Ontario Association of Optometrists

2024 ANNUAL MEETING

April 14, 2024 at 11:00 am

Hybrid – In Person, London, Ontario, and Virtual

Invited Guests: Dr. Martin Spiro, President, Canadian Association of Optometrists (CAO); Dr. Mahnia Madan, President, BC Doctors of Optometry (BCDO); Dr. Johnathan Lam, BCDO Board of Director; Dr. Andrea Lasby, President, Alberta Association of Optometrists; Dr. Mark Eltis, President, College of Optometrists of Ontario; Francois Couillard, CEO, Canadian Association of Optometrists; Joe Jamieson, Registrar, College of Optometrists of Ontario; Andrea Carthew, University of Waterloo School of Optometry and Vision Science; Ms. Michelle Szynkaruk, Miller Thompson LLP; Ms. Kim Terryberry, Simcoe Court Reporting

Bethany Carey, Acting Chief Executive Officer and Corporate Secretary of the Ontario Association of Optometrists (OAO) welcomed attendees to the 2024 Annual Meeting. She advised there were 305 members registered and present in-person, and 79 registered to participate online. Ms. Carey presented an overview of the day's agenda and reviewed the online and in-person voting procedures. Ms. Carey led the group through a test vote and introduced the President and Chair, Dr. Josephine Pepe.

Call to Order and President's Opening Remarks

The meeting was called to order at 11:00 am by the President and Chair, Dr. Josephine Pepe. The President welcomed all attendees, including OAO Members, staff and invited guests, and introduced the current Board of Directors:

- Dr. Shaina Nensi, Vice President (Toronto)
- Dr. Tyler Brown, Treasurer (Ancaster)
- Dr. Krista Bruni (Sault Ste. Marie)
- Dr. Krupa Chothani (Shelburne)
- Dr. Virginia Donati (Bolton)
- Dr. Claudia Lee (Whitby)
- Dr. Gary Nelles (Tillsonburg)
- Dr. Thomas Noel (Ottawa)
- Dr. Tracy Vo (Toronto)
- Dr. Pasquale Vecchio (London)
- Dr. Greg Wilson (Brantford)

The President advised that Board Director Dr. Gary Nelles (Tillsonburg) was unable to attend and introduced invited guests.

Confirmation of Quorum and Notice of Meeting

The President reviewed the policies and procedures to be observed during the Annual Meeting (AM). She noted that in accordance with the Association's By-laws, the Notice of the AM was sent to members on April 4, 2024. The By-laws require a quorum of three percent (3%) or 64 members in good standing to be present. With 384 members present, the President declared the meeting legally constituted. Presenters

were noted as follows: Dr. Pepe, President and Chair, Bethany Carey, Acting CEO and Corporate Secretary, and Dr. Tyler Brown, Treasurer.

Approval of Minutes of the 2023 Annual Meeting

The President indicated that draft minutes from the 2023 Annual Meeting have been posted on the OAO website and were included in the OAO package circulated to members on April 4, 2024, along with the meeting notice. The President moved on to Motion A.

BE IT RESOLVED THAT:
The minutes of the 2023 Annual Meeting are hereby approved.

Motion A: It was moved by Dr. Krista Bruni and seconded by Dr. Krupa Chothani that the minutes of the 2023 Annual Meeting are hereby approved.

The President asked if there were any errors or omissions in the minutes. There were none. The President asked if there were any questions or comments. None were raised. The President called the question.

CARRIED

Report from the Treasurer

The President welcomed the OAO Treasurer, Dr. Tyler Brown. Dr. Brown provided an overview of the revenue and expenses for the 2022/2023 fiscal year as well as a forecast for the coming year. Dr. Brown noted that, in 2023, the OAO recorded the highest number of members in the Association's history. He advised revenue had increased by approximately $500,000.00. Membership revenue increased by $144,000.00 due to the increase in membership. With the increased membership, the Paid Media Campaign also increased by $32,000.00. Dr. Brown reported that the investment income had increased substantially due to positive market forces. Dr. Brown compared current revenue to the previous year's figures.

