



Ontario Workplace Health Coalition

Supporting comprehensive workplace health in Ontario

Ontario Workplace Health Coalition (OWHC) Annual General Meeting Minutes

Meeting: Ontario Workplace Health Coalition Annual General Meeting
Date: October 22, 2013
Time: 11:30 am - 12:30 pm
Location: Centre for Health & Safety Innovation
5110 Creekbank Road, Mississauga, Ontario, L4W 0A1

Present: **Members, In Person:** Andrew Harkness, Bernadette Hymus, Gerry Culina
Ivian Tchakarova, Janet Carr, Janet Baker, Norma Gibson-MacDonald, Roslyn
Wright, Myrna Ojala, Lisa van der Vinne, Judy Kerling, Stan Murray, Nadine
Holland, Sabrina Arvanitis, Sharon Bendicks, Shirley Wylie, Tim Fleming,
Yvonne O'Reilly, Terri Aversa, Allan Smofsky, Joanna Bond, Marion Reeves

Members, Via Webinar: Barbara Woodward, Beck Weber, Caleb Leduc,
Julie Fischer, Monique Beneteau, Sandy Richardson

Chair: Andrew Harkness/Gerry Culina
Secretary: Jennifer Krueger
Recorder: Desiree D'Souza



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Time	Item	Content	Movers and Seconders	Vote
11:30 am	2.0 Welcome & Introductions	<ul style="list-style-type: none"> • Andrew Harkness welcomed everyone including those participating by webinar. • Andrew Harkness acknowledged Workplace Safety and Prevention Services (WSPS) for allowing the OWHC to hold this AGM at the Centre for Health and Safety Innovation, and for arranging for staff to facilitate the webinar. • He explained the voting process in person and on-line and that only registered, paid-up members would be entitled to vote. He advised that the electronic votes would be completed first prior to the hand votes. 		
	<ul style="list-style-type: none"> • Call to Order 	<ul style="list-style-type: none"> • Andrew Harkness called the Fifth Annual General Meeting (AGM) to order. 		
	<ul style="list-style-type: none"> • Secretary and Scrutineers 	<ul style="list-style-type: none"> • Jennifer Krueger was acknowledged as the Secretary and appointed Scrutineer. • 		



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	<ul style="list-style-type: none"> • Notice of Meeting 	<ul style="list-style-type: none"> • The Secretary was assigned to keep a copy of the notice of meeting with the records of the meeting. 		
	<ul style="list-style-type: none"> • Meeting Regularly Constituted 	<ul style="list-style-type: none"> • Andrew Harkness acknowledged that quorum requirements were met and that advance notice of the Annual General Meeting and its details had been provided. 		
	Minutes of October 18, 2012 Annual General Meeting	<ul style="list-style-type: none"> • No comments/changes were proposed for the October 18, 2012 AGM minutes. Andrew Harkness stated “May I have a motion to approve the minutes.” • “Will those participating by webinar please now vote on your screen “yes” or “no” in favour of approving the minutes of the October 18, 2012 Annual General Meeting. Will those present in the room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.” • Andrew Harkness declared the minutes of the 2012 Annual General Meeting dated October 18, 2012 approved. 	<p>Moved: Janet Baker</p> <p>Seconded: Allan Smofsky</p>	All in favour



	<p>3.0 Board of Directors' Report</p>	<ul style="list-style-type: none"> • Gerry Culina reviewed highlights of the OWHC Annual Report, August 1, 2012, to July 31, 2013, including the following items: • <i>OWHC Core Focus</i> • <i>Updating Workplace Health Model</i> • <i>Breakfast Networking Meetings</i> • <i>Website Changes</i> <p>Gerry Culina asked if anyone had any questions about this or anything else in the Annual Report. There were no questions.</p>		
	<p>4.0 Financial Report</p>	<p>Stan Murray, Treasurer, reviewed the highlights of the Treasurer's Report and the financial statements. He asked if there were any errors or omission noted in the report and asked:</p> <p>"I would like to move that we approve the Financial Report for the year ended July 31, 2013"</p> <p>Stan declared the Financial Report as at July 31, 2013 approved.</p>	<p>Moved: Stan Murray</p> <p>Seconded: Shirley Wylie</p>	<p>All in favour</p>



