

ONTARIO ASSOCIATION OF NATUROPATHIC DOCTORS

ANNUAL GENERAL MEETING

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS of the Ontario Association of Naturopathic Doctors, held at the Novotel North York, 3 Park Home Ave, North York, Ontario, on Saturday, April 14, 2018 at 1:00 p.m.

With the consent of those members present, Dr. Alf Hauk, ND presided as Chair of the meeting and welcomed all present. The Directors and officers in attendance were introduced as follows:

Board of Directors:

Dr. Alfred Hauk, ND*	–	Chair
Dr. Angela Hanlon, ND*	–	Vice-Chair
Dr. Vivienne Guy, ND*	–	Secretary
Dr. Michael Frosina, ND	–	Director
Dr. Andrea Gri, ND	–	Director
Dr. Dominika Zarzeczny, ND	–	Director

*denotes Executive Committee/Officer

Staff:

John Wellner	–	Chief Executive Officer
Anna-Liza Badaloo	–	Manager, Clinical Development
Bridget Flattery	–	Projects & Events Coordinator
Kathy Hurst	–	Member Relations Associate
Donna Isenor	–	Manager, Finance & Administration
Stephanie Lazzarini	–	Director, Corporate Development & Events

Members

Dr. Elvis Ali, ND	Dr. Tammy Grime, ND
Dr. Tara Annesley, ND	Dr. Jennifer Haessler, ND
Dr. Sean Armstrong, ND	Dr. Suzanne Ho-Miecznikowski, ND
Dr. Daralyn Bates, ND	Dr. Verna Hunt, ND
Dr. Glen Bell, ND	Dr. Nana Jokura, ND
Dr. Cayla Bronicheski, ND	Dr. Claire Kerwin Clarke, ND
Dr. Jessica Burke Browman, ND	Dr. Yashar Khosroshahi, ND
Dr. Christine Cho, ND	Dr. Caitlin Kolbuc, ND
Dr. Karen Shawna Clark, ND	Dr. Anna Kolomitseva, ND
Dr. Paul Davis, ND	Dr. Ian Koo, ND
Dr. Vito DiBlasi, ND	Dr. Cathy Kuindersma, ND
Dr. Carissa Doherty, ND	Dr. Carol Laic, ND
Dr. Lisa Doran, ND	Dr. Philip Lee, ND
Dr. Michelle Durkin, ND	Dr. Janis Li, ND
Dr. Madeleine Elton, ND	Dr. EeVon Ling, ND
Dr. Kristina Fallico, ND	Dr. Ky Lo, ND
Dr. Olga Filina, ND	Dr. Simon Lo, ND
Dr. Mark Fontes, ND	Dr. Daria Love, DC, ND
Dr. Nadine Gavin, ND	Dr. Tanya McEachern, ND

Dr. Cyndi Gilbert, ND
Dr. Poonam Patel, ND
Dr. Kirsten Perley, ND
Dr. Jolanta Polewczak, ND
Dr. Robert Posen, ND
Dr. Cornelia Radulovici, ND
Dr. Rajesh Ragbir, ND
Dr. Kimberly Ramberan, ND
Dr. Aubrey Rickford, ND
Dr. Nadia Saleem, ND
Dr. Mariesette Santiago, ND
Dr. Ruchi Shetty, ND
Dr. Ruth Shuster, ND

Dr. Tannaz Mokhtari, ND
Dr. Holly Paraschuk, ND
Dr. Dori Skye Engel, ND
Dr. Christine Slonetsky, ND
Dr. Kristin Spark, ND
Dr. Amy Tung, ND
Dr. Rachel VandenBerg, ND
Dr. Dominique Vanier, ND
Dr. Lisa Watson, ND
Dr. Barbara Weiss, ND
Dr. Sarah White, ND
Dr. Erin Wiley, ND
Dr. Marillea Yu, ND

Guests

Shelley Birenbaum	–	OAND Legal Counsel
Tom Chen	–	I&A Professional Corporation
Robert Katolinsky	–	Nominee for Board of Directors
Shawn O'Reilly	–	Canadian Association of Naturopathic Doctors
Arun Ravinder	–	Recording Secretary, Minute Takers Inc.

