

ONTARIO ASSOCIATION OF NATUROPATHIC DOCTORS

ANNUAL GENERAL MEETING

DRAFT

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS of the Ontario Association of Naturopathic Doctors, held at the Toronto Congress Centre, 650 Dixon Road, Toronto, Ontario and via Zoom videoconference/webinar on Friday, November 11, 2022, at 10:00 a.m.

With the consent of those members present, Dr. Cyndi Gilbert, ND presided as Chair of the meeting and welcomed all present. The head table was introduced as follows

Board of Directors:

- Dr. Cyndi Gilbert, ND - Chair
- Dr. Dominique Vanier, ND - Vice Chair
- Dr. Lara Armstrong, ND - Secretary/Treasurer
- Dr. Jodie Peacock, ND - Director
- Dr. Audrey Sasson, ND - Director
- Dr. Yousuf Siddiqui, ND - Director
- Alex Kelly - Director, Public Member
- Louise Stratford - Director, Public Member

Staff:

- Sherry Parsley - Interim Chief Executive Officer

Guests:

- Simmie Palter - Legal
- Tom Chan - I & A Professional Corporation
- Sue Robertson - Recording Secretary, Minute Takers Inc.

Members:

- | | | |
|------------------------|-----------------------------|-------------------------|
| Dr. Sean Armstrong | Dr. Ciler Ataner | Dr. Daralyn Bates |
| Dr. Emily Bell | Dr. Emily Bennett | Dr. Turia Berbesh |
| Dr. Nicole Bobala | Dr. Kim Bretz | Dr. Odette Bulaong |
| Dr. Rhiannon Burkitt | Dr. Leanna Campoli | Dr. Christina Carew |
| Dr. Jessica Carfagnini | Dr. Kristin Caria | Dr. Sara Celik |
| Dr. Ashley Chauvin | Dr. Jennifer Chen | Dr. Sarah Connors |
| Dr. Katrina Cox | Dr. Paul Davis | Dr. Melanie DeCunha |
| Dr. Kara Dionisio | Dr. Carissa Doherty | Dr. Sonya Doherty |
| Dr. Jennifer Drummond | Dr. Maryanne D'Silva | Dr. Susan Durant |
| Dr. Michelle Durkin | Dr. Aisha Durrani | Dr. Kristina Fallico |
| Dr. Mary Fallico | Dr. Mark Fontes | Dr. Hue Foo |
| Dr. Allison Freeman | Dr. Kaleigh Gawn | Dr. Sarah Glassford |
| Dr. Aleksandra Guzek | Joanna Hall-Syroteuk | Dr. Wei-Wei Han |
| Dr. Quinn Hand | Dr. Alfred Hauk | Dr. Verna Hunt |
| Dr. Banafsheh Kazerani | Dr. Deborah Kennedy | Dr. Caria Kristin |
| Dr. Katrina Kuzma | Dr. Jane Lauermeier | Dr. Philip Lee |
| Dr. Iva Lloyd | Dr. Ky Lo | Dr. Michael Long |
| Dr. Daria Love | Dr. Elias Markou | Dr. Marilyn May |
| Dr. Katie McKeown | Dr. Rishi Mehta | Dr. Michelle Meyer |
| Dr. Lauren Miceli | Dr. Morsillo Michael | Dr. Farahnaz Mizaagha |
| Sasha Monteiro | Dr. Lara Morales | Dr. Michelle Myszko |
| Dr. Mark Orbay | Dr. Howie Owens | Dr. Chanele Padiachy |
| Dr. Stephanie Peltz | Dr. Jennifer Pham-MacMillan | Dr. Cornelia Radulovici |

Dr. Rajesh Ragbir
Dr. Paul Saunders
Dr. Raza Shah
Dr. Dori Sky Engel

Dr. Betty Rozendaal
Dr. Gregory Scott
Tanisha Shekdar
Dr. Christine Slonetsky

Dr. Amita Sachdev
Dr. Adriana Setnik
Dr. Janice Shouldice
Dr. Katherine Elizabeth
Storjohann