Moving to the statement of expenditures, Dr. Brown noted that they increased by $916,000.00 over the previous year. Despite this increase, the association will realize a surplus of $866,000.00 in 2023. The Board and OAO staff continue to look for ways to streamline costs. Dr. Brown provided a breakdown of each expense category. He noted that standard operating expenses increased by $158,000.00 mainly due to the cost of purchasing a new database, and software to support the new technology. Some of these expenses will continue into 2024 as the Association moves forward from an older computer system and expands the capabilities of the database.

Other operating expenses increased by $102,000.00, with expenses consisting of Board travel and meeting costs including the implementation of quarterly 2-day in-person meetings. Human Resources expenses increased moderately by $6,000.00. Dr. Brown advised that the Continuing Education expenses had increased by $103,000.00.

For the 2024/25 fiscal year, Dr. Brown reported revenue is projected to be 4.9M, with expenses projected at 4.1M, providing a surplus of approximately $757,000.00. Investments are projected to have a modest increase. The Symposium revenue is projected to be lower due to subsidized registration for members. Sponsorship revenue is projected at $270,000.00 with approximately $140,000.00 pledged to partnerships, $7,000.00 pledged for InfoMart, $63,000.00 pledged for Symposium and $7,000.00 for other education.

Dr. Brown reviewed the forecasted expenditures for the coming year. Operating expenses are projected to increase modestly due to increased technology upgrades and general increased costs. Other operating costs are projected to increase slightly due to inflation.

Report from the Auditor

A review of the Auditor's Report was provided by Dr. Brown, who noted that the report of the Auditor, with comments on the audited Financial Statements for the year ending October 31, 2023, was contained in the AM notification package and posted on OAO's website.

The President called for Approval of Motion B.

Receipt of the Treasurer's Report and Financial Statements

BE IT RESOLVED THAT:
The Report from the Treasurer, including the Financial Statements, are hereby deemed received.

Motion B: It was moved by Dr. Virginia Donati and seconded by Dr. Claudia Lee that the Report from the Treasurer, including the Financial Statements, are hereby deemed received.

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

CARRIED

Appointment and Remuneration of Auditors

The President turned to the appointment of the Auditors. She advised that the Board approved a motion on February 26, 2024, to reappoint KPMG for the coming year to again serve as the auditor of the OAO. The President moved to Motion C.

BE IT RESOLVED 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.

Motion C: It was moved by Dr. Thomas Noel and seconded By Dr. Tracy Vo 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 advised that members have the choice to vote for approval or to abstain from voting, based on legal advice and in compliance with the Ontario Not-for-Profit Corporations Act. The President called for questions or comments. None were raised. The President called the question.

CARRIED

Approval of the Paid Media Campaign Assessment

The President advised that at the February 26, 2024, OAO Board of Directors meeting, a motion was passed recommending that the Paid Advertising Media Campaign Assessment remain at $400.00 for members for the 2024/25 fiscal year. On March 28, 2024, the Board of Directors reconvened to further discuss the financial position of the Association and its strategic goals. Exercising their financial due diligence, the Board rescinded their previous motion and increased the Paid Advertising Media Campaign

Assessment to $700.00 per Member. The President read Motion D.

Whereas the Board of Directors of the Corporation has approved the annual Paid Media Campaign Assessment payable by the members in the 2024/25 fiscal year be set at $700.00,

BE IT RESOLVED THAT:

The Paid Media Campaign Assessment payable by members shall be set at $700.00 for the 2024/25 fiscal year.

Motion D: It was moved by Dr. Pasquale Vecchio and seconded by Dr. Greg Wilson that the Paid Media Campaign Assessment payable by members shall be set at $700.00 for the 2024/25 fiscal year.

The President called for questions or comments. Dr. Tiffany Nazareth, Kingston, asked a question about what prompted the change and where the increased fees would be allocated. Dr. Pepe advised that prior to job action, the Board voted to reduce the fee so that the additional funds could be used towards advocacy. Those funds would now be moved back to advertising. The President called the question.

