



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

Held on
Monday, December 7, 2020, 5:30 p.m.
Ottawa Student Transportation Authority
Confederation Education Centre, 1645 Woodroffe Avenue, Ottawa (Nepean)
Teleconference (Google Meet)

ANNUAL MEETING MINUTES

ATTENDANCE

President/Chairperson:	Vacant
Vice-President	Vacant
Directors:	Michael Carson Camille Williams-Taylor Jennifer Jennekens Chris Ellis Tom D'Amico Lisa Schimmens Cindy Simpson Joanne MacEwan
Absent:	None
General Manager/C.A.O:	Vicky Kyriaco
Guest:	None
Recording:	Laurie Frid, Executive Assistant

1. **Call to Order**

The meeting was called to order by the General Manager/Chief Administrative Officer at 5:33 p.m.
Introductions were made.

2. Acknowledgement

The Ottawa Student Transportation Authority respectfully acknowledges that we are located on the ancestral, traditional and unceded indigenous territory of the Algonquin Peoples, on whose territory we learn, play and work.

3. Declarations of Conflict of Interest

None.

4. Approval of the Annual Meeting Agenda

**Moved by Joanne MacEwan
Seconded by Tom D'Amico**

THAT the Agenda for the Annual Meeting of December 7, 2020 be approved. Motion Carried.

Annual General Meeting Action Items

5. Appointment of Directors

Vicky Kyriaco, General Manager/Chief Administrative Officer, assumed the chair, welcoming the new Board. The Board had before it the memorandum, Appointment of Directors, for consideration and approval. The General Manager/Chief Administrative Officer reviewed the report that listed the representatives nominated to the OSTA Board of Directors, from the respective member Boards' Annual meetings in December 2020. Included in the list are the alternative members (trustees and directors) to each school board. The Board of Directors will be appointed today, up until the following AGM (held December 2021). Positive contributions of both current and past Directors were gratefully acknowledged.

Questions were answered accordingly.

**Moved by Michael Carson
Seconded by Tom D'Amico**

THAT the following persons be appointed to the Ottawa Student Transportation Authority Board of Directors. Motion Carried.

**Camille Williams-Taylor
Michael Carson
Jennifer Jennekens
Chris Ellis
Tom D'Amico
Lisa Schimmens
Joanne MacEwan
Cindy Simpson
Christine Boothby (Trustee Alternate)
Lyra Evans (Trustee Alternate)
Mark Mullan (Trustee Alternate)
Brett Reynolds (Director Alternate)
Mary Donaghy (Director Alternate)**

6. Appointment of Officers and Chairperson

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

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

**Moved by Cindy Simpson
Seconded by Tom D'Amico**

THAT Joanne MacEwan be nominated for President of the Ottawa Student Transportation Authority.

Joanne MacEwan accepted the nomination.

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

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

**Moved by Chris Ellis
Seconded by Camille Williams-Taylor**

THAT Jennifer Jennekens be nominated for Vice-President of the Ottawa Student Transportation Authority.

Jennifer Jennekens accepted the nomination.

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

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

**Moved by Lisa Schimmens
Seconded by Joanne MacEwan**

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

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. **ACCLAIMED.**

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

**Moved by Michael Carson
Seconded by Cindy Simpson**

THAT Lisa Schimmens be nominated for Treasurer of the Ottawa Student Transportation Authority.

Lisa Schimmens accepted the nomination.

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

**Moved by Tom D'Amico
Seconded by Jennifer Jennekens**

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

**Joanne MacEwan, President
Jennifer Jennekens, Vice-President
Michael Carson, Secretary
Lisa Schimmens, Treasurer**

AND

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

Joanne MacEwan assumed the Chair.

7. (a) Confirmation of the Annual General Meeting Minutes, December 9, 2019

The Annual General Meeting minutes had been sent to the previous Board electronically on April 29, 2020, to review for any errors or omissions.

**Moved by Camille Williams-Taylor
Seconded by Lisa Schimmens**

THAT the Annual General Meeting minutes of December 9, 2019 be approved. Motion Carried.

(b) Business Arising from the Annual General Meeting Minutes, December 9, 2019

None.

8. 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 2016-2017 through 2018-2019 fiscal years, having options to renew for two additional 1-year terms pending satisfactory performance.

