ONTARIO ASSOCIATION OF OPTOMETRISTS

Board of Directors (BOD) Meeting
Meeting Minutes
August 17-18, 2025
Sheraton Centre Toronto Hotel
123 Queen Street West, Toronto

SUNDAY, August 17, 2025

Attendance

Directors: Drs. Shaina Nensi (President), Virginia Donati (Vice-President), Pasquale Vecchio (Treasurer), Tyler Brown, Krista Bruni, Krupa Chothani, Kristin Heeney, Katie Ryan, Linda Sharma, Kulvir Singh, Bridget Valsamis, Todd Wilbee

OAO Staff: Mark Donnison (CEO), Celecia Partap (Director, Marketing and Communications), Kanan Shah-virtual (Senior Finance Manager), Cheryl Neave (Education Program Manager), Liberté Reilly-virtual (Membership Manager), Dagmar Hindrichs (Recording Secretary), Bill Vardy (Technical Support)

Guests: Monica Lockie (Sheffe Consulting)

1.0 Call to Order / Approval of Agenda

The meeting was called to order at 9:01 am by the President.

The Chair welcomed the board and noted opportunities and progress related to OAO's strategic goals and deliverables.

Motion #1: It was moved by Dr. Bridget Valsamis and seconded by Dr. Kulvir Singh to approve the agenda.

CARRIED

2.0 Approval of Meeting Minutes

2.1 Review and approval of May 26-27, 2025 regular and in-camera Board of Directors (BOD) meeting minutes

The board reviewed the May 26-27, 2025 Board of Directors regular meeting minutes.

Motion #2: It was moved by Dr. Todd Wilbee and seconded by Dr. Kristin Heeney to approve the May 26-27, 2025 Board of Directors regular meeting minutes as amended.

CARRIED

Motion #3: It was moved by Dr. Pasquale Vecchio and seconded by Dr. Virginia Donati to move the meeting in camera.

CARRIED

Motion #5: It was moved by Dr. Katie Ryan and seconded by Dr. Todd Wilbee to approve the May 26-26, 2025 Board of Directors in-camera meeting minutes with amendments.

3.0 2026 - 2028 Strategic Plan Discussion

3.1 Review status of plan and gather further board input

Monica Lockie led a review of the progress of the draft OAO Strategic Plan. The board considered strategic priorities, achievements, major initiatives, and action plans. The board provided feedback on the plan and determined key performance indicators (KPIs) for success. The board considered the importance of articulating a vision and purpose for the organization, and assessing the current and future state of optometry in building a case for change. Reflections for success were considered including enhancing the member experience and public education. The board reviewed achievements outlined in the plan related to unity, advocacy, influence and insight and noted where the use of key performance indicators (KPIs) could be implemented to measure and support the success of the plan.

Monica Lockie left the meeting.

4.0 2025 – 2026 Annual Planning

Celecia Partap left the meeting.

4.1 Full year decisions:

4.1.1 Communications and Marketing (CMC) Report

The board reviewed the motion carried at the November 2024 Board of Directors meeting allowing the Association to continue its in-house marketing and communication operations for the full 2025 year using the 2025 budget. Background was provided regarding the motion as a pilot project, and the evolution of the marketing and communications function related to both its enhanced staffing and success. In-house operations have ensured alignment with organizational priorities, enhanced responsiveness, and allowed staff to build expertise over time while maintaining board oversight. It was noted that last year, the CMC Terms of Reference were updated to allow OAO's full-time staff to manage operations, with CMC volunteers providing oversight where OD input is required. Given the demonstrated value and efficiency of the in-house model, the board was asked to consider formalizing communications and marketing as an ongoing committee of the OAO, rather than relying on external consultants and annual approval. Discussion included general consensus that the pilot was a success, that spending is what has been allotted, and that a permanent in-house model would be an appropriate path forward.

Motion #6: It was moved by Dr. Tyler Brown and seconded by Dr. Todd Wilbee that the Association bring its communications and marketing operations in-house on an ongoing basis. These functions are to be carried out by the Association's communications and marketing staff, with oversight provided by the board and Communications and Marketing Committee, and for activities and expenditures to be managed within the Association's approved annual budgets.

CARRIED

Celecia Partap joined the meeting.

a) Approval of Report and accessing reserved funds

Dr. Todd Wilbee, CMC Chair, provided the CMC Report. Discussion included the history of the advertising levy and appropriate use of the funds, i.e. where the board chooses to use the dollars. The board reviewed the content creator engagement proposal that provides remuneration for member ODs who provide video content for use in the OAO's marketing initiatives.