Regrets

Pamela Steer*	–	Treasurer
Dr. Lara Armstrong, ND	–	Director
Mark Brion	–	Director
Dr. Michelle Meyer, ND	–	Director
Dr. Frances Turk, ND	–	Director
Sam Eskenasi	–	Manager, Government & Regulatory Affairs

1. WELCOME

A warm welcome was presented to all the members of the Ontario Association of Naturopathic Doctors for attending the 2018 Annual General Meeting.

2. NOTICE OF MEETING

Notice of this Meeting of Members was delivered to all registered members in good standing as of March 8, 2018 in accordance with the Association's By-Laws. Proof of such notice as presented by the Secretary of the Board of Directors was tabled for member review; same to be filed with these Minutes herein.

3. APPROVAL OF THE AGENDA

The Chair advised that the Agenda of the 2018 Annual General Meeting was provided with the Notice of the Annual General Meeting.

There being no discussion or additions from the floor, The Chair requested a Motion that the Agenda of the 2018 Annual General Meeting be approved as presented. On Motion by Dr. Andrea Gri, ND and seconded by Dr. Shawn Armstrong, ND it was:

“Resolved that the Agenda of the 2018 OAND Annual General Meeting be accepted as presented.” Motion carried.

4. **ANNOUNCEMENT OF QUORUM and CALL TO ORDER**

The Chair reported that there were 70 members present in person and by proxy. As the Association’s quorum requirement is a minimum of 50 voting members, it was established that a quorum was present and that the meeting could be properly constituted for the transaction of business. The meeting was duly called to order at 1:07 p.m.

5. **MINUTES OF THE LAST ANNUAL GENERAL MEETING**

The Chair advised that the Minutes of the last Annual General Meeting, held on April 1, 2017 were provided with the Notice of the Annual General Meeting, and copies were included in the handouts for the day.

There being no discussion from the floor, the Chair requested a Motion that the reading of the Minutes of the last Annual General Meeting be dispensed with and they be approved as presented. On a Motion by Dr. Michael Frosina, ND and seconded by Dr. Angela Hanlon, ND it was:

“Resolved that the reading of the Minutes of the last Annual General Meeting of Members of Ontario Association of Naturopathic Doctors held on April 1, 2017 be dispensed with and that they be taken as presented and be verified and approved.” Motion carried.

6. **BY-LAW AMENDMENT**

6.1 **By-Law Amendment: Definition**

On a Motion by Dr. Verna Hunt, ND and seconded by Dr. Aubrey Rickford, ND it was:

“Resolved that By-Law No. 1, Article 1.01 (k) be amended to read: “Naturopathic Doctor” means any person who is registered with the College of Naturopaths of Ontario.” Motion carried.

6.2 **By-Law Amendment: Affiliates**

On a Motion by Dr. Verna Hunt, ND and seconded by Dr. Aubrey Rickford, ND it was:

“Resolved that By-Law Article 8.01 (e) be added to read: Retired Practitioner Affiliates – a retired ND (not working as an ND), who is 65+ years of age and

has been a member of the OAND for 10 years preceding their retirement.
Motion carried.

6.1 Discussion

- (a) *Retroactive* – A Member inquired if the By-Law is retroactive to all NDs prior to the By-Law being passed. **Response:** The By-Law will be applicable to all members who have been registered for greater than 10 years and are 65 years and up.

7. THANKS TO CHAIR

Dr. Angela Hanlon, ND thanked Dr. Alfred Hauk, ND for his participation on the Board of Directors of the OAND for nine (9) years and presented an award of appreciation from the members.

8. REPORT FROM THE CHAIR

Dr. Alf Hauk, ND presented a report regarding the past year's activities, which included:

- (a) *Scope of Work* – Dr. A. Hauk, ND noted that the scope of work for the OAND must remain constant with all participants.
- (b) *Teamwork* – Dr. A. Hauk, ND discussed teamwork.
- (c) *Constant Growth* – The growth of the OAND must be the goal of all participants to ensure the strength of the Association.