	<p>5.0 Proposed Resolutions</p> <ul style="list-style-type: none"> Resolution #1: Change of Corporation name in Bylaws 	<p>Andrew Harkness stated that the first resolution was a Change of Corporation name in the Bylaws: “May I have a motion that all references to the Ontario Workplace Health Coalition (OWHC) be removed from the Bylaws of the Corporation and be replaced with Ontario Workplace Health Coalition (OWHC)? And a seconder?”</p> <ul style="list-style-type: none"> “Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution regarding that all references to the Ontario Workplace Health Coalition (OWHC) be removed from the Bylaws of the Corporation and be replaced with Ontario Workplace Health Coalition (OWHC). Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.” Andrew Harkness declared the resolution carried that all references to the Ontario Workplace Health Coalition (OWHC) be removed from the Bylaws of the Corporation and be replaced with Ontario Workplace Health Coalition (OWHC). 	<p>Moved: Stan Murray</p> <p>Seconded: Myrna Ojala</p>	<p>All in favour</p>
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	<p>Resolution #2: Appointment of Auditors</p>	<p>Stan Murray stated that the OWHC was required to appoint an auditor for the fiscal year ending July 31, 2014: “May I have a motion to appoint Good & Partners, LLP Chartered Accountants, as accountants of the Corporation to prepare a Notice to Reader report for the fiscal year ending July 31, 2014, holding office until the next annual meeting or until their successors are appointed, and that the Board of Directors be authorized to fix the accountants’ remuneration?”</p> <ul style="list-style-type: none">• “Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution regarding appointment of Good & Partners, LLP Chartered Accountants, as accountants of the Corporation to prepare a Notice to Reader report for the fiscal year ending July 31, 2014. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.”• Stan declared the resolution carried and the appointment of Good & Partners, LLP Chartered Accountants, as accountants of the Corporation, to prepare a Notice to Reader report for the fiscal year ending July 31, 2014.	<p>Moved: Judy Kerling</p> <p>Seconded: Allan Smofsky</p>	<p>All in favour</p>
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	<p>Resolution #3: Eligibility for Board of Directors</p>	<ul style="list-style-type: none"> The Board has decided that aside from the 3 legal eligibility requirements of elected directors as per the OWHC Bylaws (Article 5.3) we now add 5 more requirements namely: (1) reside or work in Ontario; (2) demonstrate commitment in advancing workplace health; (3) confirm organizational permission to participate; (4) meet the needs of the Corporation in terms of diversity of stakeholders; and (5) commit to attending a minimum of six of the eight yearly meetings. Andrew Harkness stated that resolution was required that Article 5.3 be amended to add a fourth item that states meet any additional eligibility in accordance with the Nomination Process as described in the Terms of Reference for the Nominating Committee that are reviewed annually. “May I have a motion that Article 5.3 of the OWHC Bylaws be amended to add a fourth item that states: (4) meet any additional eligibility requirements in accordance with the Nomination Process as described in the Terms of Reference for the Nominating Committee which are reviewed annually And a seconder?” Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in 	<p>Moved: Stan Murray</p> <p>Seconded: Janet Carr</p>	<p>All in favour</p>
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		<p>the room voting contrary to the resolution signify by raising their right hand.”</p> <ul style="list-style-type: none"> Andrew Harkness declared the resolution carried and that Article 5.3 of the OWHC Bylaws be amended as moved. 		
	<p>Resolution #4: Accountability of Nominating Committee</p>	<ul style="list-style-type: none"> Andrew Harkness stated that Article 15 (a) specified the Nominating Committee’s accountability to the Board, when in fact, the Committee is accountable to the OWHC membership, and that an amendment to the Bylaws was required: “May I have a motion that Article 15(a) of the OWHC Bylaws be amended to state: recruit, select and recommend to the OWHC membership qualified candidates for Board including the preparation of a slate of candidates for election. And a seconder?” “Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.” Andrew declared the motion carried and Article 15(a) of the OWHC Bylaws be amended as stated. 	<p>Moved: Shirley Wylie</p> <p>Seconded: Norma Gibson-McDonald</p>	<p>All in favour</p>