The 2025-2026 marketing plan was discussed, including optimizing investment to support members by increasing public awareness and driving patients to optometry offices. The board discussed budget allocation and use of reserves from the previously unused marketing levy monies, and how the reserve fund can/will get used. The board considered accessing approximately 50% of the funds and keeping the balance in reserve.

Motion #7: It was moved by Dr. Kulvir Singh and seconded by Dr. Bridget Valsamis to authorize accessing $500k of surplus marketing levy funds for 2025-2026.

CARRIED

Liberté Reilly joined the meeting.

4.1.2 Member renewal

Liberté Reilly provided a report on the membership dues proposal. In response to member feedback at the Annual Meeting (AM), the board considered the option to offer a new Active 110 level (age plus years of practice) at 75% of OAO membership dues. This would enable more members to start enjoying discounted membership prices in recognition of their years in service. Discussion included decreasing the part-time rate from 75% to 50%, part-time meaning 900 hours or less per year.

1-ACTION: Staff to bring forward suggestions related to rewarding age and years of membership vs age and years of practice. Consider people moving into the province. Simplify tiered membership, explore alternative ways to stratify our membership.

a) Membership Dues Proposal

Motion #8: It was moved by Dr. Tyler Brown and seconded by Dr. Kulvir Singh to introduce a new Active 110 membership level.

CARRIED

Motion #9: It was moved by Dr. Todd Wilbee and seconded by Dr. Bridget Valsamis to decrease the part-time rate from 75% to 50%.

DEFEATED

Motion #10: It was moved by Dr. Kulvir Singh and seconded by Dr. Kristin Heeney to approve the Communications and Marketing Report.

CARRIED

Liberté Reilly left the meeting.

The Chair reminded the board of careful use of language when commenting on board work to ensure that what is noted is what was intended.

Cheryl Neave joined the meeting.

4.2 Q2 2025 - 2026 Decisions:

4.2.1 Continuing Education Working Group (CEWG) Report

a) Approval of Report and Symposium plan

Dr. Krupa Chothani, CEWG Chair, provided the CEWG Report.

Cheryl Neave presented the 2026 Symposium and InfoMart budget including an overview of cost increases and causes. The board considered measures to offset higher costs including a modest change in fees/rates.

Motion #11: It was moved by Dr. Virgina Donati and seconded by Dr. Tyler Brown to approve the early-bird registration fee, the regular rate, the one-day rate, and two-day rate at a fee that is 10% higher than last year, and the non-member rate and OA rates as presented.

CARRIED

Discussion ensued concerning geographic locations for Symposium and related costs.

Motion #12: It was moved by Dr. Pasquale Vecchio and seconded by Dr. Katie Ryan to approve 2027, 2028, 2029 cities and locations.

CARRIED

1-DECISION: Staff will proceed with exploring location options for 2030 and 2031 and report back to the board at the November BOD meeting.

2-ACTION: Staff to explore a three-year signing bonus and report back to Executive, with approval by Executive authority to commit to the years 2030 and 2031.

3-ACTION: Staff to explore variable vs fixed costs on events and report back to the board at the November BOD meeting.

Motion #13: It was moved by Dr. Virginia Donati and seconded by Dr. Bridget Valsamis to approve the CE Working Group Report.

CARRIED

Cheryl Neave left the meeting.

4.3 Budget Review

4.3.1 Honorariums for Chairs of Committees (follow-up action from November 2024 BOD meeting)

The board considered the suggestion of compensation for Chairs for work done between committee meetings, and compensation of members for committee prep work. The general consensus was that Chairs and members should not be provided with additional compensation. It was recommended that the Governance Committee (GC) consider feedback from the board and recommend clear guidelines on how to apply prep time for committee work.

4-ACTION: GC Chair to bring feedback from the board back to the Committee. GC to bring forward recommendations to the board at the November BOD meeting on how to apply prep time for committee work.

Kanan Shah joined the meeting.

4.3.2 Finance & Audit Committee (F&AC) Report

a) Draft Budget Proposal 2025-2026

Mark Donnison reviewed the draft budget proposal and sought agreement on the approach and key messaging. Considered were key assumptions, top line budget numbers, revenue, expenses, reserve/unrestricted funds, and a path forward beyond 2025-2026.

Motion #14: It was moved by Dr. Todd Wilbee and seconded by Dr. Kulvir SIngh to endorse the direction of the 2025 - 2026 draft budget, to be presented to the board in November 2025 for final approval.