CARRIED

Approval of the OAO Dues

Whereas the Board of Directors of the Corporation has approved that the Ontario Association of Optometrists dues amount be reduced from $2,000.00 to $1,700.00 to offset the increase in Paid Media Campaign Assessment dues amount, to keep the total OAO Annual membership Dues at $2,815.00 for the 2024/25 membership year.

BE IT RESOLVED THAT:

The OAO dues payable by members shall be set at $1,700.00 for the 2024/25 fiscal year.

Motion E: It was moved by Dr. Shaina Nensi and seconded by Dr. Tyler Brown that the OAO dues payable by members shall be set at $1,700.00 for the 2024/25 fiscal year.

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

CARRIED

Confirmation of OAO By-Law No. 2023-2

The President advised that on June 8, 2023, Bill 91, Less Red Tape, Stronger Economy Act, 2023 received Royal Assent which included a series of amendments to ONCA which took effect as of October 1, 2023, and the Corporation By-Laws required further update to align with ONCA.

At a meeting of the Board of Directors duly called and properly constituted on November 20, 2023, the Board of Directors approved By-Law No. 2023-2 and resolved to submit By-Law No. 2023-2 to the members for confirmation in accordance with the provisions of the ONCA.

By-law No. 2023-2 (together with a comparison showing the changes from By-law No. 2023-1) has been made available to all members.

BE IT RESOLVED THAT:

The Corporation By-Law No. 2023-2 is confirmed by the members of the Corporation.

Motion F: It was moved by Dr. Pasquale Vecchio and seconded by Dr. Greg Wilson that the Corporation By-Law No. 2023-2 is confirmed by the members of the Corporation.

The President called for questions or comments. A member requested clarification of the By-Law. The President asked Michelle Szynkaruk, Miller Thompson LLP, to provide clarification. Ms. Szynkaruk advised that the ONCA was released in 2021 and that the Government then made changes to the document. The changes all relate to Board members participating in meetings electronically. The changes to electronic voting were minimal. There being no further questions, the President called the vote.

CARRIED

Member Proposal for a Motion

The President presented a Member Proposal from Dr. Richard Kniaziew, Windsor-Essex. For years, Quebec optometrists have paid only half of what other optometrists pay across Canada to be CAO members. The rationale has been that all materials and services were not available in both French and English. Today, all CAO services are available bilingually. The current CAO President is from Quebec, and the most recent CAO congress was hosted in Quebec. However, Quebec optometrists continue to pay approximately only 1/2 the dues to be CAO embers. This is not fair to all other optometrists across Canada, especially since we cannot speak with our dollars because CAO membership is mandatory as an OAO member.

BE IT RESOLVED THAT:
Whereas the CAO dues paid by Quebec optometrists remain at approximately 50% of what Ontario optometrists pay, AND WHEREAS all CAO programs and materials are currently available in both French and English, BE IT RESOLVED that if CAO dues are not equal for all CAO optometrists across Canada by November 1, 2025, the OAO shall withhold payment of CAO dues until such time as CAO dues are equal for all CAO optometrists across Canada.

Motion G : It was moved by Dr. Richard Kniaziew and seconded by Dr. Dino Mastronardi that if CAO dues are not equal for all CAO optometrists across Canada by November 1, 2025, the OAO shall withhold payment of CAO dues until such time as CAO dues are equal for all CAO optometrists across Canada.

The President noted that as the motion pertains to dues paid to the CAO, the OAO respectfully requested that the CAO representatives in attendance recuse themselves from the meeting.

The President asked Dr. Spiro and Mr. Couillard, as CAO representatives, to recuse themselves from this portion of the meeting.

Dr. Josh Smith, Ottawa, raised a point of order: Would it be possible for Dr. Spiro and Mr. Couillard to remain for a portion of the beginning to address any questions? Based upon legal advice, the President denied the request, but noted that questions can be directed to Dr. Spiro or Mr. Couillard any time outside of the AM.

Dr. Spiro and Mr. Couillard left the meeting.

