



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

Held on
Monday, December 6, 2021, 5:30 p.m.
Ottawa Student Transportation Authority
1547 Merivale Road, Suite 300, Ottawa (Nepean)
Teleconference (Google Meet)

ANNUAL MEETING MINUTES

ATTENDANCE

President/Chairperson:	Vacant
Vice-President	Vacant
Directors:	Camille Williams-Taylor Michael Carson Wendy Hough Donna Blackburn Tom D'Amico Lisa Schimmens Joanne MacEwan Cindy Simpson
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 5:32 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 General Meeting Agenda

**Moved by Joanne MacEwan
Seconded by Camille Williams-Taylor**

THAT the Agenda for the Annual Meeting of December 6, 2021 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. Before it, the Board had 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 2021. The list included each school board's alternate members (trustees and directors). It was noted that the OCSB had one open position that OSTA will appoint in January. The Board of Directors will be appointed today until the following AGM (held December 2022). The General Manager/Chief Administrative Officer gratefully acknowledged the positive contributions of both current and past Directors.

**Moved by Michael Carson
Seconded by Camille Williams-Taylor**

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

**Camille Williams-Taylor
Michael Carson
Donna Blackburn
Wendy Hough
Tom D'Amico
Lisa Schimmens
Joanne MacEwan
Jennifer Jennekens (Trustee Alternate)
Sandra Schwartz (Trustee Alternate)
Jeremy Wittet (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 Joanne MacEwan
Seconded by Wendy Hough**

THAT Donna Blackburn be nominated for President of the Ottawa Student Transportation Authority.

Donna Blackburn accepted the nomination.

A second and third call for nominations for the position of President was made. Hearing none, by acclamation, Donna Blackburn 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 Cindy Simpson
Seconded by Camille Williams-Taylor**

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

Joanne MacEwan accepted the nomination.

A second and third call for nominations for the position of Vice-President was made. Hearing none, by acclamation, Joanne MacEwan 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 Cindy Simpson**

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 Donna Blackburn
Seconded by Michael Carson**

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 Joanne MacEwan
Seconded by Tom D'Amico**

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

**Donna Blackburn, President
Joanne MacEwan, 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, Vice-President/Chair, assumed the position of Chair.

7. Appointment of Auditors, Banker and Legal Counsel

a) Appointment of Auditor

Since its inception, OSTA has been utilizing the licensed professional services of Marcil Lavallée, over which time they continued to provide high value in the provision of audit services. OSTA researched whether it was necessary to engage in competitive procurement as the agreement expired in 2020/2021. With the recent changes to the Broader Public Sector Procurement Directive Implementation Guideline, legal advice was sought, with a policy update forthcoming. Due to the complex operational environment, OSTA recommended that no changes take place at this time.

Questions were answered accordingly.

**Moved by Lisa Schimmens
Seconded by Michael Carson**

THAT the OSTA Board of Directors direct staff to enter into a contract with Marcil Lavallée for the 2021-2022 fiscal year, for the provision of audit services. Motion Carried.

b) Appointment of Banker

**Moved by Donna Blackburn
Seconded by Tom D'Amico**

THAT the National Bank of Canada be re-appointed as the Ottawa Student Transportation Authority's banker for the year ending December 31, 2022. Motion Carried.

c) Appointment of Legal Counsel

**Moved by Michael Carson
Seconded by Donna Blackburn**

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, 2022. Motion Carried.

9. Annual Report on the Affairs of OSTA 2020 – 2021

The Board of Directors had before it a memorandum, "Annual Report on the Affairs of OSTA" for the 2020-2021 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, in addition to the challenges due to the driver shortage and the ongoing COVID-19 pandemic. She also showed her appreciation to all of the bus and van drivers who continued to provide service during these challenging times.

Driver Shortage

There was a driver shortage during the 2019-2020 school year, although its impacts were not felt as intensely as thousands of students engaged in full-time virtual learning. By August of 2021, more than 80 drivers decided not to return, which only amplified the situation.

Route Planning and Contingency Plans

OSTA planned the 2020-2021 school year as normal, knowing which students would remain online and who was returning to in-person learning. In the event that drivers did not return to work, OSTA created a contingency plan to identify which students could be re-assigned to OC Transpo and which routes could be blended, if necessary. OSTA was able to respond to the driver situation quickly when it became apparent there would be an even greater driver shortage than in the previous year.

COVID Precautions

Precautions continued throughout the year (e.g., masking, deep cleaning), and OSTA continued to work with the Ottawa Public Health and other stakeholders to communicate vital information regarding contact tracing. The OSTA staff continued to work in the office throughout the shutdown, with new protocols in place and respected.

Office Move/Staffing

Over the summer of 2021, OSTA moved its office location, now based on Merivale Road. OSTA's Assistant General Manager, Blyth Helman, retired after 40 years in the industry, and we welcomed Kevin Dahl, our new Assistant General Manager, who has made significant contributions this far.

OC Transpo

OSTA acknowledged OC Transpo for their continued flexibility during the restructuring of services. They were able to implement new routes and service many students on short notice.

Questions were answered accordingly.

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

THAT the OSTA Board of Directors receive the Annual Report on the Affairs of OSTA 2020-2021, as presented. Motion Carried.

On behalf of the Board of Directors, Joanne MacEwan acknowledged and thanked Vicky Kyriaco, General Manager/Chief Administrative Officer and staff for their continued hard work and efforts.

Annual General Meeting Information Items

10. Annual General Meeting Minutes – December 7, 2020

The Annual General Meeting Minutes of December 2020 were presented for information only, as they were approved by the Board in March 2021.

11. Audited Financial Statement for the Year Ended August 31, 2021

The Audited Financial Statement for the year ending August 31, 2021 was provided for information. This statement was previously presented and approved by the Board on November 8, 2021, 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 5, 2022 at 5:30 p.m. – Confirmed.

13. Adjournment

**Moved by Michael Carson
Seconded by Lisa Schimmens**

THAT the Annual General Meeting of December 6, 2021 be adjourned (5:55 p.m.) Motion Carried.

Signature

Title

Signature

Title