Ontario Association of Optometrists

2025 ANNUAL MEETING

March 30, 2025 at 10:45 am

Hybrid – In Person, Toronto, Ontario, and Virtual

Invited Guests: Ms. Asia Browne (Legal Counsel, Miller Thomson LLP); non-voting student Members

Welcome

Mark Donnison, Chief Executive Officer (CEO), Ontario Association of Optometrists (OAO), welcomed attendees to the 2025 Annual Meeting (AM). It was reported that 128 Members were registered in person, and 37 Members were registered to participate electronically. The day's agenda was reviewed, as were online and in-person voting procedures. Mr. Donnison led the group through a test vote, and introduced the OAO President and Chair, Dr. Shaina Nensi.

1.0 Call to Order and President's Opening Remarks

The meeting was called to order at 10:55 am by the President. Attendees including OAO Members, staff and invited guests were welcomed. The President reviewed the meeting agenda and business items that Members would be called to vote on and introduced the current Board of Directors:

- Dr. Tyler Brown, Vice President (Ancaster)
- Dr. Virginia Donati, Treasurer (Bolton)
- Dr. Krista Bruni (Sault Ste. Marie)
- Dr. Krupa Chothani (Shelburne)
- Dr. Josephine Pepe, Past President (London)
- Dr. Linda Sharma (Niagara Falls)
- Dr. Bridget Valsamis (Hanover)
- Dr. Pasquale Vecchio (London)
- Dr. Tracy Vo (Toronto)
- Dr. Todd Wilbee (Essex)
- Dr. Greg Wilson (Brantford)

It was noted that board director Dr. Krista Bruni was unable to attend.

Invited guests were noted as follows: Asia Browne, Miller Thomson LLP, and non-voting student Members. Presenters were noted as follows: Dr. Nensi, President and Chair, Mark Donnison, CEO and Corporate Secretary, and Dr. Virginia Donati, Treasurer.

2.0 Confirmation of Quorum and Notice of Meeting

The President reviewed the policies and procedures to be observed during the AM. In accordance with the Association's By-laws, the Notice of the AM was sent to Members on March 20, 2025. The By-laws require a quorum of three percent (3%) of Members in good standing, that is, 65, to be present. With 128 Members present, the President declared the meeting legally constituted.

3.0 Approval of Minutes of the 2024 Annual Meeting

The President indicated that the draft minutes from the 2024 Annual Meeting are posted on the OAO website, and were included in the OAO package circulated to Members on March 20, 2025 along with the meeting notice. The President moved to Motion A.

BE IT RESOLVED THAT:
The minutes of the 2024 Annual General Meeting are hereby approved.

Motion A: It was moved by Dr. Tyler Brown and seconded by Dr. Krupa Chothani that the minutes of the 2024 Annual Meeting are hereby approved.
The President asked if there were any errors or omissions in the minutes. It was indicated there were none. The President called the vote.

CARRIED

4.0 Report from the Treasurer

The President welcomed OAO Treasurer, Dr. Virginia Donati. Dr. Donati provided an overview of the Association's financial activities for the 2023-2024 fiscal year.

Membership increased to 2,141, the highest in OAO history. Revenue for the year was $5.31M, up $380,000 from the previous year. Key drivers of the increase were investment income and educational events. Regarding expenditures, total expenses were $4.45M, an increase of $386,000 over the previous year. This was due, in part, to investments in human resources and the Paid Media Campaign. The remainder of the noted expenses do not exceed the threshold of materiality. Despite the increase in expenditures, a net gain of $859,040 was realized versus $865,886 in the 2022-2023 fiscal year. As in past years, the primary source of income for the OAO is from membership dues which increased by $92,000 in 2024. Strong gains were made in Investment income, from $137,000 to over $516,000. This is mostly attributable to market factors. Continuing Education (CE) activities such as e-Learning and a one-day CE event gained $113,000.

Significant investments were made in Human Resources with a $168,000 increase related to staffing. The Paid Media Campaign increased by $94,000 due to enhanced marketing and advertising efforts. Standard operating expenses were up by $84,000, primarily due to additional legal and office-related expenses, while other operating expenses decreased by $41,000.

Expenses incurred by last year's Symposium and Infomart increased by over $73,000 despite lower attendance and sponsorship numbers. This was attributed to deep CE subsidies which were offered last year as a member benefit, and to the lower cost of the London location. Additional revenue from educational events was due to an increased investment of $73,000, while a $68,000 increase in spending for strategic goals was due to changes in governance policies and other factors.

