

**Virtual Annual General Meeting**  
**Minutes**  
**Wednesday, May 26, 2021**  
**7 p.m. to 8 p.m.**

**Members in Attendance**

Réjeanne Aimey  
Sandra Ausma (Director)  
Nicholas Burgwin  
Karen Chan  
Shelly Deitner  
Bob Dony  
Márta Ecsedi (Director)  
Jamie Gerson  
Ashley Gismondi (Director)  
Jonathan Hack (Treasurer)  
Maria Iannone (Secretary)  
Valeria Mueller (Director)  
Changiz Sadr  
Baijul Shukla (Director)  
Arthur Sinclair (Vice President)  
Marisa Sterling (Past President)  
Sue Tessier (President)  
Nicholas Zannier

**Guests in Attendance**

Josh Bowman  
Ryan Butler  
Mark Frayne  
Hamza Farooq  
Monica Kwong  
Vincent Lai  
Katie Mazzuca  
Osamah Solomah  
Tony Thoma

Nayab Khokhar, Staff Support  
Saskia Martini-Wong, Staff Support  
**Javier Valdivieso, Staff Support**

	Item	Action
1.	<p><b>Welcome &amp; Call to Order</b></p> <p>President Sue Tessier welcomed members and guests to the 2021 Annual General Meeting. She noted that a virtual networking session had preceded the AGM and that the turnout of students and the engagement of participants in the session had been very good. Sue Tessier acknowledged and thanked PEO, OSPE and Engineers Canada for sending video greetings for this session. She also acknowledged and thanked ACEC-Ontario and Engineers Without Borders for having representatives present to speak to attendees during the virtual networking session.</p> <p>Sue Tessier reported that proper notice of meeting was provided to members on May 12. She explained that due to ongoing pandemic restrictions, the Ontario government had given corporations a temporary amendment to allow director and shareholder meetings to be held electronically.</p> <p>Sue Tessier asked everyone to mute themselves and to ensure their full names were appearing. It was noted that any questions or concerns could be directed through private message to Arthur Sinclair.</p> <p><b>Voting</b></p> <p>Sue Tessier explained to attendees that only members in good standing were eligible to vote. She noted that voting would be done through the polling feature in Zoom. Motions would be shown on screen and read out. Individuals who wished to move and second a motion could do so by typing in the chat.</p> <p>A test motion was carried out to demonstrate the process.</p> <p><b>Confirmation of Quorum</b></p> <p>Sue Tessier confirmed to attendees that a quorum was present and the meeting was properly constituted.</p> <p><b>Approval of Agenda</b></p> <p>Sue Tessier referred attendees to the agenda that was circulated in the meeting package. She asked if there were any items to be added to other business. There were no changes to the agenda.</p>	

	<p><b>Motion by Jonathan Hack, seconded by Changiz Sadr:</b>  <b>Be it resolved that agenda be approved as presented. CARRIED</b></p> <p><b><i>Approval of 2020 AGM Minutes</i></b>          Sue Tessier referred attendees to the 2020 AGM minutes which were provided as part of the notice of meeting package. She asked if there were any amendments to the minutes.</p> <p><b>Motion by Val Mueller, seconded by Ashley Gismondi:</b>  <b>Be it resolved that the minutes of the last meeting of members held on June 29, 2020 be approved as presented. CARRIED</b></p>	
<p><b>2.</b></p>	<p><b>Treasurer’s Report</b>          Treasurer Jonathan Hack informed attendees he would be happy to take questions at the end of his presentation. He noted the 2020 audited financial statements had been provided in the notice of meeting. They were contained in the annual report.</p> <p><b><i>2020 Audited Financial Statements</i></b>          Jonathan Hack reported that Chaplin and Co. were the auditors for 2020 and the audit was completed by April 1, 2021. The letter from the auditors confirms that:</p> <ul style="list-style-type: none"> <li>• No modifications were made to the audit plan.</li> <li>• No difficulties were encountered during the audit.</li> <li>• The accounting policies used by FFE are in accordance with Canadian accounting standards for not-for profit organizations.</li> <li>• No significant unusual transactions were identified.</li> <li>• No significant deficiencies in internal control were identified.</li> <li>• No major disagreements with management were encountered during the audit process.</li> </ul> <p>Jonathan Hack referred attendees to the Statement of Revenue and Expenditures. He noted that the Foundation had a surplus of \$276,588. The large surplus was a result of investment income of \$416,407. Scholarship expenses were \$153,000. The surplus of \$276,588 is reflected in the Statement of Changes in Net Assets. This surplus also serves to increase the unrestricted “net assets” to \$3,538,103 as of December 31, 2020 as shown in the Statement of Financial Position.</p>	

