020 by $61K, and other Operating expenses decreased by $69K. As almost all meetings were held virtually in 2021, travel expenses and other overhead for meeting costs were reduced. Human Resources expenses increased by $60K in 2020-2021, as the Association invested in Communications capacity to support our highly successful Public Relations, Social Media and Advocacy campaign focused on OHIP Reform. Symposium expenses decreased by $46K as Continuing Education for the membership was provided virtually and resulted in significant savings over in-person events. The same can be said for other OAO education events. Strategic Goals expenses increased in 2021 by $600K as the OAO was in an unprecedented Job Action, Media and Government Relations campaign to advocate for long-overdue changes to OHIP.

In terms of the current fiscal year, we are predicting a total revenue of $4.29M, with operating expenditures forecasted at $3.68M. Overall, a surplus of Revenues over Expenses of $613,570 is projected.

The President called for questions or comments. None were raised.

Report from the Auditor

The review of the Auditor's Report was provided by Dr. Nelles, who noted that the report of the Auditor with comments on the audited Financial Statements for the year ending October 31, 2021, was contained in the AGM notification package, and posted on OAO's website.

Receipt of the Treasurer's Report and Financial Statements

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

The President called for comments and questions. None were raised.

CARRIED

Appointment and Remuneration of Auditors

The Board approved a motion on February 21, 2022 to reappoint KPMG for the coming year to again serve as the auditor of the OAO.

Motion C: It was moved by Dr. Shaina Nensi and seconded by Dr. Byron Advent 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.

The President called for questions or comments. None were raised.

CARRIED

Approval of Paid Media Campaign Assessment

Whereas the Board of Directors of the Corporation has approved the annual Paid Media Campaign Assessment payable by the Members in the 2022-2023 fiscal year be set at $400.00.

Motion D: It was moved by Dr. Tyler Brown and seconded by Dr. Nish Rajani that the Paid Media Campaign Assessment payable by Members shall be set at $400.00 for the 2022-2023 fiscal year.

The President called for questions or comments. None were raised.

CARRIED

The President called on CEO and Corporate Secretary, Justin Brown to oversee the Election of Directors.

Election of Directors

The CEO reported that eleven (11) candidates (Drs. Virginia Donati, Robert Dors, Annemarie Harrington, Shaina Nensi, Sundeep Padwal, Josephine Pepe, Jessica St. Pierre, Bridgette Valsamis, Pasquale Vecchio, Greg Wilson and Tracy Vo) were duly nominated to seek Election to the Board of Directors, where there are four (4) Director-positions to elect.

The CEO conducted an Election of Directors by the Members, in keeping with Ontario requirements and OAO By-Laws and Policies.

The following four (4) nominees were elected to serve on the Board of Directors, each for a three year term: Dr. Shaina Nensi, Dr. Josephine Pepe, Dr. Tracey Vo and Dr. Greg Wilson.

Dr. Salaba congratulated the newly appointed Directors.

Confirmation of Amendment to Section 5.03 of General By-Law

Dr. Salaba stated that the OAO is committed to achieving greater representation of the OAO membership on the BOD, advancing diversity, equity and inclusion by allowing new voices and perspectives at the Board level and maintaining the overall good governance of the Association with customary Board member turnover. In support of these principles, the BOD passed an amendment to the by-laws regarding the re-election of members to the Board, extending the time period that a former Director is not eligible for re-election to 2 years and 11 months from the time they ceased to be a Director. Subject to member confirmation today, this change would take effect as of May 1, 2022.

Whereas section 5.03 of OAO General By-law number 2019-1 was approved as amended by the Board of Directors at a meeting duly called and properly constituted on November 22, 2021 and the Board resolved at a meeting duly called and properly constituted on March 3, 2022 that the amendments to section 5.03 shall take effect May 1, 2022 following confirmation by the Members.

Motion E: It was moved by Dr. Agata Majewski and seconded by Dr. Brian Paul that Section 5.03 of OAO General By-law number 2019-1 be confirmed as amended to read "No person may be a Director for more than three (3) consecutive terms of office and afterwards is not eligible for re-election until a period of two (2) years and eleven (11) months has elapsed from the date such person ceases to be a Director."

The President called for discussion.

Drs. Darcy Winch, Josh Smith, David White, Sabrina Ahmed and Brian Paul each spoke to the Motion.

The President responded and the question was called.