Member questions were as follows:
Dr. Tiffany Nazareth, Kingston, asked why the motion is being pushed at the moment and how it affects

advocacy plans moving forward, such as scope expansion. The President advised that as CAO members, every province is a corporate member by law. This was confirmed by the Association's lawyer. The President noted scope expansion is a provincial effort, not federal, so that would be unaffected. The OAO would become a member not in good standing. The President could not speak to the timing of the motion as it was a member motion, and she asked Dr. Kniaziew to speak to it to answer the member's question.

Dr. Kniaziew indicated that he has been around the profession for 49 years, has been Past President of the Association, a CAO representative and a Past President of the College. About 25 or 30 years ago when he was President, there was an issue with CAO and there was a restructuring. At that time, it was determined that Quebec was not paying the same amount Ontario was paying. CAO decided Quebec would raise their dues gradually to be more at par with Ontario. It never happened.

Dr. Shirley Kovacs, St. Thomas, believes there was a time when the OAO was not paying 100% of their fees and some Western provinces paid more than 100%. She feels that this motion should come from another province. The President noted that currently there are corporate members and individual members. The corporate members (provinces) are required to pay the dues for the individual members they have. CAO sets the dues at $415.00 for every province except for Quebec, who pays $215.00. Quebec has the second largest number of individual members.

Dr. Kniaziew advised Dr. Kovacs that she had it backwards. Eastern provinces paid close to $1,000.00 because there were fewer of them and the rest of the provinces paid the same including Ontario. When it was reworked, the fees were the same throughout. Quebec was given a break as the CAO documents were not bilingual. Now they are.

Dr. Darcy Winch, Sarnia, noted that having a large voice will have an effect. If a small province asks Quebec to pay their part, it will have less of an impact than Ontario asking for equality.

Dr. Kirsten North, Ottawa, (online question) asked for clarification on the dollar amount of dues that Quebec members actually pay. Additionally, what is the contract between Quebec and CAO for increasing their fees yearly and when would it meet 100% of others? The President advised that the current dues for optometrists across Canada are $415.00, and for Quebec they are $215.00. The President indicated that she is unsure if the Quebec fees are increasing but was aware they have been at $215.00 for some time.

Dr. Smith stated that if there is a fee increase planned for Quebec, the motion is moot. He noted he had a discussion with the CAO representatives and has been advised there is an agreement about to be signed to move Quebec into 100% dues, but the timeline has not been made publicly available. He feels making efforts to rectify the discrepancy is relevant but did not feel it should be imposed by another province nor should it have a short timeline. He noted that if the OAO is a member in poor standing, they will cease to receive CAO communications, services or support, no longer have access to attend Congress, no longer have the right to attend or speak at CAO meetings, and the OAO will no longer have any ability to assert influence at the CAO. Dr. Smith asked if the OAO had attempted to resolve this issue through diplomatic channels and failed, or is there another reason?

The President asked Dr. Smith if he had been approached by the CAO to serve as a parliamentarian. He advised he had and does. The President advised the OAO had attempted to add the item to the agenda

at the last CAO Congress in Quebec. Prior to the meeting, OAO was advised that it would be inappropriate to add the item to the agenda because the Chair of the meeting was the President of the Quebec Association and because the Congress was in Quebec. The President advised the item was omitted from the last meeting agenda. It continues to be delayed. She noted the increase was proposed in 2018.

Dr. Shaina Nensi, OAO CAO representative, advised the matter has been discussed at the Council table and a vote was held which directed the CAO to engage in a discussion with Quebec. She advised this had been done, but that she did not have details of what timeline was agreed to for the increase.

Dr. Smith proposed an amendment to the motion, the change in date from 2025 to 2027. The President conferred with legal counsel. It was determined that the amended motion would be deferred to allow other members to raise any issues. The President advised that any proxies would not be counted on any amended motion, as the proxy holder can only vote on the motion submitted. Dr. Smith agreed to wait to the end.

Dr. Andrea Mierzynski, Toronto, noted with all due respect, we are talking about $200.00, not $2,000.00.

Dr. Keith Beauchamp, Ottawa, noted as a point of information, that when he first began 55 years ago, Quebec paid nothing to the CAO. Then not having publications in French became the issue. Dr. Beauchamp feels there is always an excuse as to why Quebec doesn't pay their dues. He added that instead of OAO withdrawing from the CAO, all provinces should encourage the CAO to remove Quebec until they pay their dues.

