

SYNOPSIS OF THE MINUTES OF THE ONE HUNDRED AND THIRTY FOURTH ANNUAL GENERAL MEETING OF MEMBERS

The full meeting can be viewed on the [OAA YouTube channel](#).

The 134th Annual General Meeting (AGM) was held virtually on Thursday, April 11, 2024, at 1:00 pm with President **Settimo Vilardi** presiding over the meeting.

Executive Director **Kristi Doyle** began by introducing the President and the members of the 2024 OAA Council:

Loloa Alkasawat	Bill Birdsell
Jim Butticci	Kimberly Fawcett-Smith
Christina Karney	Natasha Krickhan
Jenny Lafrance	Michelle Longlade
Lara McKendrick	Elaine Mintz
Greg Redden	Anna Richter
Kristiana Schuhmann	Susan Speigel
Ted Watson	Ted Wilson
Thomas Yeung	Marek Zawadzki

Executive Director Doyle reviewed the procedures for the AGM, which had been sent in advance of the meeting.

CERTIFICATES OF LONG STANDING

Certificates of Long Standing were presented to the following members who have reached the milestone of 50 years of membership with the OAA:

John R. Hix	Peter E. Peltekoff
Paul W. Roth	John B. Stark
Karl H. Stevens	Alexander L. Temporale

A citation for each Member of Long Standing was read, noting the honoree's considerable achievements and dedication to the profession. Photos and visuals of the members' choice were displayed in celebration.

CERTIFICATES OF APPRECIATION

Certificates of Appreciation were presented to the following past Councillors whose terms on Council expired December 31, 2024:

Farida Abu-Bakare Ida Badre

Deo Paquette Clayton Payer

Executive Director Doyle read the individual citations, acknowledging their contribution and thanking them for their dedication to the OAA and the profession.

IN MEMORIAM

The Chair read the names of members and associates, listed below, who had passed away since the last AGM, and asked all to observe a moment of silence.

George P. Baird Taymoore Balbaa

George Edward Beml Phyllis Clasby

Pamela Jean Cluff Lucien P. Delean

Stanford Paul Downey Tan Hoi Duong

David W. Hastings David J. Jesson

Ladislav Kratky Keith Loffler

Jerome Markson Raymond Moriyama

Laszlo I. Nemeth Erik Shin Rossmann

Adrienne Tam David M. Thom

Michael Joseph Torsney Don Vetere

Donald A. Voisey J. Hugh Westren

Radoslav Zuk

The Chair took a moment to recognize colleague **Margaret Chan**, who passed away earlier in the year. Marg served as Corporate Secretary with Pro-Demnity Insurance Company for more than 35 years and will be sadly missed by her colleagues and family.

MINUTES

All members had received a copy of the [Synopsis of the Minutes](#) of the 133rd Annual General Meeting held on May 3, 2023 in advance of the meeting.

*It was moved by **Toon Dreessen, Ottawa**, and seconded by **Emily Ann Featherstone, St. George**, that the synopsis of the minutes of the 133rd Meeting held on May 3, 2023, be accepted as circulated. **MOTION CARRIED***

BUSINESS ARISING FROM THE MINUTES

There was no business arising from the minutes.

APPOINTMENT OF THE AUDITOR

*It was moved **Deborah Wang**, Toronto, and seconded by **Yvonne Agnes Yee Sum Ip**, Kitchener, that the firm of **Grant Thornton LLP Chartered Accountants** be appointed as auditors for the Ontario Association of Architects for 2024. **MOTION CARRIED***

OAA BYLAWS, REVISED 2022 & SCHEDULE A

The Chair highlighted the amendments to Schedule A of the Bylaws, which reflect a 4% increase in fees for 2024.

*It was moved by **Jane Burgess**, Toronto, and seconded by **Peggy Chiu**, Toronto, that the amendments to Schedule A of the OAA Bylaws, Revised 2022 as circulated with the agenda for this meeting, be confirmed by the membership. **MOTION CARRIED***

ELECTION OF HONORARY MEMBERS

The Chair reviewed Section 28 of Regulation 27 under the *Architects Act* relative to the Nomination and Election of [Honorary Members](#). The Chair noted there was one nomination being brought before the Annual Meeting for consideration.

The Chair shared a prerecorded nomination from architect **Ana Francisca de la Mora** for **Kevin McIntosh**.

*It was moved by **Ana Francisca de la Mora**, Toronto, and seconded by **Rania Matta**, Toronto, that **Kevin McIntosh** be elected as an Honorary Member. **MOTION CARRIED***

REVIEW OF ANNUAL REPORT

President **Settimo Vilardi** provided commentary on the [2023 Annual Report](#) posted to the OAA Website in March 2024, and offered remarks regarding the activities of 2023. The remarks are précised below.

[T]he OAA Annual Report has been completely redesigned with simple graphics and layout along with a condensed focus on the regulatory aspects of the Association...