	<p>Resolution #5: Approval of Acclaimed Directors</p>	<ul style="list-style-type: none"> Janet Carr stated that this year 6 directors’ term of office ended in 2013 and there were 3 resignations from the Board. Diane Thompson has finished her two-year term on the Board, and the other 5 outgoing directors, Gerry Culina, Janet Baker, Andrew Harkness, Jennifer Krueger and Norma Gibson-MacDonald, expressed interest in running for re-election for another term. There were 4 additional nominees who submitted their names for the election this year - Sabrina Arvanitis, Tim Fleming, Ivian Tchakarova, and Roslyn Wright. Since there were 9 vacancies on the Board and 9 nominations, the OWHC By-laws state that these individuals can be considered elected by acclamation for the term October 22, 2013 to the date of the Annual General Meeting in 2015. Janet Carr stated: “May I have a motion that these nine nominees: Sabrina Arvanitis Janet Baker Gerry Culina Tim Fleming Norma Gibson-MacDonald Andrew Harkness Jennifer Krueger Ivian Tchakarova 	<p>Moved: Myrna Ojala</p> <p>Seconded: Bernadette Hymus</p>	<p>All in favour</p>
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		<p>Roslyn Wright be considered elected by acclamation to the OWHC Board of Directors? And a seconder?</p> <ul style="list-style-type: none">• “Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution regarding appointment of Directors to the Board. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.”• Janet Carr declared the resolution carried and welcomed Gerry Culina, Janet Baker, Andrew Harkness, Jennifer Krueger, Norma Gibson-MacDonald, Sabrina Arvanitis, Tim Fleming, Ivian Tchakarova, and Roslyn Wright as Directors of the OWHC.• Outgoing Directors – Janet Carr acknowledged the work of Diane Thompson whose term on the Board has just ended. She also acknowledged the work of Joan Burton and Catherine Thomas for their contributions to the Board before their resignations in April 2013 and May 2013 respectively. Due to work commitments, Jason Reid was unable to participate as a Director and resigned prior		
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		<p>to the start of new Board business.</p> <ul style="list-style-type: none"> Continuing Directors – Janet Carr also thanked the continuing Directors for 2013-2014 who are looking forward to carrying on with their terms for another year: Stan Murray, Lisa van der Vinne, and Janet Carr. 		
	<p>Resolution # 6: Acceptance of New Members</p>	<ul style="list-style-type: none"> Norma Gibson-McDonald stated that the sixth resolution was regarding Acceptance of New Members. The list of new Organizational members and Student members was read. “May I have a motion that the proposed slate of new members of the Corporation be accepted? And a seconder?” “Will those participating by webinar please now vote on your screen “yes” or “no” in favour of the resolution to accept new members. Will those present in this room in favour of the resolution signify by raising their right hand. Will those present in the room voting contrary to the resolution signify by raising their right hand.” Norma Gibson-McDonald declared the resolution carried and that the proposed slate of new members has been accepted as members of the Coalition. 	<p>Moved: Janet Baker</p> <p>Seconded: Norma Gibson-MacDonald</p>	<p>All in favour</p>



	<p>6.0 Other Business</p> <p>6.1 Board of Directors Appointment</p>	<p>Andrew Harkness reviewed the highlights of Article 5.2 regarding the Number of Directors & Term of Office. The BOD can consist of up to 15 members and the Board has the option to appoint up to 3 directors to the Board as key strategic partners. With respect to these terms in the Bylaws, the Board of Directors recognized a need to enhance the perspective of the worker at the Board level and had approached representation from labour to help fulfill this need. Andrew was pleased to announce that Terri Aversa, Health and Safety Officer with Ontario Public Service Employees Union, has agreed to a one-year appointment to our Board effective today. We look forward to working with Terri and anticipate that the knowledge and experience she brings to the Board will serve our membership well.</p>		
	<p>6.2 Acknowledgement of Special Service Certificates to OWHC BOD Past Members</p>	<ul style="list-style-type: none"> Gerry Culina and Andrew Harkness on behalf of the Board of Directors, at this time, took a moment to acknowledge two of its most dedicated supporters and pioneers in the development and sustainability of the Ontario Workplace Health Coalition over the years. The two individuals had over the past numbers of years with the Coalition invested countless hours in the administration and strategic direction of the OWHC. The 		



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		<p>OWHC especially wanted to recognize their critical contribution as Co-Chairs of the Board over the years. When the call went out for leadership at the Board level, Judy Kerling (BOD Co-Chair 2007-2010, re-elected to BOD as Treasurer 2010-2011) and Joan Burton Co-Chair 2010- 2012, Past Chair until May 2013), always stepped forward to offer their best. The two individuals were presented with a lifetime memberships to the OWHC along with our heartfelt thanks</p>		
	<p>6.3 Canadian Workplace Wellness Pioneer Award.</p>	<ul style="list-style-type: none"> • Gerry Culina inquired if there was any other business to be brought before the meeting. • Stan Murray came up and tabled one other item of business regarding the Canadian Workplace Wellness Pioneer Award. This award is presented annually by the Health, Work and Wellness Group to individuals who have a significant history of contributing to the field of workplace health promotion. It started approximately 17 years ago and many of the top people in the field have received it including Joan Burton, former chair of the OWHC and Dr. Martin Shain. This year Mary Ann Baynton and Marion Reeves, both members of the OWHC, received the award in a double award ceremony in Halifax at the Better Workplace Conference. For more 		



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		information about the award and this year's recipients go to the conference website. Gerry Culina thanked the participants who attended the AGM in person or joined by webinar.		
12:30 pm	7.0 Adjournment	<ul style="list-style-type: none">Andrew Harkness stated: "If there is no further business, may I have a motion for the termination of the meeting? Will those participating by webinar please now vote on your screen "yes" or "no" in favour of the motion regarding ending the meeting? Will those present in this room in favour of the motion signify by raising their right hand. Will those present in the room voting contrary to the motion signify by raising their right hand."Andrew Harkness declared the motion carried and the meeting terminated.	Moved: Gerry Culina	All in favour

Meeting Adjourned: 12:30 pm

Signatures:

GERRY CULINA,
Co-Chair

ANDREW HARKNESS,
Co-Chair