Dr. Trisha Beal, Brantford, provided the following comment online: We are discussing approximately $200 per member to make this equitable. This sum should not bring heartache. Quebec ODs should want to pay their full share.

Dr. Doug Fernick, Stoney Creek, stated that if this has gone on for 30 years and nothing has happened, waiting another two years would not make a difference. It is not a big amount but there is a principle involved, same as the OHIP negotiations, which he thanked the Board for successfully completing. He believes the motion should pass as presented.

Dr. Matt Iley, Guelph, inquired if other provinces had shown an interest in supporting this kind of movement to make it move across the country. He was concerned about the optics if Ontario is the only province forcing the hand. He agrees that everyone should pay the same amount. The President advised in preparation for the CCPP meeting in Quebec, the other provinces had all spoken about the inequality in dues. The other provinces felt it was too quick to give an ultimatum to Quebec. She added that the OAO board feels, just as in negotiations, that there does not have to be an ultimatum. The CAO has the ability to create the narrative to make it so that Ontario is not strongarming this. It was felt this is a reasonable motion and a reasonable amount of time.

Dr. Smith stated that there is a timeline being set so it is an ultimatum, and it is unreasonable to think this will not reach our colleagues in Quebec immediately. It also concerns him about the optics of a province saying they will leave if their demands aren't met.

The President noted that with the deadline at November 2025, there will be another AM for Ontario Optometrists to make a decision. She added that in 2016, OAO went from 1,600 members to 2,119 members in 2024. So, Ontario is paying a large portion of the CAO dues.

Dr. Martin McDowell, Stouffville, stated that the motion as presented would take OAO out of the CAO which he was not in favor of. He believes the CAO has been of benefit to optometrists over a long time. He did not feel it was useful to reduce their voice in the national association. He wondered if there was a way that Quebec could be forced into being a member not in good standing for not meeting the per member fees paid by other provinces. The President advised that the CAO council sets the dues, so they have the option to have Quebec not in good standing by making the dues equitable.

Dr. Robert Dors, Owen Sound, agreed with the President that there is another AM before this deadline, and that the decision could be reversed if there has been movement on this issue. He did not feel the discussion should go on as there are alternatives.

Dr. Morris Hazan, Hawkesbury, complimented the OAO leadership for the work that they have done to increase the membership in Ontario, as those who have joined have found it beneficial. In Quebec, it is a mandatory membership. The President confirmed that it is a mandatory membership in Quebec.

Dr. Radhika Chawla, Richmond Hill, pointed out that the motion provides a year and a half for this matter to be resolved.

Dr. David White, London, believes the motion is adversarial. He wondered if it was possible to table the motion for a year to give the CAO the ability to negotiate with Quebec.

Dr. Colin Chewter, Cambridge, agreed with Dr. White. He agreed to table the motion for a year and to negotiate with the other provincial partners to present a proposal to the CAO to reduce membership dues to match Quebec. The President reiterated the CAO council sets the dues. Dr. Chewter wondered if a united front would be better than Ontario being perceived as bullying Quebec.

Dr. Kristen Heeney, Toronto, asked if the CAO council sets the dues; and whether each provincial Council member has an equal vote, or do they represent the amount (%) of their constituents. The President understands that Ontario has more representation. The member asked that if there is a weighted vote, should the OAO representative's vote be enough to make this happen? The President stated that if the representative is the only one, it is not enough. The OAO's vote is not more than 50%. Quebec is the second largest province.

BE IT RESOLVED THAT:
The member-proposed motion as written to be tabled for one year until the next OAO AM.

Motion to Table: It was moved by Dr. David White and seconded by Dr. Josh Smith.

Dr. Michael Zona, Simcoe, asked if we can vote on the first motion, and if we don't like the first motion, it's turned down? The President confirmed that the motion will be tabled as written but can be amended at next year's AM. Additionally, the President confirmed that if tabling the motion gets defeated, we would then have the option to amend the motion. If that gets defeated, we would vote on the original motion.

