

Virtual Annual General Meeting
Minutes
Tuesday, May 17, 2022
7 p.m. to 8 p.m.

Members in Attendance

Réjeanne Aimey (Vice President)
Sandra Ausma (Director)
Nicholas Burgwin
Darla Campbell
Corneliu Chisu
Bill De Angelis
Shelly Deitner
Mehemed Delibasic
Bob Dony
Shane Ghouralal
Ashley Gismondi (Secretary)
Jonathan Hack (Treasurer)
Bart Kanters
Bruce Matthews
Valeria Mueller (Director)
Marilyn Powers
Baijul Shukla (Director)
Arthur Sinclair (President)
Marisa Sterling
Sue Tessier (Past President)
Oliver Xiao
Nicholas Zannier

Saskia Martini-Wong, Staff Support

Guests in Attendance

Sherlock Sung

	Item	Action
1.	<p>Welcome & Call to Order</p> <p>President Arthur Sinclair welcomed members and guests to the 2022 Annual General Meeting. He noted that a virtual networking session had preceded the AGM with keynote speaker Jeremy Wang, a former Foundation scholarship winner. ACEC-Ontario and Engineers Canada both sent video greetings, and Marilyn Powers, President and Chair of OSPE addressed the attendees.</p> <p>Arthur Sinclair confirmed that the Notice of Meeting was sent on May 3 and noted that the government of Ontario had extended the period allowing corporations to hold their meetings electronically.</p> <p>Attendees were asked to mute themselves and were told that they could use the raise hand feature or send a private chat message to Vice President Réjeanne Aimey.</p> <p>Voting</p> <p>Arthur Sinclair explained to attendees that only members in good standing were eligible to vote. He noted that voting would be done through the polling feature in Zoom. Motions would be displayed 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>Arthur Sinclair reminded members in attendance that for the election of directors, they would have received a separate email. The voting for directors was being done through ElectionBuddy. Members had until 7:30 p.m. EDT to vote.</p> <p>Confirmation of Quorum</p> <p>Arthur Sinclair confirmed to attendees that a quorum was present and the meeting was properly constituted.</p> <p>Approval of Agenda</p> <p>Arthur Sinclair referred attendees to the agenda that was circulated in the meeting package. He asked if there were any items to be added to other business. There were no changes to the agenda.</p>	

	<p>Motion by Bruce Matthews, seconded by Bob Dony: Be it resolved that agenda be approved as presented. CARRIED</p> <p>Approval of 2021 AGM Minutes Arthur Sinclair referred attendees to the 2021 AGM minutes which were provided as part of the notice of meeting package. He asked if there were any errors or omissions.</p> <p>Motion by Sue Tessier, seconded by Sandra Ausma: Be it resolved that the minutes of the last meeting of members held on May 26, 2021 be approved as presented. CARRIED</p>	
<p>2.</p>	<p>Treasurer’s Report Treasurer Jonathan Hack informed attendees he would be happy to take questions at the end of his presentation. He noted the 2021 audited financial statements had been provided with the Notice of Meeting. They were contained in the annual report.</p> <p>2021 Audited Financial Statements Jonathan Hack reported that Chaplin and Co. were the auditors for 2021 and the audit was completed by April 1, 2022. The letter from the auditors confirms that:</p> <ul style="list-style-type: none"> • No modifications were made to the audit plan. • No difficulties were encountered during the audit. • The accounting policies used by FFE are in accordance with Canadian accounting standards for not-for profit organizations. • No significant unusual transactions were identified. • No significant deficiencies in internal control were identified. • No major disagreements with management were encountered during the audit process. <p>Jonathan Hack referred attendees to the Statement of Revenue and Expenditures. He noted that the Foundation had a surplus of \$136,025. The large surplus was a result of investment income of \$292,808. Scholarship expenses were \$141,000. The surplus of \$136,025 is reflected in the Statement of Changes in Net Assets. This surplus also serves to increase the unrestricted “net assets” to \$3,674,128 as of December 31, 2021 as shown in the Statement of Financial Position.</p> <p>Jonathan Hack asked if there were any questions.</p>	

	<p>Corneliu Chisu asked Jonathan Hack to confirm that the Foundation was in compliance with all CRA requirements. Jonathan Hack confirmed the Foundation along with the auditor’s assistance ensures that all filings are complete.</p> <p>Marisa Sterling asked whether any funds were disbursed for the EWB Leaders of the Future Award. Jonathan Hack reported that no funds were disbursed in 2021.</p> <p>There were no other questions related to the 2021 audited financial statements.</p> <p><i>Appointment of the Auditors for 2022</i> Jonathan Hack informed attendees that the board will issue a Request for Proposal for audit services in the fall of 2022 as the current auditor has been in place since fiscal year 2018. The fiscal year 2022 will mark five years with the current auditor.</p> <p>Motion by Jonathan Hack, seconded by Bob Dony: 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 2022. CARRIED</p>	
<p>3.</p>	<p>President’s Report Arthur Sinclair indicated that he would be happy to take questions at the end of his report. Attendees could ask questions via private message to Réjeanne Aimey or by using the raise hand function to ask questions directly.</p> <p>Arthur Sinclair reported that in the summer and fall of 2021, the Foundation rewrote the five-year agreements with input from the 16 Partner Schools. All 16 agreements were signed before the end of 2021. The new agreements recognize that some students may not identify as male or female. The new agreements also provide partner schools more flexibility in their selection process by allowing each school to weigh the Foundation’s criteria differently (engineering aptitude, extra curricular activities including volunteerism and financial need). The Foundation will also continue to recognize the student who graduates with the highest academic average from each school with the gold medal. The agreements started with the 2021-2022 academic year and will finish with the 2025-2026 academic year.</p>	