CARRIED

Motion #15: It was moved by Dr. Virginia Donati and seconded by Dr. Katie Ryan to approve the Finance and Audit Committee Report.

CARRIED

Kanan Shah left the meeting.

Mark Donnison, Celecia Partap, Dagmar Hindrichs and Bill Vardy left the meeting.

Motion #16: It was moved by Dr. Tyler Brown and seconded by Dr. Todd Wilbee to move the meeting in camera.

CARRIED

6.0 Adjourn

The meeting was adjourned by the President at 4:35 pm at the conclusion of business.

Adjourn, *to resume Monday, August 18th at 9:00 am.*

Meeting resumes to

MONDAY, August 18, 2025

Attendance

Directors: Drs. Shaina Nensi (President), Virginia Donati (Vice-President), Pasquale Vecchio (Treasurer), Tyler Brown, Krista Bruni, Krupa Chothani, Kristin Heeney, Katie Ryan, Kulvir Singh, Bridget Valsamis, Todd Wilbee

OAO Staff: Mark Donnison (CEO), Celecia Partap (Director, Marketing and Communications), Liberté Reilly (Membership Manager), Dagmar Hindrichs (Recording Secretary), Bill Vardy (Technical Support)

Guests: Karima Kanani and Jacqueline Hicks (Miller Thomson), Lyn McDonell (The Accountability Group)

Regrets: Dr. Linda Sharma

Meeting Resumes, Call to Order

The meeting was called to order at 9:00 am by the President.

7.0 Projects

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7.1 Insurance Program Review

Liberté Reilly provided an overview of the OAO's Insurance Program. Updates were provided on the CAO Group Benefits Program and the National Benefits Program's Health and Dental Plans insured through GreenShield Canada (GSC). It was noted that the CAO's contract for the National Benefits Program ends on November 1, 2025. Given a significant rate increase due to several factors, OAO is working with the CAO (including a meeting with New Brunswick) and HUB to explore and determine a path forward over the coming weeks related to the future of the program. Management will report back to the board at the November BOD meeting on what has transpired from the meetings with CAO and HUB.

Liberté Reilly left the meeting.

7.2 Technology Overview

7.2.1 Integration and optimization: Review MS Office, HubSpot, public facing website, and approval for Request for Proposal (RFP) process

Celecia Partap provided a technology overview in the form of a Digital Optimization Plan. It was noted that OAO is in the process of optimizing its digital ecosystem to enhance the user experience and align digital infrastructure with OAO's 2026-2028 strategic plan. The Digital Optimization Plan was outlined in two phases: Phase 1 consisting of an upgrade of the public site, RFP and vendor selection; and Phase 2 consisting of moving the member portal. Discussed were key considerations, budget implications, and the importance of this initiative. The board was asked to endorse Phase 1 of the migration, and the RFP for vendor selection at $60k.

1-ENDORSEMENT: The board endorsed Phase 1 of the migration and approved the final contract for the vendor as brought forward to the board.

Motion #18: It was moved by Dr. Tyler Brown and seconded by Dr. Virginia Donati to move the meeting in camera.

CARRIED

The Chair brought forward the PAC agenda item.

8.0 Stakeholders

8.1 Political Action Committee Report (PAC)

Dr. Krista Bruni, PAC Chair, presented the PAC Report. Alignment in messaging and delivery to MPPs was noted as crucial, as was consistent member engagement and empowerment. Member education was also indicated as a priority in terms of clarifying the difference between contract/remuneration discussions and understanding the scope modernization ask.

8.1.1 Grassroots activation and advocacy plan

PAC held its first meeting on July 9, 2025 and created several plans to help increase member engagement and MPP relations. Key items to move PAC forward were noted as follows:

1. Scheduled quarterly newsletter from OAO/PAC
2. Leverage industry to connect with members
3. One-pagers for key issues, to be distributed to members who are meeting with MPPs and other stakeholders directly

4. Queen's Park Reception

It was noted that PAC will meet again in September with the support and any additional directives from the board.

Motion #22: It was moved by Dr. Pasquale Vecchio and seconded by Dr. Virginia Donati to approve the Political Action Committee Report.

CARRIED

Motion #23: It was moved by Dr. Virgina Donati and seconded by Dr. Bridget Valsamis to move the meeting in camera.

CARRIED

6-ACTION: Direct the Governance Committee to develop a member-facing policy of respect, decency and fair treatment of OAO staff, leadership and Association members in all communications.