2024-2025 was a year of consolidation and transition, with new leadership and a series of major changes and intentional investment in strategic projects ahead. Predicted is a total revenue of $5.152M. Total operating expenditures are forecast at $6.054M, with a resulting deficit of almost $901,000, the first since 2020, that will be met by accumulated surpluses from past years.

Funds available under the Paid Media Campaign are expected to rise by $548,000, due to the change to the advertising levy approved at the last AM – from $400 to $700 per member. In order to keep payment on par with previous years, overall fees for membership dues were reduced from $2,000 to $1,700 per year. Due to this adjustment, operating revenue is expected to fall by $462,000.

Sponsorship and attendance revenue for this year's Symposium and InfoMart is projected at $551,574, up over $162,000 from last year. Investment income is expected to be lower this year reflecting potential fluctuations in the market.

Standard and other operating expenses are projected to decrease slightly by $68,000 and $26,000,

respectively, in 2024-2025. Human Resources are projected to increase by a modest $9,000 to support evolving operational priorities. Symposium and Infomart expenses are projected to increase at this year's event due to the OAO's continued registration subsidy and augmented social events.
Expenses related to strategic goals are projected to increase by $584,000. These expenses are tied to OHIP remuneration, scope expansion, stakeholder and student outreach, the Eye See Eye Learn Program, expanded Member services and governance efforts. Additional funding will support new initiatives, including a new three-year strategic plan and operating plan.

The Treasurer called for questions. Member questions were as follows:
Dr. Claudia Lee (Newmarket): Can you clarify whether the new Members noted are paying Members or non-paying Members, and the number of Members that are active ODs (Doctors of Optometry) in Ontario?
Dr. Donati: Because the Paid Media Campaign increased, the operational membership revenue went down; the number of Members increased, but the revenue per Member decreased.
Dr. Jason Simpson (Guelph): Regarding the advertising levy, the Paid Media Campaign increased from $0.5M to $1.2M, and, regarding strategic goals, $700,000 increased to $1.2M. Can you clarify?
Dr. Donati: We've increased our advertising expenditures, strategically spending funds earmarked for the advertising levy. Regarding our strategic goals, we've been working through the strategic plan and seeing goals come to fruition.
Dr. Lee: Can you confirm that we have an increase in paying Members, and also the number of Members that are active ODs in Ontario?
Dr. Donati: There is an overall increase in the number of paying and active ODs. Approximately 2,900 ODs are registered with the College. Twenty-four (24) Members are not actively practicing.
Dr. Kevin Tyber (Ajax): Is there a category of practitioners toward the end of their careers who can maintain their OAO status without having to pay their dues?
Dr. Donati: Yes. Information concerning that is on the OAO website.
Dr. Tyber: To qualify, I understand that the years in practice plus age need to add up to 125.
Dr. Donati: It starts at approximately 110, then in five-year increases.
Dr. Lee: Based on the 2024 financial statements, Symposium operated at a deficit of $168,000. Is the goal to return to a cost-neutral position, or was this an intentional decision made by the board to increase spending?
Dr. Donati: This was an intentional goal to subsidize the registration both last year and this year.

5.0 Report from the Auditor

Dr. Donati indicated that a review of the Auditor's Report with comments on the audited Financial Statements for the fiscal year ending October 31, 2024, was contained in the AM notification package and posted on OAO's website.

The Treasurer called for questions regarding the Auditor's Report or Consolidated Financial Statements. None were raised. The Treasurer turned the floor over to the President.

The President called for approval of Motion B.

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

Motion B: It was moved by Dr. Todd Wilbee and seconded by Dr. Josephine Pepe that the Report from

the Treasurer, including the Financial Statements, are hereby deemed received.
The President called for questions or points of discussion. None were raised. The President called the vote.

CARRIED

The President addressed Dr. Tyber and asked that if he is interested in bringing a motion forward, that he do so at the end of the business agenda.

6.0 Appointment and Remuneration of Auditors

The President turned to the appointment of the Auditors for the Association. Dr. Nensi advised that the board approved a motion on February 9, 2025, to reappoint KPMG LLP for the coming year to again serve as the auditor of the OAO, subject to approval by the Members. 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. Linda Sharma and seconded By Dr. Bridget Valsamis 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 points of discussion. None were raised. The President called the vote.