	<p>Arthur noted two “firsts” for the Foundation. The awarding of Conestoga College’s first gold medalist and that Nicholas Zannier, EIT joined the Foundation board as the first gold medalist (Laurentian graduate Spring 2020).</p> <p>Two summer students were hired through the Canada Summer Jobs Program allowing the Foundation to move forward on grant applications, donor management and communications initiatives.</p> <p>Director Baijul Shukla led the Foundation’s communications efforts in 2021 working with not only one of the summer students, but also with a team from Centennial College. The Foundation participated in a class program. Centennial students used the Foundation as a case study and made recommendations regarding the website.</p> <p>Arthur Sinclair thanked the fundraising committee for its work and noted that it is chaired by Director Márta Ecsedi.</p> <p>He also thanked Director Val Mueller for her work on operations and governance.</p> <p>Arthur Sinclair expressed his appreciation to all directors for their support and thanked donors for their financial contributions. He also acknowledged the work of Saskia Martini-Wong, the Foundation’s administrator.</p> <p>There were no questions.</p>	
<p>4.</p>	<p>Break <i>There was a short break while the results of the election were confirmed. A video message by PEO President Nick Colucci was played for attendees.</i></p>	
<p>5.</p>	<p>Board of Directors Slate Arthur Sinclair acknowledged the 2021-2022 board of directors and thanked them for their volunteerism.</p> <ul style="list-style-type: none"> • Arthur Sinclair – President • Réjeanne Aimey – Vice President • Sue Tessier – Past President • Jonathan Hack – Treasurer • Ashley Gismondi – Secretary 	

- Sandra Ausma
- Márta Ecsedi
- Valeria Mueller
- Bajjul Shukla
- Nicholas Zannier

Arthur Sinclair thanked Jonathan Hack and Val Mueller for their dedication to the board and noted their terms were ending at the close of the AGM.

Arthur Sinclair asked Sue Tessier to provide the report on nominations. Past President Sue Tessier provided an overview of the nomination process and thanked the six individuals who ran for election. She explained that in order to stagger the terms of directors on the board, there will be two motions to reappoint sitting directors for either a one-year or two-year term. She also explained that according to the bylaws OSPE could appoint a representative to the board.

Motion by Bob Dony, seconded by Darla Campbell:

Be it resolved that Márta Ecsedi, P.Eng. and Arthur Sinclair, P.Eng. be appointed as Directors of the Foundation Board for a one-year term. CARRIED

Motion by Bruce Matthews, seconded by Marisa Sterling:

Be it resolved that Sandra Ausma, P.Eng., and Ashley Gismondi be appointed as Directors of the Foundation Board for a two-year term. CARRIED

Motion by Ashley Gismondi, seconded by Jonathan Hack:

Be it resolved that Jamie Gerson, P.Eng. be appointed as a Director of the Foundation Board for a three-year term. CARRIED

Sue Tessier announced that Bruce Matthews and Nicholas Burgwin secured the most votes in the election.

Motion by Jonathan Hack, seconded by Darla Campbell:

Be it resolved that the members of the Ontario Professional Engineers Foundation for Education accept the results of the 2022 election and the appointment of Nicholas Burgwin, P.Eng. and Bruce G. Matthews, P.Eng. as Directors of the Foundation board for a three-year term. CARRIED

<p>6.</p>	<p>Member Questions</p> <p>Arthur Sinclair asked if there were any questions.</p> <p>Corneliu Chisu asked how many members the Foundation has. Saskia Martini-Wong confirmed the Foundation has 34 members.</p> <p>Marisa Sterling asked about the EWB funding and whether it would be restored. Sue Tessier reported that she had spoken to Boris Martin. The funds were for work terms. EWB is supposed to provide the Foundation with an updated MOU in light of the pandemic.</p>	
<p>7.</p>	<p>New Business</p> <p>No new business was raised.</p>	
<p>8.</p>	<p>Adjournment</p> <p>There being no further business, Sue Tessier called for a motion to adjourn the 2021 Annual General Meeting.</p> <p>Motion by Ashley Gismondi, seconded by Nicholas Zannier: Be it resolved that the members of the Foundation approve to adjourn the 2022 Annual General Meeting. CARRIED</p>	

Arthur Sinclair, P.Eng.
Chair of the Meeting

Saskia Martini-Wong, CAE
Recording Secretary