9.0 Governance

9.1 Report from Governance Committee (GC)

Dr. Bridget Valsamis provided an overview of the Governance Report.

9.1.1 Approval of Report and amendments to policy regarding timelines for election of directors

It was brought to the attention of the GC that there existed potential discrepancies between prescribed timelines in Policy 1C and OAO By-Law. The GC was tasked with bringing timelines in Policy 1C, OAO By-Law, and current practice into alignment. The GC met on July 28, 2025 and recommended two main changes to the policy regarding timelines for election of directors as outlined in the proposed motion.

The Chair read the following motion into the record:

POLICY 1C – ELECTION OF THE BOARD OF DIRECTORS

WHEREAS the Governance Committee has conducted a review of the timelines for the various stages of the Board of Directors election process, as set out in Policy 1C – Election of the Board of Directors of the Governance Policies manual ("Policy 1C") and the OAO By-Laws; **AND WHEREAS** following the review, the Governance Committee has recommended amendments to Policy 1C to administer the Member survey in advance of the Call for Nominations, provide the Member priority issues from the survey to Members with the Call for Nominations, and reduce the timeframe for nominees to submit their election platforms, including perspective on the Member priority issues to seven (7) days following the close of the nomination period; **AND WHEREAS** the amended and restated Policy 1C has been presented to the Board and is attached. The Chair stated that it was now in order to pass a resolution in respect of the foregoing. On a motion duly made, seconded and duly carried, the following resolution was passed: **RESOLVED THAT:** 1. The Board hereby approves the amended and restated Policy 1C – Election of the Board of Directors in the form attached.

Motion #26: It was moved by Dr. Virginia Donati and seconded by Dr. Todd Wilbee to make amendment to Policy 1C to be altered to reflect the aforementioned changes.

CARRIED

Motion #27: It was moved by Dr. Virigina Donati and seconded by Dr. Krupa Chothani to shorten time to submit candidate platforms to seven (7) days.

CARRIED

Motion #28: It was moved by Dr. Kulvir Singh and seconded by Dr. Kristin Heeney to rescind the last two motions.

CARRIED

Motion #29: It was moved by Dr. Bridget Valsamis and seconded by Dr. Krupa Chothani that the board hereby approves the amended and restated Policy 1C – Election of the Board of Directors in the form attached.

CARRIED

Motion #30: It was moved by Dr. Pasquale Vecchio and seconded by Dr. Virginia Donati to approve the Governance Committee Report.

CARRIED

Lyn McDonell joined the meeting.

9.2 Board Development Committee (BDC) Report

In the absence of BDC Chair, Dr. Linda Sharma, Dr. Kristin Heeney provided an overview of the Board Development Committee Report.

9.2.1 Annual board evaluation

9.2.1.1 Evaluation process recommendations

With Committee input and support, the BDC Chair, CEO and Lyn McDonell provided consultation to develop a framework for board evaluation from which a draft plan was formulated. The BDC approved the plan and recommended that it be taken to the board for review. The BDC asks the board to provide further input on proposed evaluation processes and overall plan.

L. McDonell provided an overview of the reasons for/goals of the board evaluation process, including the different types of board evaluation mechanisms, their purpose, approach and recommended timing.

Lyn McDonell left the meeting.

2-ENDORSEMENT: The board endorsed the board evaluation plan as presented.

9.2.2 Board Development

9.2.2.1 Input: Core understanding of OAO's financial reports

It was noted that the board is satisfied with how the CEO is presenting financial positions, and that a more robust financial presentation/refresh at the beginning of the board year is beneficial. It was suggested making the new board director financial orientation available to all directors.

9.2.2.2 Board competencies/skills for Strategic Plan follow-through

BDC to consider.

9.2.3 Committee member assignment

Motion #31: It was moved by Dr. Virgina Donati and Dr. Bridget Valsamis to appoint Dr. Pooja Desai to the Board Development Committee.

CARRIED

Motion #32: It was moved by Dr. Katie Ryan and seconded by Dr. Bridget Valsamis to approve the Board Development Committee Report.

CARRIED

Mark Donnison, Celecia Partap, Dagmar Hindrichs and Bill Vardy left the meeting.

Motion #33: It was moved by Dr. Virgina Donati and seconded by Dr. Pasquale Vecchio to move the meeting in camera.

CARRIED

11.0 Adjournment

Motion #35: It was moved by Dr. Krupa Chothani and seconded by Dr. Katie Ryan that the meeting be adjourned.

CARRIED

The meeting was adjourned by the President at 4:06 pm at the conclusion of business.