

**Ottawa Student Transportation Authority (OSTA)
Annual Meeting of the Board of Directors**

**Held on
Monday, December 11, 2017, 5:30 p.m.
Ottawa Student Transportation Authority
1645 Woodroffe Avenue, Ottawa (Nepean) – 1st Floor, Room 100**

ANNUAL MEETING MINUTES

ATTENDANCE

President/Chairperson: Vacant

Vice-President Vacant

Directors: Jennifer Adams
Denise Andre
Michael Carson
David Leach
Spencer Warren
Jeremy Wittet
Lynn Scott

Absent: Donna Blackburn.

General Manager: Vicky Kyriaco

Others: Joanne Glaser (Cornerstones)

Recording: Jeff Redmond, Controller

1. **Call to Order**

The meeting was called to order by the General Manager at 5:30 p.m.

2. **Declarations of Conflict of Interest**

None.

3. Approval of Annual Meeting Agenda

Moved by: Jennifer Adams
Seconded by: Jeremy Wittet

THAT the Agenda for the Annual Meeting of December 11, 2017 be approved.

CARRIED

Annual General Meeting Action Items

4. Appointment of Directors

Vicky Kyriaco assumed the Chair, welcoming the new Board. The Board had before it memorandum, Appointment of Directors, from Vicky Kyriaco, General Manager/C.A.O., for consideration and approval. The General Manager reviewed the report that listed the representatives nominated to the OSTA Board of Directors, including terms, from the respective member Boards' Annual meetings held in December 2017. Difference of approach for the terms between the Boards was noted and discussed. Positive contributions of past Directors was gratefully acknowledged.

Moved by: David Leach
Seconded by: Spencer Warren

THAT the following persons be appointed to the Ottawa Student Transportation Authority Board of Directors:

Jennifer Adams
Michael Carson
Lynn Scott
Donna Blackburn
Denise Andre
David Leach
Spencer Warren
Jeremy Wittet

CARRIED

5. Appointment of Officers and Chairperson

The Board of Directors had before it memorandum, Appointment of Officers and Chairperson, from Vicky Kyriaco, General Manager, for review and approval. Vicky Kyriaco summarized the report and the OSTA By-law requirements.

A first call for nominations for the position of President was made.

Moved by: Jeremy Wittet
Seconded by: Spencer Warren

THAT Lynn Scott be nominated for President of the Ottawa Student Transportation Authority.

CARRIED

Lynn Scott accepted the nomination.

A second and third call for nominations for the position of President was made. Hearing none, by acclamation, Lynn Scott was declared President of the Ottawa Student Transportation Authority.

Lynn Scott assumed the Chair.

A first call for nominations for the position of Vice-President was made.

Moved by: Jennifer Adams
Seconded by: Michael Carson

THAT Spencer Warren be nominated for Vice-President of the Ottawa Student Transportation Authority.

CARRIED

Spencer Warren accepted the nomination.

A second and third call for nominations for the position of Vice-President was made. Hearing none, by acclamation, Spencer Warren was declared Vice-President of the Ottawa Student Transportation Authority.

A first call for nominations for the position of Secretary was made.

Moved by: Denise Andre
Seconded by: Jennifer Adams

THAT Michael Carson be nominated for Secretary of the Ottawa Student Transportation Authority.

CARRIED

Michael Carson accepted the nomination.

A second and third call for nominations for the position of Secretary was made. Hearing none, by acclamation, Michael Carson was declared Secretary of the Ottawa Student Transportation Authority.

A first call for nominations for the position of Treasurer was made.

Moved by: Michael Carson
Seconded by: Jennifer Adams

THAT David Leach be nominated for Treasurer of the Ottawa Student Transportation Authority.

CARRIED

David Leach accepted the nomination.

A second and third call for nominations for the position of Treasurer was made. Hearing none, by acclamation, David Leach was declared Treasurer of the Ottawa Student Transportation Authority.

Moved by: Denise Andre
Seconded by: Spencer Warren

THAT the President also be appointed as Chairperson of the Ottawa Student Transportation Authority Board of Directors.

CARRIED

6. (a) Confirmation of Annual General Meeting Minutes, December 12, 2016

Moved by: David Leach
Seconded by: Michael Carson

THAT the Annual General meeting minutes of December 12, 2016 be approved.

Carried

(b) Business Arising from the Annual General Meeting Minutes, December 12, 2016

None.

7. Appointment of Auditors, Banker and Legal Counsel

a) Appointment of Auditor

Not Applicable.

On April 24, 2017 the Board of Directors passed a motion to renew audit services for the 2017 through 2019 fiscal years, having options to renew for two additional 1 year terms pending satisfactory performance.

b) Appointment of Banker

Moved by: David Leach
Seconded by: Jennifer Adams

THAT the National Bank of Canada be re-appointed as the Ottawa Student Transportation Authority's banker for the year ending December 31, 2018.

CARRIED

c) Appointment of Legal Counsel

Moved by: Jennifer Adams
Seconded by: Spencer Warren

THAT Borden Ladner Gervais LLP, Hicks Morley Hamilton Stewart Storie LLP and Fasken Martineau DeMoulin LLP be re-appointed as the Ottawa Student Transportation Authority's legal counsel for the year ending December 31, 2018.

CARRIED

8. Annual Report of the Affairs of OSTA 2016/2017

The Board of Directors had before it a memorandum, “Annual Report of the Affairs of OSTA” for the 2016/17 school year, from Vicky Kyriaco, General Manager/Chief Administrative Officer, for receipt. The General Manager commented on the report highlights and achievements made by OSTA over the past year, including improvement in many KPI’s such as cost per student. A rise in complaints during the period has resulted in additional strategies to improve customer service. Other highlights included student safety, active transportation, a contract review and current driver shortages. Positive financial results were noted, along with special attention on escalating small vehicle costs. Questions and answers were provided

Moved by: Jeremy Wittet
Seconded by: Jennifer Adams

THAT the OSTA Board of Directors receive the Annual Report on the Affairs of OSTA, as presented.

CARRIED

Annual General Meeting Information Items

9. Audited Financial Statement for the Year Ended August 31, 2017

The Audited Financial Statement for the year ending August 31, 2017 was provided for information. This statement was previously presented and approved by the Board on November 14, 2017, which now includes the signed Auditor Report. As in past years, OSTA continues to receive a clean audit opinion.

10. New Business

The Board Chair would send a letter of appreciation for services provided by outgoing OSTA Directors.

11. Next Annual General Meeting

Monday December 10, 2018 at 5:30 p.m. – Confirmed.

12. Adjournment

Moved by: Jennifer Adams

Seconded by: Denise Andre

THAT the Annual General Meeting of December 11, 2017 be adjourned at 5:57 p.m.

CARRIED

Signature

Title

Signature

Title