It clearly outlines the four foundational goals in the Strategic Plan which are; Regulatory Leadership, Governance and Operations, Member Competency, and Public Education... It underscores the OAA's commitment to two very important themes; Climate Action and Equity Diversity and Inclusion as well as a commitment to Reconciliation... These are addressed by highlighting the breadth and depth of OAA programs and services, ranging from public awareness sponsorships and scholarships to Act enforcement and

Continuing Education initiatives. The Practice hotline has fielded more than 1900 calls and emails from the public and members...

2023 was a purposeful, positive year for the Association and the Profession.

The President invited comments or questions with respect to the 2023 Annual Report.

There were no further comments or questions.

PRESENTATION OF 2023 FINANCIAL STATEMENTS AND 2024 FINANCIAL OUTLOOK BY THE SENIOR VICE PRESIDENT AND TREASURER

Senior Vice President & Treasurer **Ted Wilson** presented the [2023 Audited Financial Statements](#).

The Auditors' Report was read into the official transcript, confirming the financial statements represented fairly the financial position of the OAA as of November 30, 2023. The Senior Vice President & Treasurer also reported on several highlights from the 2023 financial statements, noting that the OAA finances continue to be well-managed.

The Senior Vice President and Treasurer noted that the membership continues to grow, resulting in increased income from membership dues. Members' equity increased in 2023, attributable to revenue realized through investment in Pro-Demnity Insurance Company.

It was noted that reported financial information from 2022 is restated in response to new accounting policies introduced in 2023 by the International Financial Reporting Standards (IFRS). These policies are designed to increase comparability and transparency of reported information in the insurance industry regarding metrics including risk, the period in which a group of insurance contracts are held, and profitability.

The Senior Vice President and Treasurer noted that the OAA's three reserve funds (capital, operating, and legal) will be increased accordingly to ensure those funds are at the appropriate level. Following the 2021 Building Reserve Fund Study, increases in the Major Capital Reserve fall in alignment with its recommendations.

The Chair invited questions from the members.

Member **John Dorris** requested clarification as to how the SVP & Treasurer's report demonstrates the need to increase member fees as voted on previously.

The Senior Vice President and Treasurer responded that the increase in fees is applied in relation to the Consumer Price Index (CPI) to contextualize it in relation to increases in costs incurred. Funds are being allocated to address current reserves and mortgage influences increased the decision.

Member **Rafid Kustou** enquired as to whether there is a financial statement to accompany the landscape design project.

The Senior Vice President and Treasurer responded that a budget for the landscape competition and project was approved by Council. As part of the reporting for 2024 through to 2026, annually, there will be reporting on the expenditures related to the project.

The Chair invited the Senior Vice President and Treasurer to report on the 2024 Financial Outlook.

The Senior Vice President and Treasurer reported that the OAA finances are tracking normally with the continued careful oversight of management. The 2024 operating budget was established with a hybrid approach with respect to operations and administration as well as Council and committee meetings. A policy was implemented to allow for remote work and virtual meetings, which is consistent with the OAA's commitment to reducing the carbon footprint.

The Senior Vice President and Treasurer highlighted two key items included in the 2024 budget:

- optimization of the IT systems and infrastructure; and
- funding for the OAA Landscape Design Competition.

With respect to the reserve funds, the Finance and Audit Committee presented a three-year plan to Council to balance three priorities:

- alignment of reserve amounts with reserve policies;
- allocation of funds for the Landscape Design Competition; and
- lump sum mortgage payment in 2026.

The three-year plan includes the following actions:

- the Legal Reserve will be maintained at its current level;
- continue to align the Major Capital Reserve with the Building Reserve Fund Study recommendations with an increase to \$3.2 million by 2026;
- increase the Operating Reserve to \$3.6 million by 2026; and
- OAA Landscape Competition funding to be allocated as follows:
 - 2024: \$104,000;
 - 2025: \$1.5 million; and
 - 2026: \$0.5 million.

A projected budget surplus of \$1 million is targeted to be applied to the mortgage principal in 2026 when the current interest rate expires thereby allowing payments to continue at the current rate.

Overall, the above plan utilizes unrestricted funds and accumulated annual surpluses to meet these priorities, while still having the OAA's finances remain in a positive position.

The reallocation of funds from the unrestricted portion to specifically assigned reserves noted above aligns with the Canada Revenue Agency's guidance.

The Senior Vice President and Treasurer invited comments or questions with respect to the 2024 Financial Outlook.

Member **Constantine Radeff** enquired as to how members could justify a 4% increase in fees to their client, and if that would be reflected in the OAA fee guide.

The Executive Director responded that the OAA endorses the RAIC Fee Guide, clarifying that the OAA does not have its own fee guide.

The Senior Vice President and Treasurer added that with respect to the previous comments regarding the determination of the fee increase, the OAA Finance and Audit Committee performs deliberations relative to CPI and the other parameters previously mentioned which contextualizes the decision.

Member **Philip Goodfellow** enquired as to whether the OAA is financially committed to executing the landscape competition as a project.

The Senior Vice President and Treasurer confirmed that Council approved the competitions as of last fall and were committed to seeing the project to completion.