As this will be the last year under the current agreement, OSTA plans to review procurement options with the Board, prior to the next fiscal year.

b) Appointment of Banker

**Moved by Cindy Simpson
Seconded by Chris Ellis**

THAT the National Bank of Canada be re-appointed as the Ottawa Student Transportation Authority's banker for the year ending December 31, 2021. Motion Carried.

c) Appointment of Legal Counsel

**Moved by Tom D'Amico
Seconded by Cindy Simpson**

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, 2021. Motion Carried.

9. Annual Report on the Affairs of OSTA 2019 - 2020

The Board of Directors had before it a memorandum, "Annual Report on the Affairs of OSTA" for the 2019-2020 school year, from Vicky Kyriaco, General Manager/Chief Administrative Officer. The General Manager/Chief Administrative Officer reflected on the achievements made over the past year, including challenges due to the labour action at both member school boards, Operators transitioning in and out of our market, and then preparing for resumption of service after the spring COVID-19 shut-down.

Labour Action

Routes are designed to maximize the use of each individual vehicle, thereby providing service to 2 or 3 schools from either of our school boards. During the rotating strikes by different union groups, portions of routes had to be amended or cancelled in order to ensure student safety. OSTA developed a risk matrix, which enabled us to respond to changing circumstances that allowed timely communication with parents, drivers and schools.

COVID-19 Shut-Down and Preparation for Start-Up

During the COVID-19 shut-down, staff worked remotely and were busy preparing the system as normal, while the Government made decisions on the subsequent school year. OSTA participated in discussions with various partners on things such as: PPE and cleaning requirements on vehicles, for drivers, as well as the logistics around PPE. Other elements included physical distancing on vehicles, seating plans, and creating student cohorts.

Once the school boards announced their student schedule (e.g., elementary 5 days a week with secondary alternating cohorts with midday dismissals), OSTA re-designed at least 40% of the system. Consequently, OSTA had a delayed start-up to ensure Operators and parents were well prepared.

Operator Transitions and Procurement

OSTA ensured services continued smoothly, while Stock Transportation shut-down its Ottawa based operation last winter, and while First Student purchased and took over Campeau Bus Line's operation.

Driver shortages continued to impact operations on a daily basis. In an effort to maintain stability, OSTA entered into negotiations with a number of Operators to secure services for 300 yellow bus and wheelchair routes.

Throughout the COVID-19 shut-down, OSTA continued to pay Operators 85% of their total daily rate as companies were asked to remain on standby for a potential return to service during the spring months.

Customer Service

OSTA returned to the office in early August and provided necessary information to schools, and our families. A special COVID-19 webpage was created and graphics/stickers were produced and distributed to Operators to remind students and families of the rules.

The empty seat program was suspended for the 2019/2020 school year due to COVID-19 protocol.

Safety

Intertrain, who organizes interactive safety training with students, provided in-person school bus safety training to almost 32,000 elementary students at 80 schools, prior to the COVID-19 shut-down. In replacement of the in-person annual School Bus and Pedestrian Safety Day, an online program was created to ensure new riders would still have the messaging they would have received at school-based events.

School Active Transportation

A grant by the Ontario Active School Travel fund resulted in several new resources and services including Walk Zone Maps, Walk Routes to School Maps and signage for schools with QR codes, and Walk & Roll Meetup Maps for students to connect and walk together. OSTA continues to promote active school transportation.

Financial Position

Marcil Lavallee has, once again, given OSTA a clean audit. There was a large surplus of \$9.2 million, in comparison to the 2019/2020 budget. This is mostly due to the shut-down and no increase in autism programming.

The Board thanked the General Manager/Chief Administrative Officer and the OSTA staff for their hard work during this difficult year/start-up. It was agreed that a letter be sent by the President on behalf of the Board to the OSTA staff thanking them for their continuous efforts.

Questions were answered accordingly.

Moved by Cindy Simpson

Seconded by Chris Ellis

THAT the OSTA Board of Directors receive the Annual Report on the Affairs of OSTA 2019-2020, as presented. Motion Carried.

Annual General Meeting Information Items

10. Audited Financial Statement for the Year Ended August 31, 2020

The Audited Financial Statement for the year ending August 31, 2020 was provided for information. This statement was previously presented and approved by the Board on November 9, 2020, which now includes the signed Auditor Report. As in past years, OSTA continues to receive a clean audit opinion.

11. New Business

None.

12. Next Annual General Meeting

Monday December 6, 2021 at 5:30 p.m. – Confirmed.

13. Adjournment

**Moved by Chris Ellis
Seconded by Cindy Simpson**

THAT the Annual General Meeting of December 7, 2020 be adjourned at 5:56 p.m. Motion Carried.

Signature

Title

Signature

Title