	<p>Jonathan Hack explained that the Foundation had a large amount of cash at the end of 2019 due to the settlement of an estate in December 2019. This resulted in a significant amount of cash (\$901,625) on hand for a brief period before it was placed in the investment portfolio. The amount of cash on hand at the end of 2020 is more reflective of the Foundation’s usual Statement of Cash Flows position in the audited financial statements.</p> <p>There were no questions related to the 2020 audited financial statements.</p> <p><b><i>Appointment of the Auditors for 2021</i></b>      Jonathan Hack informed attendees that the board is planning to issue a Request for Proposal for audit services in 2021, however this would be for the 2022 fiscal year.</p> <p><b>Motion by Val Mueller, seconded by Sandra Ausma:      Be it resolved that Chaplin and Company Chartered Accountants be appointed as auditor for the Ontario Professional Engineers Foundation for Education for the fiscal year 2021. CARRIED</b></p>	
<p><b>3.</b></p>	<p><b>President’s Report</b>      Sue Tessier indicated that she would be happy to take questions at the end of her report. Attendees could ask questions via private message to Arthur Sinclair or by using the raise hand function to ask questions directly.</p> <p>Sue Tessier explained that the Foundation had moved to virtual meetings in the fall of 2019, so the Foundation was well-positioned when lockdown restrictions began in March 2020 and people began working from home. The pandemic also forced the Foundation to move to more electronic payments, particularly to the schools. In addition, all award ceremonies were cancelled in 2020, so gold medals were sent by mail.</p> <p>As Conestoga College was accredited by the CEAB in 2020, Sue Tessier explained that Conestoga would be awarding its first gold medal shortly.</p> <p>Sue Tessier thanked Jonathan Hack for serving as the Foundation’s treasurer and Márta Ecsedi for serving as chair of the fundraising committee. The fundraising committee is focusing on growing the membership and donations.</p>	

	<p>Sue Tessier reported that at the end of 2020, Baijul Shukla reinstated the communications committee. The committee identified a number of goals and deliverables for 2021.</p> <p>Sue Tessier explained that significant progress was made on the governance front in 2020 as would be seen later in the agenda with the proposed by-law changes. This was done to open up membership in the Foundation by allowing licence holders and members of OSPE to join the Foundation. She thanked Val Mueller for her work in this area.</p> <p>Sue Tessier noted that new five-year agreements for partner schools had just been issued with language that promotes diversity of applicants and limits students from receiving a Foundation scholarship if they already receive more than \$10,000 from other sources. Agreements should be finalized by the end of the summer.</p> <p>Sue Tessier expressed her thanks to her fellow directors, members and staff for their support and commitment to the Foundation over the past year. She expressed her hope that in 2022, schools would go back to in-person award ceremonies and that Foundation members would once again be able to attend and represent the Foundation.</p> <p>There were no questions.</p>	
<p><b>4.</b></p>	<p><b>Proposed By-law Changes</b></p> <p>Val Mueller referred attendees to the six by-law changes that were outlined in the meeting package. She gave an overview and reasoning for these proposed changes.</p> <p><b><i>By-law change #1</i></b></p> <p>This proposed change required no explanation. It allows for all licenced engineers to become members of the Foundation.</p> <p><b><i>By-law change #2</i></b></p> <p>Val Mueller explained that many associate members of OSPE have been internationally trained and are on the path to licensure. Associate members may also be individuals who completed a degree in Canada, but have chosen not to be licenced as they have pursued a career in law or finance, but are still tied to the engineering community.</p>	