CARRIED

7.0 Approval of the Paid Media Campaign Assessment

The President advised that at the February 9, 2025, OAO Board of Directors meeting, a motion was passed to set the Paid Advertising Media Campaign Assessment at $700.00 for Members for the 2025-2026 fiscal year.

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 2025-2026 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 2025-2026 fiscal year.

Motion D: It was moved by Dr. Pasquale Vecchio and seconded by Dr. Tracy Vo that the Paid Media Campaign Assessment payable by Members shall be set at $700.00 for the 2025-2026 fiscal year.

The President called for questions or points of discussion. None were raised. The President called the vote.

CARRIED

8.0 Confirmation of OAO By-Law No. 2025-1

The President advised that the Board of Directors engages in ongoing review and refinement of the Corporation's By-Laws and Governance Policies. Under Section 5.03 of the OAO By-Laws, a majority of directors may not be elected from the same Electoral Ward. The Electoral Ward of an optometrist has historically been based on their primary home address, which may not align with their practice location.

The Board of Directors has approved amendments to Section 5.03 of the OAO By-Laws to provide that electoral Wards shall be determined by an optometrist's practice location and to clarify that the rules apply when the number of nominees is greater than the number of vacancies. Details have been provided on OAO's website and in the package of materials provided for this Annual Meeting.

WHEREAS at a meeting of the Board of Directors duly called and properly constituted on February 10, 2025, the Board of Directors approved OAO By-Law 2025-1, amending Section 5.03 regarding Director elections and Electoral Wards, to be effective May 1, 2025. The board resolved to submit By-Law 2025-1 to the Members for confirmation;
AND WHEREAS By-Law 2025-1 has been made available to all Members.
BE IT RESOLVED THAT:
OAO By-Law 2025-1 is confirmed by the Members of the Corporation.

Motion E: It was moved by Dr. Todd Wilbee and seconded by Dr. Greg Wilson that the OAO By-Law 2025-1 is confirmed by the Members of the Corporation.
The President called for questions or points of discussion. None were raised. The President called the vote.

CARRIED

9.0 Approval of Compensation to Directors for Attendance at Meetings Less Than Two (2) Hours

Dr. Nensi advised that directors receive compensation for attendance at meetings based on the duration and location of the meeting and the rates prescribed under Policy 1G. Presently, a half-day meeting is defined in Policy 1G as one that lasts between two and four hours. This means that directors do not receive compensation for in-person meetings lasting less than two (2) hours. This is unfair to directors who will have adjusted their practice commitments and travelled to attend meetings. The Board of Directors proposes an amendment to the current compensation structure to include payment for directors attending meetings lasting less than two hours at the same rate for half-day meetings. The proposed revision to policy 1G has been provided on OAO's website and in the package of materials provided for this Annual Meeting.

WHEREAS the Board of Directors desires to amend Policy 1G to include compensation for Directors for attendance at meetings less than two (2) hours, to be effective May 1, 2025;
AND WHEREAS Policy 1G provides that where a change in compensation is an increase larger than the cost-of-living increase, determined by using the Annual Average Consumer Price Index reported by Statistics Canada, then such increase to compensation of Directors and Officers shall be submitted to the Members for approval by Ordinary Resolution.
BE IT RESOLVED THAT:
Effective May 1, 2025, compensation of Directors for attendance at half-day meetings is hereby approved to include compensation for attendance at meetings less than two (2) hours.

Motion F: It was moved by Dr. Tyler Brown and seconded by Dr. Krupa Chothani that effective May 1, 2025, compensation of Directors for attendance at half-day meetings is hereby approved to include compensation for attendance at meetings less than two (2) hours.

The President called for questions or points of discussion. Member questions were as follows:
Lisa Krasko-Turcotte (Dryden): What is the current compensation for half-day attendance?
Dr. Nensi: It's $460.28 for a half-day in-person meeting.
Dr. Jason Simpson (Guelph): Is it less than two hours, and is a two-hour and four-hour meeting

compensated at the same rate?
Dr. Nensi: The motion is proposing zero to two hours, and there is currently no compensation for a meeting of this duration.
Dr. Simpson: What is the projected impact on the budget?
Dr. Nensi: None.
Dr. Ken Mandadakis (Toronto): Can you provide an example of a circumstance where the board would do a half-hour or hour meeting in person as opposed to virtually?
Dr. Nensi: Regarding our two-day board meetings, for example, what is scheduled to be a three-hour meeting on the second day might take 90 minutes to complete due to efficiencies.