There was a general question as to whether the members would be consulted regarding the landscape project. It was noted the Council had rendered a decision to move forward with the competition and project in the fall of 2023.

PRO-DEMUNITY INSURANCE COMPANY

The Senior Vice President & Treasurer welcomed [Pro-Demnity Insurance Company](#) Chair **Debra Krakow**, who made a presentation to the membership to highlight the activities and performance for the past year of Pro-Demnity.

Krakow reported on Pro-Demnity's activities for 2023 and provided an update on 2024.

Pro-Demnity's mandate as a board and leadership team is to ensure the program for professional liability insurance remains robust and protective. Krakow reported the following activities for 2023.

Client centricity

- website contains a vast body of knowledge containing articles on managing risks, liability insurance; etc.;
- subscriptions are available to monthly bulletins;
- individuals can speak with an expert online by way of an online booking to get personalized advice; and
- presentations held throughout the year, including at OAA Conference and universities.

Strengthened operations

- new claims management system to focus on improved response time; and
- collection of more data to help predict in future, factors which give rise to claims and how to better manage the claims defence process.

Legal management system

- curtailed cost in defending claims by developing in house legal team and triage process to determine if in house or external;
- first legal panel conference held where knowledge was shared between internal and external professionals regarding best practices and handling of claims; and
- future investments in technology with respect to claims and legal to improve online experience.

Krakov reported that the Pro-Demnity team is always ready to help and works collaboratively, fostering an environment for employees to engage and perform thereby serving its clients better.

Krakov reported on the MCT (Minimum Capital Test) ratio, which is a measure for the regulator to ensure Pro-Demnity has the financial strength to meet policy liabilities. In 2023 Pro-Demnity consistently kept the MCT in healthy range. Members are encouraged to download the 2023 annual update which provides details on finances, spending and investment, key metrics focused on, and factors that go into determining annual rate increases.

The President thanked the Chair of the Pro-Demnity Board for the presentation.

ADDRESS BY 2024 OAA PRESIDENT SETTIMO VILARDI

The OAA President presented his address to the 134th Annual General Meeting of the Association. The full address is available on the [OAA Website](#).

The President then called for comments and questions from the membership.

Member **James Chapman** requested clarification regarding the Building Code and the OAA's plan to address the National Building Code due to its size, with 800 pages of supplemental clauses and comments that can make it difficult for architects and building officials to navigate. This may lead to errors and omissions and disputes. The member asked how the OAA would address this with the Ontario government.

The Chair responded that this has been on the OAA's radar for some time, with the OAA strategizing alongside other constituents of Engineers, Architects, and Building Officials (EABO). The OAA has been exploring joint sessions, looking for experts to lead webinars and present at Conference, as well as continuing to liaise both with the provincial government and the municipalities during this transition period, making it a high priority to support the public and the profession. All constituents are getting the information at the same time from the government as it rolls out, as well as the transition period. OAA has this as a high priority and is developing a plan to update its resources, as well as Continuing Education opportunities.

Member **Rafid Kustou** had a question regarding the financial impact of the Court Order.

The Executive Director responded that Note 9 of the audited Financial Statements provides the details as to the impact of the May 2023 Court Order.

The President added that resolving the outcome of the Court Order has been a priority of the Council and that this work continues in collaboration with the government.

Member **Yvonne Ip** wanted clarification on which financial costs or expenditures require the input from members.

The Executive Director responded that the establishment of the annual operating and capital budgets of the OAA are under the purview of the governing Council. Bylaw changes, which included Schedule A to the bylaws, are subject to ratification by the members at an Annual General Meeting.

Th President added that the maintenance and renewal of the OAA building has been ongoing for several years. The landscape competition is an extension of that project. It is not simply a

case of aesthetic issues, but rather of engaging with the public and profession (both architecture and landscape architecture) with a competition for an already-needed renovation related to accessibility and site issues. The goal was to also address important items related to Indigenous Reconciliation and the OAA's commitment to climate action. The Council has been looking at this item for multiple years and is pleased with how it is moving forward.

Member **John Dorris** applauded the Pro-Demnity webinars with hopes that they continue.

Member **John Romanov** had a question regarding the status of matters being discussed before the pause of the OAA Technology Program. The President and Executive Director clarified that obtaining the necessary regulation amendments are the current focus of OAA activity on this file. The President clarified that the intent of these amendments are in line with the original parameters of the program.

Member **Rafid Kustou** had a question regarding correspondence between the OAA and the provincial government regarding BCIN holders—in particular, whether a response had been received to a letter dated February 6.

The President and Executive Director advised that a response had not been received, and further confirmed no response had been received to a letter sent in July 2023 regarding a BCIN for those that formerly held status as a Licensed Technologist. The OAA is continuing to follow up on that matter.

ADJOURNMENT

The Chair thanked all for attending.

*It was moved by Susan Speigel , Toronto, and seconded by **Kristiana Schuhmann**, Toronto, that the 134th Annual General Meeting be adjourned. **MOTION CARRIED***