

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

**Held on
Monday, December 8, 2014, 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
Michael Carson
Brian Coburn
Chris Ellis
Julian Hanlon
David Leach
Joanne MacEwan
Shawn Menard

Absent: None.

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 5:32 p.m.

2. **Declarations of Conflict of Interest**

None.

3. Approval of Annual Meeting Agenda

Moved by: Michael Carson
Seconded by: Shawn Menard

THAT the Agenda for the Annual Meeting of December 8, 2014 be approved.

CARRIED

4. Board of Directors - Orientation

Vicky Kyriaco welcomed the Board and provided an orientation for new Directors. In terms of size, the Ottawa Student Transportation Authority (OSTA) is the largest consortia in the province, which includes over 400 students transported with high needs. Having a compliment of 21 staff and with administrative costs of 4%, OSTA is ranked in the 52nd. percentile provincially. Major responsibilities of the Board include policy development, strategic direction and review/approval of the OSTA operating budget. OSTA is currently undergoing a 4 year transformation to improve its' Effectiveness and Efficiency (E&E) Review rating from the Ministry of Education. If a high rating is achieved, it would eliminate transportation funding deficits at both Boards. Initially, the OSTA had a moderate low rating that changed to moderate in 2012. The next review will occur in 2016, and if a high rating is achieved, funding deficits of \$4 million would be eradicated at the OCDSB and a further \$500 thousand at the OCSB.

Before undertaking the next E&E review, there were a number of areas identified for improvement. Included were the Strategic Plan, governance, and independence of the consortia, amongst others. Next steps includes work on Governance, a new Service Level Agreement, alignment of Board and OSTA policies, reporting and delegation of authority. Currently, the OSTA is working on Walk Zone and Hazard Reviews, Bell Time Reviews, implementation of an IT Roadmap, alongside conducting competitive procurement of busing services in a fickle market.

Annual General Meeting Action Items

5. Appointment of Directors

The Board of Directors had before it memorandum, Appointment of Directors, from Vicky Kyriaco, General Manager, for consideration and approval. The General Manager reviewed the report that listed the representatives nominated to the OSTA Board of Directors at the respective member Boards' Annual meetings held in December 2014. Positive contributions of past Directors were noted.

Moved by: Brian Coburn
Seconded by: Michael Carson

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

Jennifer Adams
Michael Carson
Brian Coburn
Chris Ellis
Julian Hanlon
David Leach
Joanne MacEwan
Shawn Menard

CARRIED

6. 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.

Nominations were called for the position of President. Brian Coburn nominated Joanne MacEwan, who accepted the nomination. A second and third call for nominations for President was made. Hearing none, Joanne MacEwan was appointed by acclamation as the President of the Ottawa Student Transportation Authority.

Nominations were called for the position of Vice-President. Shawn Menard nominated Chris Ellis, who accepted the nomination. A second and third call for nominations for Vice-President was made. Hearing none, Chris Ellis was appointed by acclamation as the Vice-President of the Ottawa Student Transportation Authority.

Nominations were called for the position of Secretary. David Leach nominated Michael Carson, who accepted the nomination. A second and third call for nominations for Secretary was made. Hearing none, Michael Carson was appointed by acclamation as the Secretary of the Ottawa Student Transportation Authority.

Nominations were called for the position of Treasurer. Michael Carson nominated David Leach, who accepted the nomination. A second and third call for nominations for Treasurer was made. Hearing none, David Leach was appointed by acclamation as the Treasurer of the Ottawa Student Transportation Authority.

It was further agreed that the President also be appointed as Chairperson.

Moved by: Brian Coburn
Seconded by: Julian Hanlon

THAT in accordance with the Ottawa Student Transportation Authority By-Laws, the following persons be appointed as officers of the Corporation:

<u>Name</u>	<u>Title</u>
Joanne MacEwan	President
Chris Ellis	Vice-President
Michael Carson	Secretary
David Leach	Treasurer

AND

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

CARRIED

Mrs. Joanne MacEwan assumed the Chair.

7. Appointment of Auditors, Banker and Legal Counsel

a) Appointment of Auditor

The Board of Directors, as part of the audit tender, previously approved the appointment of Marcil Lavallée (on August 27, 2012) for the fiscal years of 2011/12 through 2013/14, with an option to renew services for up to an additional two years, which was being exercised.

b) Appointment of Banker

Moved by: Brian Coburn
Seconded by: Michael Carson

THAT the National Bank of Canada be re-appointed as the Ottawa Student Transportation Authority's banker for the year ending December 31, 2015.

CARRIED

c) Appointment of Legal Counsel

Moved by: Brian Coburn
Seconded by: Jennifer Adams

THAT Hicks Morley Hamilton LLP and Fasken Martineau DeMoulin LLP be appointed as the Ottawa Student Transportation Authority's legal counsel for the year ending December 31, 2015.

CARRIED

Annual General Meeting Information Items

8. Annual Report of the Affairs of OSTA 2013/2014

The Board of Directors had before it a memorandum, "Annual Report of the Affairs of OSTA 2013/14", from Vicky Kyriaco, General Manager/Chief Administrative Officer, for receipt. The General Manager commented on the report highlights and achievements of the OSTA over the past year, including progress on Bell Time Reviews, Policy and Program changes, Human Resources, and Yellow Bus Procurement, amongst others.

9. Audited Financial Statement for the Year Ended August 31, 2012

The Audited Financial Statement for the year ending August 31, 2014 was provided for information. This statement was previously presented and approved by the Board on November 10, 2014, and now includes the signed Auditor Report.

10. New Business

None. Shawn Menard noted congratulations to staff on the Walking School Bus program.

11. Next Annual General Meeting

Monday December 7, 2015 at 5:30 p.m. – Confirmed.

12. Adjournment

Moved by: David Leach
Seconded by: Brian Coburn

THAT the Annual General Meeting of December 8, 2014 be adjourned at 6:52 p.m.

CARRIED

Signature

Title

Signature

Title