Dr. Orest Szczurko
Dr. Shannon Vander Doelen

Dr. Joanna Thiessen
Dr. Randol Fernando Venegas
Gutgierrez

Dr. Marianne Trevorrow
Dr. Eric Viegas

Lillianne Vogt
Dr. Gudrun Welder

Dr. Pat Wales
Rachel Worth-Cappell

Dr. Barbara Weiss
Dr. Sarah Wyer-Takaberry

1. **WELCOME**

The Chair extended a warm welcome to all the members of the Ontario Association of Naturopathic Doctors for attending the 2022 Annual General Meeting. The Chair noted that there have been many changes during the past year and acknowledged and thanked current staff, volunteers, and former staff members.

2. **NOTICE OF MEETING**

Notice of this Meeting of Members was delivered to all registered members in good standing on October 11, 2022, in accordance with the Association's By-Laws. Proof of such notice was held up by the Secretary of the Board of Directors for participants to view; same to be filed with these Minutes herein.

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

The Association's quorum requirement is a minimum of 50 voting members. The Chair advised 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 10:19 a.m.

4. **APPROVAL OF THE AGENDA**

The Chair advised that the Agenda of the 2022 Annual General Meeting was provided with the Notice of the Annual General Meeting. There being no discussion or additions from the floor, on Motion by Dr. Emily Bennett and seconded by Dr. Eric Viegas it was:

“Resolved that the Agenda of the 2022 Ontario Association of Naturopathic Doctors Annual Meeting be accepted as presented.” Motion carried.

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

The Chair advised that the Minutes of the last Annual General Meeting, held on May 27, 2021, were provided with the Notice of the Annual General Meeting, but copies were available for perusal if necessary. 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. Jessica Carfagnini and seconded by Dr. Stephanie Peltz it was:

“Resolved that the reading of the Minutes of the last Annual Meeting of Members of Ontario Association of Naturopathic Doctors held on May 27, 2021, be dispensed with and that they be taken as presented and be verified and approved.” Motion carried.

6. **REPORT FROM THE BOARD**

6.1 **Chair’s Report** - The Chair presented a report regarding the past year’s activities, which included:

- (a) *Year in Review* – The past year has been a major transitional year for both the Board and staff.
- (b) *Recruitment of CEO* – The Board is working with a consultant to recruit a new Chief Executive Officer. The Board undertook a closed Request for Proposal process inviting twelve firms to bid, and four submissions were received. The firm was chosen using an evaluation matrix. The position has been posted and 40 applications have been received to date. Interviews are targeted to take place mid-December 2022 to January 2023. The goal is to have the new CEO in place at the end of January or early February 2023.
- (c) *Strengthening our Foundations* – The Board has been working on governance training, policy development and Board recruitment. When the new CEO is in place, the Association will undertake the development of a strategic plan and will be engaging the membership for their input as this process moves forward. Member surveys will be issued in early 2023 to help guide the strategic planning.
- (d) *What’s Next* – The annual meeting date will be moved back to Spring, as this timeframe is more conducive to the financial statements and year end reports. An operational plan will be developed out of the strategic plan that will include key objectives and results with the new CEO. There will also be a work plan for equity, diversity, and inclusion for the entire Association.
- (e) *Government Relations* – The Association has renewed its engagement with Santis Health to move ahead with the labs and substances asks, which is close to completion. A group of Board members are meeting with Santis regarding the logistics. Santis identified reputational issues as part of the difficulties with moving the lab ask forward and recommended that the Association refocus on opportunities related to Health human resource shortages and use this to reposition the Association as critical allied health practitioners that can fill gaps in the health system. The reputational issues identified are the recent press related to a British Columbia naturopathic physician practicing outside of scope; the low vaccination rates reported by Ontario NDs to CONO was also identified as something that could be negatively perceived as an unwillingness to support public health.

6.2 **Discussion** – The floor was then opened for questions.