9. REPORT FROM THE CEO

John Wellner presented an overview of the OAND's operational achievements over the past year, with highlights noted as follows:

- (a) *Thanks* – J. Wellner provided thanks to the Chair and Treasurer who have provided excellent service to the OAND and have stepped down.
- (b) *Rules and Practice* – The OAND is constantly educating members on the rules and regulations that CONO implements.
- (c) *Lab Tests and Substances* – The OAND coordinated the submission proposal to increase the number of lab tests that can be ordered and subscriptions that can be prescribed. A request was made to the Legislative Committee of MPPs in regard to accessing more lab tests for patient safety and the right for Naturopathic Doctors to delegate nurses. The OAND also met with the Health Ministry staff to on the labs and substances process in order to obtain a better perspective from Naturopathic Doctors.
- (d) *Nurses* – An agreement was made with the Association of Registered Practical Nurses regarding the delegation by Naturopathic Doctors and with their support, the

OAND will be moving forward with lobbying to change the law.

- (e) *Webinars and Courses* – A total of 145 CE Credits were delivered in 2017. It was noticed that 45% of members rely on the OAND for CE Credits and 59% have completed OAND CE Webinars.
- (f) *Benefits and Discounts* – J. Wellner noted various vendors who participate in providing discounts for all members. The discounts include but are not limited to: GoodLife, Scotiabank, Perkopolis, and Insurance.
- (g) *CAND-led National Awareness Campaign* – The OAND contributed \$100,000 in 2017 to the CAND-led National Awareness Campaign about Naturopathic Doctors being ‘Medically Trained. Naturally Focused.’
- (h) *Media* – The OAND attempts to correct misperceptions about Naturopathy and offer clarification when the “naturopathic” label is misused.

10. **TREASURER’S REPORT and ANNUAL AUDITED FINANCIAL STATEMENTS**

- 10.1 **Auditor’s Report** – Tom Chan of Ierfino and Associates Professional Corporation read the report prepared by I&A Professional Corporation, Chartered Professional Accountants, relating to the fiscal period January 1, 2017 to December 31, 2017, which indicated that statements referred to therein present fairly the financial position of the company and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

- 10.2 **Approval of Audited Financial Statements** – On a Motion by Dr. Aubrey Rickford, ND and seconded by Dr. Cindy Gilbert, ND it was,

“Resolved that the Audited Financial Statements and the Audit Report as presented by I&A Professional Corporation, Chartered Professional Accountants, for the fiscal year ended December 31, 2017 be duly accepted and adopted.” Motion carried.

- 10.3 **Appointment of Auditors** – On a Motion by Dr. Andrea Gri, ND and seconded by Dr. Dominika Zarzeczny, ND, it was:

“Resolved that I&A Professional Corporation, Chartered Professional Accountants, be re-appointed as Auditor of the Association; to hold office until the close of the next Annual General Meeting and that the Board of Directors be authorized to fix the Auditor’s remuneration.” Motion carried.

11. **NOMINATION COMMITTEE REPORT**

Dr. Michael Frosina, ND, Chair of the Governance and Nomination Committee, discussed the potential changes to the nomination process, with highlights noted as follows:

- (a) *Format/Process* – The Nomination Committee reviewed the process and format of how the OAND Board of Directors chose new members to serve on the Board.
- (b) *Current Process* – The current process is to interview nominees, who are then graded and voted on by the OAND Governance and Nomination Committee. Those with the most support are confirmed by the Board as the Board's nominees and are presented at the AGM for confirmation vote.
- (c) *Alternate Process* – The alternate process that the Nomination Committee is considering is one in which potential nominees will submit applications to the OAND and undergo a brief vetting process by the Governance and Nomination Committee to ensure that all requirements are met. All nominees will be brought to the AGM and presented to the members in attendance and proxies to vote on.