<p><b>By-law change #3</b>          As the Foundation only employs a part-time administrator, the board is a working board and therefore requires directors that have certain skills and/or experience that can be gained from being an employee of either PEO or OSPE.</p> <p><b>By-law change #4</b>          This clause is being removed as it is redundant.</p> <p><b>By-law changes #5 and #6</b>          Due to the removal of clause 16 c) in by-law change #4, clauses 16 d) and e) will now become clauses 16 c) and d) respectively.</p> <p>Val Mueller introduced the first of six by-law changes.</p> <p><b>By-law change #1</b>          It was noted that: <del>All persons who from time to time are or have been members of the Council or staff of the Association of Professional Engineers of Ontario (PEO)</del> has been removed.</p> <p><b>Motion by Changiz Sadr, seconded by Bob Dony:</b>  <b>Be it resolved that By-law no. 1, 16 b), i) will now read:</b>  <b>All persons who hold a licence issued under the <i>Professional Engineers Act (Ontario)</i> and who have demonstrated an interest in the objects of the Corporation. CARRIED</b></p> <p><b>By-law change #2</b>          It was noted that: <del>from time to time are or have been members of the Board of Directors or staff</del> has been removed.</p> <p><b>Motion by Jonathan Hack, seconded by Changiz Sadr:</b>  <b>Be it resolved that By-law no. 1, 16 b), ii) will now read:</b>  <b>All persons are either Professional or Associate members in good standing of the Ontario Society of Professional Engineers (OSPE) and who have demonstrated an interest in the objects of the Corporation. CARRIED</b></p> <p><b>By-law change #3</b>          It was noted that: <del>All persons who are members of the Executive Committee of a chapter of the Association of Professional Engineers of Ontario (PEO) and who have demonstrated an interest in the objects of the Corporation.</del> has been removed.</p>	
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<p><b>Motion by Sandra Ausma, seconded by Shelly Deitner:</b> Be it resolved that By-law no. 1, 16 b), iii) will now read: All persons who are current staff members of either Professional Engineers Ontario (PEO) or the Ontario Society of Professional Engineers (OSPE) and who have demonstrated an interest in the objects of the Corporation. CARRIED</p> <p><b><i>By-law change #4</i></b> Motion by Jonathan Hack, seconded by Baijul Shukla: Be it resolved that By-law no. 1, 16 c) will be removed:</p> <p><del>The certificate of the Registrar of the Association of Professional Engineers of Ontario, the Executive Director of the Ontario Society of Professional Engineers, the PEO Chapter executive roster as filed with the PEO Chapter Office, or the Corporation records as the case may be, shall be conclusive as to whether or not a person is eligible for membership in accordance with this provision for all purposes of the Corporation. CARRIED</del></p> <p><b><i>By-law change #5</i></b> Motion by Maria Iannone, seconded by Changiz Sadr: Be it resolved that By-law no. 1, 16 d), will now become 16 c) and will read: A member of the Corporation may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors. CARRIED</p> <p><b><i>By-law change #6</i></b> It was noted that: <del>be either current or past members of PEO Council or current or past PEO staff or members of OSPE Board or OSPE staff with a simple majority of whom must be currently serving PEO Council members or staff or OSPE Board members or staff. If necessary to satisfy this provision, those who are no longer serving on PEO Council or staff or the OSPE Board or staff will be dropped from membership of the Corporation in reverse order of their tenure in the Corporation (i.e., the longest serving members first).</del> has been removed.</p>	
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	<p><b>Motion by Baijul Shukla, seconded by Maria Iannone:</b>  <b>Be it resolved that Bylaw no. 1, 16 e) will now be section d) and will read: The membership of the Corporation at any one time shall be limited to one hundred (100). Up to fifty (50) individuals shall be licence holders under the Professional Engineers Act (Ontario), current Professional or Associate members of the Ontario Society of Professional Engineers (OSPE) or current staff members of Professional Engineers Ontario (PEO) or the Ontario Society of Professional Engineers (OSPE). An additional thirty-six (36) individuals shall be active members in good standing of a PEO chapter Executive Committee, with only one (1) representative designated per PEO chapter serving as a member of the Corporation at any one time. An additional fourteen (14) individuals shall be winners of the Corporation’s Gold Medal and eligible for membership as set out in section 16. (b) (iv) of this by-law. CARRIED</b></p>	
<p><b>5.</b></p>	<p><b>Board of Directors Slate</b>        Sue Tessier acknowledged the 2020-2021 board of directors and thanked them for their volunteerism.</p> <ul style="list-style-type: none"> <li>• Sue Tessier – President</li> <li>• Arthur Sinclair – Vice President</li> <li>• Jonathan Hack – Treasurer</li> <li>• Maria Iannone – Secretary</li> <li>• Marisa Sterling – Past President</li> <li>• Sandra Ausma</li> <li>• Márta Ecsedi</li> <li>• Ashley Gismondi</li> <li>• Valeria Mueller</li> <li>• Baijul Shukla</li> </ul> <p>She noted that she would be stepping down as president on June 9 at the first board meeting of the 2021-2022 board of directors. Directors will vote for a new president at that time. Sue Tessier thanked Marisa Sterling for her commitment to the board and noted that she had served as a director since 2007. Sue Tessier also acknowledged that Maria Iannone was stepping down from the board and thanked her for serving as the Foundation’s secretary for the past two years and as a director since 2015.</p> <p>Sue Tessier reminded members that a formal nomination process would be in place for the 2022 AGM.</p>	