Dr. Stan Woo, Waterloo, speaking as a member and not on behalf of the University of Waterloo School of Optometry and Vision Science, spoke in support of this motion to table. He agrees with being equitable and all paying their fair share, and that regarding Quebec, the context has been given. Regarding the

timeframe, although reasonable, he disagrees with the member earlier who said Ontario has a loud voice and needs to speak with that. Dr. Woo stated that, in this instance, Ontario has an opportunity to step back from that, and to speak softly but carry a big stick. By tabling the motion, OAO has already signaled very clearly to CAO and the Council representatives that there is a process already in place, and that the CAO Council table is the appropriate place to remedy this. He indicated that by presenting this strong signal and a strong sentiment from the membership to our CAO representative, there is now going to be an appetite to support Dr. Spiro as he works with Quebec to be able to get to that point. He noted that there is a frustration widely across Canada, and by being more diplomatic as opposed to a little bit more aggressive, OAO can get to the end result that the membership wants, which is a strong and unified federal association and a collaborative group of provincial associations. Dr. Woo restated that he speaks in favour of the tabled motion.

Dr. Thomas Noel, Ottawa, asked to vote against tabling the motion. He advised that the Board has had several discussions with the CAO, and that having a bit of pressure is the way CAO works. He noted that he has been on the CAO as a Director and added that having the Board behind the CAO representative really helps to move things forward. He added that he is from Montreal and doesn't want Quebec to leave, but that sometimes Ontario needs to push a little bit to have everyone on the same page.

Dr. John Mastronardi, Windsor, stated that he fully supports unity, but that he is also for standing up when things are not right. He stated that he is also against tabling this motion. He noted that he believes that this motion was extremely fair to give a year and a half for $200.00. He noted that on day one of OHIP negotiations, the mediator who didn't understand that Ontario's fees were much lower than Quebec's, said if you just want Quebec fees, we'll get those for you, and OAO said we'll take it. Dr. Mastronardi stated that he doesn't understand this discrepancy. He added that he doesn't understand why OAO has to bring this up, why CAO Council hasn't brought it up, and why CAO hasn't addressed this. He stated that it's common sense that all CAO members pay the same. He added that members are talking about unity, inclusion, and equality, and that members talk about these things all the time. He stated that he doesn't understand why this is ok.

The President called for any further discussion. There being none, the President called the question for the motion to table Motion G until the next OAO AM.

MOTION WAS DEFEATED

The President asked Dr. Smith if he still wished to amend the motion. Dr. Smith advised he did not. The President asked if there were any further questions on Motion G. There being none, The President called the question on Motion G, as presented.

CARRIED

The President asked that Dr. Spiro and Mr. Couillard be invited back into the meeting.
Dr. Spiro and Mr. Couillard re-joined the meeting.

The President turned the floor over to the CEO.

Election of Directors

Ms. Carey noted the Election of Directors was supported by Michelle Szynkaruk, Miller Thompson LLP, and the secure voting technology partner, DOTS, Data on the Spot. The CEO reported that there are six (6) candidates running for the office of Director with four (4) available seats on the Board. The candidate platforms were uploaded to the OAO website in advance of this meeting. In alphabetical order, the

candidates are: Dr. Tyler Brown, Dr. Claudia Lee, Dr. Gary Nelles, Dr. Linda Sharma, Dr. Bridget Valsamis and Dr. Todd Wilbee. Ms. Carey advised that members may vote for a maximum of four (4) Directors, fewer, or none.

The CEO conducted an Election of Directors by the members in keeping with Ontario requirements and OAO By-Laws and Policies. Instructions were provided and a test vote was conducted.

The following four (4) nominees were elected to serve on the OAO Board of Directors, each for a 3-year term: Drs. Tyler Brown, Linda Sharma, Bridget Valsamis and Todd Wilbee.

The President extended her warm congratulations to the newly elected Directors and a heartfelt thanks to all candidates for investing their efforts into this important task. The President advised the next OAO Symposium will be held at the Westin Harbour Castle, Toronto, March 27 to 30, 2025.

Adjournment

The meeting adjourned by President at 1:07 pm at the close of scheduled business.