



## **Ontario One Call**

### **Meeting Minutes for the 2023 Annual and Special Members' Meeting**

**September 21, 2023, and held virtual via Microsoft Teams Webinar**

#### **Welcome**

At 9:00am, Valentina Cova introduced herself and welcomed all participants and showed a short video to remind the participants that September 18th to 23rd is Sewer Safety Week. Valentina Cova provided an overview of the questions and electronic ballot voting process for the meeting and noted that voting opens at 10:00am and closes at 11:30am on September 21, 2023.

Valentina Cova introduced Dean Dalpe the Chair of the Board of Directors.

#### **Call to Order**

Dean Dalpe, the Chair of the Board of Directors, called the meeting to order at 9.06 am and welcomed the participants and noted that a quorum of members was present as required by the Bylaws.

#### **Land Acknowledgment**

A Land Acknowledgment was delivered by the Chair.

#### **Approval of the Meeting Minutes for the June 16, 2022, Annual General Meeting**

Dean Dalpe introduced the meeting minutes for the June 16, 2022, Annual General Meeting.

A motion was moved by Nancy Taylor and seconded by Karen Marner. The Chair asked if all were in favour and the motion was carried. The following Resolution was passed.

#### **Resolution:**

**The meeting minutes of Ontario One Call June 16, 2022, Annual General Meeting be approved.**

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#### **Report from Chair**

Dean Dalpe presented the Report from Chair materials.

Dean Dalpe provided an overview of the key activities, achievements, and transformations of the organization. Dean Dalpe expressed a thank you to the Ministry, Members, Excavators, Ontario One Call staff and the many stakeholders for their continued support as Ontario One Call transforms into a public safety administrative authority. Dean Dalpe noted that the organization is in the midst of significant change and transformation, and continues to remain focused on delivering on our mandate.

Dean Dalpe expressed a special thank you to the outgoing members of the Board of Directors for their significant efforts and contributions, many of whom have 9 years of tenure on the Ontario One Call Board of Directors. Dean Dalpe noted that the new Board of Directors slate will move from 16 members to up to 12 members, with 8 voted by the Members and up to 4 appointed by the government. Dean Dalpe provided an overview and listing of the proposed 8 new Board members, who include representation from both Members and excavators communities, for a proposed term of 1 year.

Dean Dalpe highlighted the significant and important support the Ministry is providing by funding up to \$25 million to the organization during its transformation. Dean Dalpe noted that Ontario One Call is no longer just a call centre and is transforming into a full public safety administrative authority. Dean Dalpe noted that Ontario One Call needs to make significant investments into resources and tools in order to meet the transformation.

### **Report from Treasurer**

Karen Marner presented the Report from Treasurer materials.

Karen Marner provided an overview of the key financial activities for the organization, and echoing the Chair's comments, noted that the organization needs to make significant future investments in order to support the organization's transformation.

Karen Marner provided an overview of the proposed independent external auditor Goldson & Associates CPA Professional Corporation for fiscal 2023.

### **CEO Report**

Jim Keech presented the CEO Report materials.

Jim Keech began with a reminder that we are all united in our goal of ensuring public safety as Ontario One Call sets forth on a path of transformation from service provider to public safety administrative authority. Jim Keech summarized Ontario One Call's transformation with a list of key objectives that need to be undertaken over the next few years in order to deliver on our new mandate, and which will require significant investments in resources, governance, and systems.

Jim Keech highlighted the key areas within Ontario One Call's 2023 Business Plan which has been the focus for much of the current year.

Jim Keech provided an overview of the proposed By-law changes and their importance for the participants. Jim Keech provided an overview of the financial journey necessary to become a public safety administrative authority. He expressed that the organization needs to make significant changes in order to become sustainable, to modernize the organization which was noted by the 2022 KPMG report, and to reduce the high staff turnover rate.

Jim Keech provided an overview of a three-year financial plan. He highlighted new government investment from 2023 to 2026 and thanked the Ontario government, in particular the Ministry of Public and Business Service Delivery, for their support. Jim Keech described the integral role the proposed Members' fee increases would play in Ontario One Call achieving financial sustainability.

Jim Keech also highlighted the investment priorities over the next few years and celebrated the improvements to facilitating timely locates in 2023.

### **Questions from Participants**

Valentina Cova and Jeff Hitchcock facilitated questions from participants during a question-and-answer period.

Questions were submitted by participants via the question and answer tool and answered by an Ontario One Call panel of Dean Dalpe, Jim Keech, Katie Gotsman, Jean Lepine, and Ian Simpson.

### **Voting**

Ian Simpson read each of the 5 motions, and Dean Dalpe formally presented each of the 5 motions.

#1.

The motion was moved by Karen Marner, and seconded by Nancy Taylor.

#### **Resolution:**

**Based on final votes, it is resolved that the Members hereby approve and confirm By-law 1 including Schedule 1 as enacted by the Board of Ontario One Call on July 31, 2023.**

#2

The motion was moved by Karen Marner, and seconded by Nancy Taylor.

#### **Resolution:**

**Based on final votes, it is resolved that the Members hereby approve and confirm By-law 2 as enacted by the Board of Ontario One Call on July 25, 2023.**

#3

The motion was moved by Karen Marner, and seconded by Nancy Taylor.

### **Resolutions:**

**Based on final votes, it is resolved that the Members hereby elect the following persons as Directors of the Ontario One Call for the terms set out opposite their names.**

<b>Name:</b>	<b>Term:</b>
<b>Member Representatives:</b>	
<b>Dean Dalpe</b>	<b>One year</b>
<b>Ysni Semsedini</b>	<b>One year</b>
<b>Kevin Green</b>	<b>One year</b>
<b>Enrico Scalera</b>	<b>One year</b>

<b>Excavator Representatives:</b>	
<b>Jason Kottelenberg</b>	<b>One year</b>
<b>Darrin Husack</b>	<b>One year</b>
<b>Dennis Colautti</b>	<b>One year</b>
<b>Derek Oikawa</b>	<b>One year</b>

**And further resolved that following the election, and if elected, the Board will then consist of the foregoing eight people plus the four Directors who are to be appointed by the Minister of Public and Business Service Delivery of Ontario as the Appointed Directors for a total of 12 Directors.**

#4

The motion was moved by Karen Marner, and seconded by Nancy Taylor.

### **Resolution:**

**Based on final votes, it is resolved that the Members hereby appoint the following person as the auditors of Ontario One Call for the following year: Goldson & Associates CPA Professional Corporation.**

#5

The motion was moved by Karen Marner, and seconded by Nancy Taylor.

### **Resolution:**

**Based on final votes, it is resolved as a Special Resolution that the new Membership Fee Schedule in the form approved by the Board of Ontario One Call and presented to the Members is approved unamended.**

Voting on the above motions was opened at 10:00am and closed at 11:30am. Votes were tallied electronically, validated and all motions were passed.

### **Other Business**

Dean Dalpe and Jim Keech expressed their thanks for all participants at today's meeting. No other business was presented.

### **Adjournment**

Dean Dalpe closed the meeting at 10:43 am.

The motion was moved by Karen Marner, and seconded by Nancy Taylor and carried unanimously, the following Resolution was passed.

### **Resolution:**

**That there being no further business the meeting is closed.**

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