

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

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**Held on  
Monday, December 9, 2013, 5:30 p.m.  
Ottawa Student Transportation Authority  
1645 Woodroffe Avenue, Ottawa (Nepean) – 1<sup>st</sup> Floor, Room 100**

**ANNUAL MEETING MINUTES**

**ATTENDANCE**

**President/Chairperson:** Vacant

**Vice-President** Vacant

**Directors:** Jennifer Adams  
John Shea  
Julian Hanlon  
David Leach  
Katie Holtzhauer  
Joanne MacEwan  
Brian Coburn

**Absent:** None.

**General Manager:** Vicky Kyriaco

**Others:** Nil

**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: John Shea**  
**Seconded by: Katie Holtzhauer**

**THAT the Agenda for the Annual Meeting of December 9, 2013 be approved.**

**CARRIED**

**Annual General Meeting Action Items**

4. 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 2013. Positive contributions of past Directors were noted.

**Moved by: Michael Carson**  
**Seconded by: Brian Coburn**

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

**Jennifer Adams**  
**Michael Carson**  
**Brian Coburn**  
**Julian Hanlon**  
**Katie Holtzhauer**  
**David Leach**  
**Joanne MacEwan**  
**John Shea**

**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.

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

Nominations were called for the position of Vice-President. Julian Hanlon nominated Brian Coburn, who accepted the nomination. A second and third call for nominations for Vice-

President was made. Hearing none, Brian Coburn 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: Katie Holtzhauer**  
**Seconded by: Joanne MacEwan**

**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>
<b>John Shea</b>	<b>President</b>
<b>Brian Coburn</b>	<b>Vice-President</b>
<b>Michael Carson</b>	<b>Secretary</b>
<b>David Leach</b>	<b>Treasurer</b>

**AND**

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

**CARRIED**

Mr. John Shea assumed the Chair.

6. a) Confirmation of Annual General Meeting Minutes, December 10, 2012

**Moved by: Jennifer Adams**  
**Seconded by: Katie Holtzhauer**

**THAT the Minutes of the Annual General Meeting held on December 10, 2012 be adopted as presented.**

**CARRIED**

6. b) Business Arising from Annual General Meeting Minutes, December 10, 2012

None

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, pending satisfactory performance.

b) Appointment of Banker

**Moved by: Brian Coburn**  
**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, 2014.**

**CARRIED**

c) Appointment of Legal Counsel

**Moved by: Brian Coburn**  
**Seconded by: Jennifer Adams**

**THAT Borden Ladner Gervais LLP, Heenan Blaikie and Hicks Morley Hamilton Stewart Storie LLP be re-appointed as the Ottawa Student Transportation Authority's legal counsel for the year ending December 31, 2014.**

**CARRIED**

## **Annual General Meeting Information Items**

8. Annual Report of the Affairs of OSTA 2012/2013

The Board of Directors had before it a memorandum, "Annual Report of the Affairs of the OSTA 2012/13", 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 an increase to the E&E rating to Moderate during an interim review which provided additional funding to the Public Board. Continuing work on various E&E projects includes hazard zone and bell time reviews, progress on governance, competitive procurement, and an IT Roadmap amongst others.

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

The Audited Financial Statement for the year ending August 31, 2013 was provided for information. This statement was previously presented and approved by the Board on November 11, 2013, and now includes the signed Auditor Report. Michael Carson acknowledged improvements made in budgeting and financial reporting processes and congratulated Mr. Redmond and all the staff who contribute to the process.

10. New Business

None.

11. Next Annual General Meeting

Monday December 8, 2014 at 5:30 p.m. – Confirmed.

12. Adjournment

**Moved by: Jennifer Adams**

**Seconded by: Julian Hanlon**

**THAT the Annual General Meeting of December 9, 2013 be adjourned at 5:44 p.m.**

**CARRIED**

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Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature

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Title