- (a) *British Columbia Issue* - Dr. Christine Slonetsky requested clarity on how the issue in British Columbia impacts Ontario. **Response:** Santis did a review and heard that a certain doctor was engaging in faecal transplants; there was national media on that particular case and also published in Ontario newspapers. Those situations have not happened here in Ontario; however it has had impacts and raised concerns about the behaviours of Ontario ND's. British Columbia was also mandated to report their vaccination status and the Ministry of Health was paying attention to this. From the government's perspective, the data received indicates a lack of willingness to participate in regulatory guidelines.
- (b) *OAND Representation* - Dr. Elias Markou commented that during the last few years, OAND has had no representation and as a profession, does not lobby the Ministers or represent the group properly. Dr. Markou suggested that a different approach be considered other than the services of Santis. **Response:** The Chair acknowledged the comments and suggested that when the new CEO is in place, members can then be engaged on strategic directions.
- (c) *Membership Survey* - Dr. Verna Hunt noted that the membership wants to help and encouraged the Board to engage a professional survey company to assess what the membership would like to have the OAND working on. **Response:** The Board will plan for a more wholesome member engagement strategy going forward, to seek guidance and understand what the desires of the membership are. Advocacy is large part of the mission and this is an area of development.
- (d) *CEO Role Description* - Dr. Deborah Kennedy suggested that supporting and promoting the reputation of NDs in Canada should be part of the CEO evaluation criteria. **Response:** Yes, this is an important part of the CEO's role and is articulated in the job description.

7. **BY-LAW AMENDMENT**

7.1 **Recommendation for By-Law Update** - The Chair advised that it was deemed necessary to update By-Law No. 1. At its meetings of September 29, 2022, and October 25, 2022, the OAND Board reviewed and approved the amended By-law No. 1 of the Corporation, to address various matters including transition to the *Not-for-Profit Corporations Act*. The Board recommends that the members of the Corporation approve these By-law amendments. The Chair introduced Simmie Palter, legal counsel to respond to questions.

7.2 **Discussion** – The floor was then opened for questions.

- (a) *Item 3.2 Books and Records* – Dr. Iva Lloyd queried item 3.2 that states records are to be kept at the registered office of the Association and whether this allows for electronic records. **Response:** The Act does permit electronic record keeping if the server is at the registered office and accessible during business hours.

- (b) *Item 7.1(c)(iv) Annual Meeting* – Dr. Iva Lloyd queried the reappointment of the incumbent auditor and the provision for appointing a new auditor. **Response:** Item 7.1(d) sets out special business and the appointment of a new auditor has different notice and voting requirements. Reappointment of the auditor is regular business with a straight majority vote.
- (c) *Item 11.2 Past Chair* – Dr. Iva Lloyd suggested that the heading for 11.2 be changed to **Guests**. **Response:** Members can confirm an amendment with the motion as presented. On Motion duly made and seconded, it was:

“Resolved that: i) The Members of the Corporation hereby confirm, by majority resolution, the amended By-law No. 1, as approved by the Board of the Corporation on September 29, 2022, and October 25, 2022, and that the members confirm the amendment. ii) This resolution takes effect on the date that it is made.” Motion carried.

Dr. Dominique Vanier then conducted a two-minute pause and moment of silence in honour of Remembrance Day.

8. **SPECIAL RESOLUTION OF THE MEMBERS: ARTICLES OF AMENDMENT**

At its meeting on September 29, 2022, the Board reviewed and approved, and now recommends to the members of the Corporation, amendments to the Articles of the Corporation, attached as Appendix A to this resolution, to set a minimum and maximum range for the number of Directors of the Board, to update the purposes of the Corporation, to increase the voting threshold for replacing a Director, and to bring the Association into compliance with the Not-for-Profit Corporations Act (Ontario). On Motion by Dr. Verna Hunt and seconded by Dr. Elias Markou it was:

“Resolved that: i) Two-thirds of the Members of the Corporation casting votes hereby approve the amendments to the Articles set out in Appendix A and authorize the Corporation to file Articles of Amendment with the Ontario Ministry of Public and Business Services (formerly the Ontario Ministry of Government and Consumer Services) AND ii) This resolution takes effect on the date that it is made.” Motion carried.

