ONTARIO ASSOCIATION OF OPTOMETRISTS

Board of Directors (BOD) Meeting
Meeting Minutes
December 1, 2025

Virtual Meeting

MONDAY, December 1, 2025

Attendance

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

Regrets: Dr. Krista Bruni

OAO Staff: Mark Donnison (CEO), Dagmar Hindrichs (Recording Secretary)

Guests: Lyn McDonell, FCMC, C Dir. (Consultant)

1.0 Call to Order / Approval of Agenda

The meeting was called to order at 8:31 pm by the President.

A brief discussion on potential May 2026 board meeting dates was added to the agenda.

Motion #1: It was moved by Dr. Krupa Chothani and seconded by Dr. Bridget Valsamis to approve the agenda as amended.

CARRIED

2.0 Governance Committee

2.1 Committee Structure

At their last meeting, the board discussed adjusting committee structures to better match OAO policies. While OAO is a policy board, the tendency toward acting as a management or operational board was noted. With input from Lyn McDonell, the board agreed to explore this gap and its impact on resources and workflow. It was noted that aligning committees with policy governance may provide clearer guidance.

Following the last board meeting, CEO Mark Donnison, Governance Chair Dr. Bridget Valsamis, and consultant Lyn McDonell revised the Q&A document. The board clarified distinctions between operational

and governance committees and proposed that operational advisory committees report to the CEO, requiring changes to committee TORs or broader policy revisions if moving to a management model. They also discussed a global committee policy. The new model would have the CEO form advisory committees led by staff or volunteers; board members could join but not serve as directors. Since these committees lack decision-making power, motions are unnecessary.

The move to advisory committees emphasized thoughtful change management and seeking growth and efficiency. The group discussed merging these strategies into one plan.

The board discussed whether to keep existing policies or move to a management board. The CMC, PAC, and CEWG were confirmed as operational advisory groups.

The President requested feedback on committee structure revisions. Key comments:

1. Who manages meetings if board members are absent?

   Response: A designated chair or director usually leads, but too much board participation can create confusion.

2. Who is responsible for committee outcomes?

   Response: The CEO oversees operational results; further clarification from the GC is expected in February.

3. Will staff costs rise?

   Response: We aim to streamline tasks within the budget by integrating duties; minimal additional work is expected.

4. Are there concerns about delays and lack of progress?

   Response: This initiative will be prioritized.

5. Will these changes increase workload or pressure?

   Response: The changes should support timely and purposeful task completion without undue burden.

The President asked whether the board supports the new direction, prefers the previous governance model, or has concerns. Comments:

- Performance lags; aligning with policy makes sense.
- Approval if costs remain steady.
- Interested in a strategic board role.
- Supportive, with focus on ongoing progress and oversight.

Response: The board will review progress regularly.

- Governance should proceed and include a board director in operational committees.
- Ensure roles are clearly defined, managed, and fulfilled with discipline.
- Question if current operations meet governance standards.
- Operations committees may raise issues to the board for improved discussions.

MOTION #2: It was moved by Dr. Todd Wilbee and seconded by Dr. Virginia Donati that the Governance Committee be tasked with developing and presenting an implementation plan to align the board, its committees, and the Association with a governance-based model of board operations.

CARRIED

Priorities for GC discussion were summarized as follows:

- Director involvement
- Who leads meetings
- How committees will be populated and who will be doing that task

It was indicated that the GC's report in February will include a review to ensure all committees' TORs are compliant, along with recommendations about which committees should continue to focus on governance and which should serve in an advisory capacity.

It was expressed that the board would like the CEO to provide a verbal update on the Association's strategic business during board meetings. The President indicated that for the February board meeting, a high-level verbal report on the status of the Association from the CEO will be considered.

3.0 Future Meeting Dates

The May 2026 board meeting dates were discussed and confirmed for:

- May 24-25

4.0 Adjournment

MOTION #3: It was moved by Dr. Virginia Donati and seconded by Dr. Bridget Valsamis that the meeting be adjourned.

CARRIED

The meeting was adjourned by the President at 10:09 pm at the conclusion of business.