CARRIED

Member Proposals

Member Proposal for Motion to Amend Section 4.04 of General By-Law

Motion F: It was moved by Dr. Ken Mandadakis and seconded by Dr. Sabrina Ahmed that section 4.04 of the By-Laws be amended as follows:

4.04 Vacancies

(a) Except as provided in the Act or the ONCA, as applicable, so long as a quorum of the Directors remains in office, a vacancy on the Board ~~may~~ will be filled by resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors ~~shall~~ will call a Special Meeting to fill a vacancy on the Board. The same shall apply if the Board is completely vacated, with a member to call the Special Meeting. This Special Meeting shall be held no later than 14 calendar days after the vacancies occur. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

Dr. Ken Mandadakis is requesting to make by-law changes to (1) require the Board to fill Director vacancies, and (2) to address circumstances where there are no Directors on the Board, to specify that in such instance the members will call a meeting of the members within 14 days. The Board of Directors is of the view that the change as proposed does not add to and in fact restrains member rights. Under the ONCA Directors may fill vacancies but may also leave the seats vacant until the next Members meeting to be filled by the members. It is unclear why the Association would want to mandate the Board to fill vacancies, this would prevent the Board from deferring to the members for election, which is not in the interests of the membership. In the event of the extraordinary circumstance that there are no Directors in office, the terms of ONCA would apply and the members may call a meeting. ONCA does not impose a time frame on the members for the calling of such a meeting, and in the Board's view, given the size of the membership, it would be in the interest of members to remain with the existing by-law terms which

retain rights for discretion and flexibility provided to the members under ONCA. For these reasons, the Board of Directors asks the membership to vote against the member-proposed motion.

The President called for discussion.

Dr. Josh Smith raised a question regarding the By-Laws and Policies of the Association, as well as the new Ontario Not for Profit Corporations Act (ONCA), for dealing with a situation where there was no quorum of the Board of Directors (BOD); could a Member call a Special Meeting of the BOD?

Dr. Salaba, OAO President, indicated the Board would take the question under advisement and, that if there is a gap, would make the necessary policy changes to address it.

The question was called.

DEFEATED

Member Proposal for Motion to Amend S. 20.03 of General By-Law

Motion G: It was moved by Dr. Josh Smith and seconded by Dr. Jeff Goodhew that Be it resolved that section 20.03 of the By-laws be amended as follows:

20.03 By-Laws and Effective Date

(a) Subject to ~~the Act~~, the ONCA and the Letters Patent or any Supplementary Letters Patent, as applicable, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. ~~Subject to section 20.03 (b), any~~ Any such By-Law, amendment or repeal shall be effective ~~from the date of the resolution of Directors until~~ once confirmed at the next meeting of Members ~~where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.~~

(b) If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members, it ~~remains~~ becomes effective in the form in which it was confirmed. The By-Law, amendment or repeal ~~ceases to~~ shall have no effect if it is not submitted to the Members at ~~the next~~ a meeting of Members in accordance with section 20.03(a) or if it is rejected by the Members at the meeting.

Dr. Joshua Smith is requesting to make a by-law change to alter the process for approval of by-law amendments, to provide that no by-law amendments can take effect until approved by the members. The OAO observes the standard by-law amendment process for not-for-profit corporations in Ontario and is compliant with governing legislation. Members have always had and continue to have a right of confirmation over all by-laws. At law, the by-laws take effect once approved by the Directors until such time as the by-law changes are confirmed or not by them. This has been the by-law approval process observed by the Association for many years, including when Dr. Joshua Smith served as President. Under Dr. Smith's leadership of the Board, by-law amendments were passed by the Board in accordance with the existing process that Dr. Smith now seeks to change. There does not appear to be any sound rationale to change the Association's by-law amendment process. The OAO members elect a Board of Directors to administer the governance of the Association in accordance with the law, the law enables the Board to take action on governance procedure in between meetings of the members but subject to the ultimate

approval of the members. It is the view of the Board of Directors that it is not in the best interest of the Association to change the by-law amendment process in a manner that departs from the legislation and past practice where there is no good reason demonstrated for such a significant change.

For these reasons, the Board of Directors asks the membership to vote against the member-proposed motion.

The President called for discussion.

Drs. Josh Smith, Jeffrey Goodhew, Anju Clement, Kristel Jeffries, and Ken Mandadakis each spoke to the Motion.

The question was called.

DEFEATED

Adjournment

Meeting adjourned by President at 12:57pm at the close of scheduled business.