9. **SPECIAL RESOLUTION OF THE MEMBERS: BOARD TO FIX THE NUMBER OF DIRECTORS**

The Board of the Corporation wishes to ensure that the Board reflects expertise from Naturopathic Doctors throughout Ontario, as well as including Directors reflecting the full range of skills and experience required for good corporate governance. At its meeting of September 29, 2022, the Board reviewed and approved the draft Articles of Amendment, which include amendments to bring the Corporation into compliance with the Not-for-Profit Corporations Act (Ontario). At its meetings of September 29, 2022, and October 25, 2022, the Board also reviewed the proposed amendments to By-law No. 1, which include amendments to bring the Corporation into compliance with the Not-for-Profit Corporations Act (Ontario).

These amendments include creating a range for the number of Directors of the Board, with a minimum of 9 and a maximum of 15 Directors on the Board, to be set out in the Articles of the Corporation. Based on the recommendation of the Board, the Members wish to permit the Board to fix the number of Directors between this minimum and maximum range. On Motion by Dr. Alfred Hauk and seconded by Dr. Iva Lloyd it was:

“Resolved that: i) Two thirds of the members of the Corporation casting votes hereby approve the Board, from time to time and by majority resolution, fixing the number of Directors of the Board between the minimum and maximum range set out in the Articles AND ii) This resolution takes effect on the date that the Articles of Amendment take effect AND iii) This resolution remains in effect until replaced by the Members in accordance with the Act and the By-law.” Motion carried.

10. **2021 ANNUAL AUDITED FINANCIAL STATEMENTS**

10.1 **Auditor’s Report** – Dr. Lara Armstrong, Treasurer, delivered a presentation on the 2021 Audited Financial Statements as prepared by I&A Professional Corporation, Chartered Professional Accountants, relating to the fiscal period January 1, 2021 to December 31, 2021, which indicated that the statements referred to therein present fairly the financial position of the Association 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.

- (a) *Surplus* – There was a surplus of \$226,000 for the year ended December 31, 2021.
- (b) *Net Assets* – The Association’s net assets were \$838,825.

10.2 **Discussion** – Tom Chan of I&A Professional Corporation joined the meeting to answer questions from the floor; however none came forward.

10.3 **Approval of Audited Financial Statements** – On a Motion by Dr. Paul Saunders and seconded by Dr. Jessica Carfagnini 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, 2021, be duly accepted and adopted.” Motion carried.

10.4 **Appointment of Auditors** – On a Motion by Dr. Elias Markou and seconded by Dr. Amita Sachdev, 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. **GOVERNANCE AND NOMINATIONS REPORT**

11.1 **Election of Directors** – The Governance & Nominating Committee delivered a brief overview with respect to the appointment of Directors. In response to a query, the Chair noted that the Board recruitment policy and process is not in the By-Laws. It is in a Board policy and the Board is currently reviewing policies. There will be an opportunity for the skills matrix and policy to be presented at the Spring annual general meeting.

11.2 **Outgoing Directors** – Dr. Vivienne Guy, ND and Dr. Frances Turk, ND, Dr. Angela Hanlon, Dr. Jessica Carfagnini, ND, Dr. Aaron van Gaver, ND, Mir Nazul Islam and Darcel Bullen are the departing Directors. On behalf of the Board, the Chair thanked the departing Directors for their contributions to the OAND Board.

11.3 **Nominees** – The nominee for the Board Director to fill the vacancy as well as to continue into a third term is as follows:

Director Position:

- Dr. Lara Armstrong, ND for a third term

It was further noted that the nominations circular had been distributed and that no additional eligible candidates had as yet been identified. The recruitment of Directors is ongoing and interested member applicants with governance experience are encouraged to apply.

11.4 **Election / Vote** – On a Motion by Dr. Alfred Hauk and seconded by Dr. Sean Armstrong 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.

12. **CLOSING REMARKS**

Dr. Cyndi Gilbert provided closing remarks on behalf of the OAND.

13. **ADJOURNMENT OF MEETING**

There being no further business brought before the meeting, on motion by Dr. Paul Saunders, 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 11:36 a.m.