No further questions or points of discussion were raised. The President called the vote.

CARRIED

10.0 Rescission of the Previous Member Motion Re. CAO Dues

The President advised that the next item was raised at last year's meeting. At the Corporation's Annual Meeting held on April 14, 2024, OAO Members 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 optometrists across Canada";

AND WHEREAS positive discussions have taken place with the CAO and the Association of Optometrists of Québec on movement toward equalizing base fees. To support continued progress among the parties, the Board of Directors recommends the rescission of the April 14, 2024 Member resolution regarding CAO dues.
BE IT RESOLVED THAT:
The OAO Member resolution passed on April 14, 2024 in respect to the withholding of CAO dues is hereby rescinded.

Motion G: It was moved by Dr. Virginia Donati and seconded by Dr. Josephine Pepe that the OAO Member resolution passed on April 14, 2024 in respect to the withholding of CAO dues is hereby rescinded.

The President called for questions or points of discussion. Member questions and discussion points were as follows:
Dr. Rick Kniaziew (Leamington): What's the timeline for parity, and if there isn't a timeline, perhaps we should modify the motion and reduce our fees to the level that Québec pays as incentive for the CEO to move this forward.
Dr. Nensi: The dues are set between the CAO and the provinces. In discussion with both CAO and AOQ, the movement toward equalization has already started with two incremental increases applied. I have also received a written commitment from CAO that they are looking to expedite that process. There is an agreement among all parties to get to 100%, and that has already started. You are welcome to put a new motion forward from the floor. The original movers and seconders would have to make any amendments to the current motion for consideration.
Dr. Jeff Goodhew (Oakville): Is it an option to move it from November 2025 to November 2026?
Dr. Nensi: If there is an amendment to the current motion put forward, it would need to be amended by the movers and seconders. You are welcome to put a new motion forward from the floor.
Dr. Goodhew: It might be easier to amend the existing motion, extend it, so that we can review it again next year.
Dr. Nensi: It's unlikely that a board member will amend the current motion on the floor since the board's

position is for the 2024 motion to be rescinded. If you were looking to change the timeline you would need to put a new motion forward.

Dr. Goodhew: Do you want the new motion first?

Dr. Nensi: This current motion would need to be voted on, then we could entertain a new motion after that.

Dr. Kniaziew: I believe in our President. I just want to make sure that the dues are equal.

Dr. Nensi: While I appreciate Dr. Kniaziew's vote of confidence, by this motion being rescinded, there is still a strong understanding and message sent from Members to our leadership on what the desired outcome is for CAO for dues across the country.

Dr. Goodhew: I have 100% faith in the President and the board and support Dr. Kniaziew's viewpoint.

Dr. Janelle King (Ottawa): To confirm, the fees will be withheld until there is a resolution, and all back fees will be payable?

Dr. Nensi: If the motion passed last year is not rescinded, the fees would be withheld, so they would still be collected from Members, but not paid to CAO. We can investigate further if this motion is not rescinded.

No further questions or discussion points were raised. The President called the vote.

CARRIED

On the question previously raised by Dr. Kevin Tyber, the President put forward the following:

ACTION ITEM: The board and Governance Committee to consider the staged exit of practice dues, and reconsider the number of years Members need to be in practice, and their age.

The President turned the floor over to the OAO's CEO and Corporate Secretary, Mark Donnison.

11.0 Election of Directors

Mr. Donnison noted the Election of Directors was supported by Asia Browne, Miller Thomson LLP, and the secure voting technology partner, DOTS, Data on the Spot. The CEO reported that there are five (5) 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: Drs. Zara Akhter, Krista Heeney, Shaina Nensi, Katie Ryan, and Kulvir Singh. Mr. Donnison 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 three-year term: Drs. Krista Heeney, Shaina Nensi, Katie Ryan, and Kulvir Singh.

The CEO and the President extended their congratulations to the newly elected directors and thanked the candidates for investing their efforts into this important task. The President advised that next year's OAO Symposium and InfoMart will be held at the Rogers Centre, Ottawa, March 27 to 29, 2026. The President indicated that all business on the agenda was concluded, and that the Annual Meeting was adjourned.

Adjournment

The meeting was adjourned by the President at 12:00 pm at the close of scheduled business.