	<p>She introduced the two candidates being proposed for appointment to the 2021-2022 board of directors, each for a three-year term. Sue Tessier noted that the candidate profiles of Réjeanne Aimey and Nicholas Zannier were included in the notice of meeting package.</p> <p>Arthur Sinclair reported that a couple of questions had been received through the chat feature. The first question related to confirming how individuals become members. Attendees were told that a membership application needed to be completed and then approved by the board of directors. It was confirmed that both Réjeanne Aimey and Nicholas Zannier had been approved for membership at the last board meeting along with two other individuals.</p> <p>Confirmation was sought as to what requirements were needed for directors. Sue Tessier explained that directors must be members of the Foundation. It was also stressed that as a working board, directors were chosen for experience and competencies.</p> <p><b>Motion by Jonathan Hack, seconded by Val Muller:</b>  <b>Be it resolved that Réjeanne Aimey, P.Eng. be appointed as a Director of the Foundation Board for a three-year term. CARRIED</b></p> <p><b>Motion by Baijul Shukla, seconded by Bob Dony:</b>  <b>Be it resolved that Nicholas Zannier, a 2020 Gold Medal Recipient, be appointed as a Director of the Foundation Board for a three-year term. CARRIED</b></p>	
6.	<p><b>Member Questions</b>          No questions were raised by members.</p>	
7.	<p><b>New Business</b>          No new business was raised.</p>	
8.	<p><b>Adjournment</b>          There being no further business, Sue Tessier called for a motion to adjourn the 2021 Annual General Meeting.</p> <p><b>Motion by Baijul Shukla, seconded by Val Mueller:</b>  <b>Be it resolved that the members of the Foundation approve to adjourn the 2021 Annual General Meeting. CARRIED</b></p>	

Sue Tessier, P.Eng.  
Chair of the Meeting

Saskia Martini-Wong, CAE  
Recording Secretary