11.1 Discussion

- (a) *Skills* – A Member suggested listing the skills that are being sought for the Board and seeking candidates that are skilled for that position. **Response:** The suggestion can be incorporated during the nominations process.
- (b) *Skills Matrix* – A Member suggested creating a skilled matrix per position, which can be used to fill vacancies. **Response:** The nomination Committee will definitely investigate the possibility of creating the matrix scheme to find candidates for the replacement positions.
- (c) *Process* – A Member requested that the proposed changes to the process of obtaining nominations be available to members. **Response:** The new process will be distributed to all members.
- (d) *Process Vote* – A vote was conducted to determine whether members wanted to continue with the current process, or for the Board to develop an alternative process, which resulted in 15 members for the current process and 36 for the alternative process. The Nomination Committee is instructed to create a new process format which will be distributed to members.

12. ELECTION OF DIRECTORS

- 12.1 **Nominations Report** – Dr. Michael Frosina, ND on behalf of the Board Governance and Nominations Committee, delivered a brief overview with respect to the appointment of three Directors to fill two vacancies that resulted from two Directors stepping down prior to completion of their term and the completion of Chair's 9-year term of service. He also tabled the slate of five Directors who have served their first or second full three-year term but are eligible for renewal.
- 12.2 **Outgoing Director** – Pamela Steer, Oded VanHam, and Dr. A. Hauk, ND are the departing Directors. Dr. Frosina, ND stated that on behalf of the Board they would

like to thank P. Steer, O. VanHam, and Dr. A. Hauk, ND for their contributions to the OAND Board of Directors.

- 12.3 **Nominees** – A meeting had been held on March 20, 2018 and the Board voted in support of the nominee slate. The nominees for Board Directors to fill the vacancy as well as to continue into a second term are as follows:

Director Positions:

- Dr. Vivienne Guy, ND - Director (to continue for a second term, new Chair)
- Dr. Angela Hanlon, ND - Director (to continue for a second term, Vice-Chair)
- Dr. Dominika Zarzeczny, ND - Director (to continue for a second term, new Secretary)
- Dr. Andrea Gri, ND - Director (to continue for a second term)
- Dr. Michael Frosina, ND - Director (to continue for a second term)
- Dr. Michelle Meyer, ND - Director (to continue for a third term)
- Dr. Lisa Doran, ND - new Director (to fill the vacant position left by O. Vanham)
- Dr. Dominique Vanier, ND - new Director (to fill the vacant position left by Dr. A Hauk, ND)
- Robert Katolinsky, CPA, CA - new Director (to fill the vacant position left by Pamela Steer, Treasurer)

It was noted that these individuals have each accepted their nominations and expressed their willingness to serve in accordance with their respective appointments. It was further noted that the nominations circular had been distributed and that no additions had been received within the specified time.

- 12.4 **Election / Vote** – On a Motion by Dr. Rajesh Ragbir, ND and seconded by Dr. Barbara Weiss, ND it was,

“Resolved that the recommendation of the Nominating Committee for the slate of nominees for the Board of Directors as outlined in their report be accepted and that the slate of nominees be duly elected”. Motion carried, with two opposed and one abstention.

13. **CLOSING REMARKS**

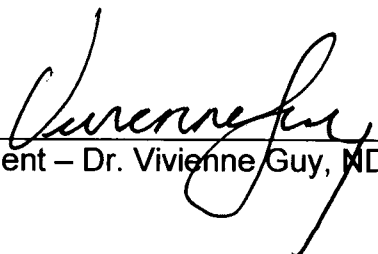
Dr. Vivienne Guy, ND, the newly elected Chair, provided closing remarks on behalf of the OAND.

14. **ADJOURNMENT OF MEETING**

There being no further business brought before the meeting, on motion by Dr. Alfred Hauk, ND and seconded by Dr. Shawn Armstrong, ND, it was,

“Resolved that the Annual General Meeting of The Ontario Association of Naturopathic Doctors be concluded.” Motion carried.

The meeting was accordingly concluded at 2:08 p.m.



President – Dr. Vivienne Guy, ND



Secretary – Dr. Dominika Zarzeczny, ND