

**MINUTES OF THE ANNUAL MEETING OF THE MEMBERS OF THE
ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL (OMVIC)**

Wednesday, June 19, 2024

The Annual Meeting of the members of OMVIC was held on Wednesday, June 19, 2024, at 2:30 pm at the Novotel Toronto North York, 3 Park Home Avenue, Toronto (Gibson Ballroom) and via Zoom Video/Audio Conference, pursuant to the Notice of Annual Meeting dated May 17, 2024.

Of OMVIC's nine directors, the following seven were present at the meeting:

Virginia West, Chair	Daniel Hanna
Patricia Perkins, Vice-Chair	Jason Mayhew
Sohail Ahmed	Glen Padassery
Linda Franklin	

1. Welcome and Call to Order

Virginia West, chair of the OMVIC Board of Directors (the "Board"), who presided over the meeting, welcomed attendees, including Board directors, trustees, advisory council members, employees, stakeholders, and consumers. The Chair began with a land acknowledgement, recognizing the meeting's location on traditional territory.

The Chair introduced the following attendees: the Honourable Todd J. McCarthy, Minister of Public and Business Service Delivery and Procurement; Maureen Harquail, OMVIC's Chief Executive Officer (CEO) and Registrar; John Wilkinson, Partner at WeirFoulds; Sohail Ahmed, Chair of the Audit, Finance and Risk Committee; and Amanda Dench, Board Secretary and Recording Secretary. Technical support from Data on the Spot (DOTS) was also acknowledged for managing the voting process for the meeting.

The Chair called the meeting to order, confirmed a quorum was present, and noted that the Notice of Annual Meeting was properly distributed on May 17, 2024. She directed the Recording Secretary to include the notice in the meeting minutes. The Chair outlined the voting process, specifying that only dealer members registered under the Motor Vehicle Dealers Act, 2002, were eligible to vote, with results compiled from in-person and virtual attendees.

2. Remarks by the Honourable Todd J. McCarthy, Minister of Public and Business Service Delivery and Procurement

The Chair introduced Minister McCarthy, who addressed the meeting on behalf of the provincial government. Minister McCarthy expressed appreciation for the opportunity to speak and recognized OMVIC's leadership, congratulating outgoing Chair Virginia West for her contributions and welcoming incoming Chair Patricia Perkins. He commended Patricia Perkins for her public service experience and expressed confidence in her ability to lead OMVIC in its mandate to ensure a fair and safe marketplace for motor vehicle sales in Ontario.



Minister McCarthy highlighted OMVIC's achievements, including the new governance structure and progress on the Auditor General's 2021 recommendations. He noted efforts to improve consumer protection while minimizing regulatory burdens, such as increased fines for unregistered dealers and consultations on proposed changes to the *Motor Vehicle Dealers Act, 2002*. The Minister concluded by reaffirming the government's commitment to supporting OMVIC in its mission.

3. Approval of 2023 Annual Meeting Minutes

There were no issues raised or questions posed regarding the minutes of the annual meeting held on June 28, 2023.

UPON MOTION duly made, seconded and carried, it was

RESOLVED that the minutes of the June 28, 2023, annual meeting be approved as circulated.

4. Remarks by Virginia West, Chair of the OMVIC Board of Directors

The Chair thanked Minister McCarthy for attending and highlighted the importance of OMVIC's relationship with the Ministry. She introduced the current Board members, acknowledging their dedication and commitment to the organization. The Chair gave special recognition to departing directors Daniel Hanna and Bruce Matthews and thanked them for their contributions. The Chair acknowledged key stakeholders, including the Ministry, OMVIC's Consumer and Industry Advisory Councils, OMVIC employees, and the Motor Vehicle Dealers Compensation Fund Board of Trustees. Special recognition was given to Matt Rispin for his service on the Compensation Fund Board.

The Chair reflected on the achievements of 2023, including the election of a new skills-based Board and the introduction of the Consumer and Industry Advisory Councils. She also referenced OMVIC's progress in implementing 75% of the Auditor General's 2021 recommendations by October 2023, which was highlighted in the Auditor General's 2023 follow-up report. The Chair then introduced OMVIC's 2024-2026 strategic plan, which included three strategic goals: consumer protection, registrant professionalism, and organizational excellence. She expressed confidence in the future direction and extended thanks to OMVIC staff and leadership. After three years as chair, she congratulated Patricia Perkins on her appointment as chair, highlighting her extensive governance experience and dedication to OMVIC's future.

5. Remarks by Maureen Harquail, Chief Executive Officer and Registrar

Maureen Harquail thanked Minister McCarthy for his insights on consumer protection. She noted that 2023 was a year of notable growth for OMVIC, with an enhanced commitment to consumer protection and implementing approximately 90% of the Auditor General's 2021 recommendations by year-end. This achievement was credited to the Board's oversight and the OMVIC team's dedication.

Maureen Harquail then outlined several key accomplishments from 2023, such as the appointment of OMVIC's first Chief Consumer Protection Officer, the successful launch of the CARS system, and a partnership with Toronto Crime Stoppers to address illegal vehicle sales. She also noted increased activity by the enforcement department, the launch of a redesigned website, and significant Motor Vehicle Dealers Compensation Fund payouts, all enhancing OMVIC's regulatory effectiveness. She concluded by thanking Chair Virginia West for her leadership over the past three years and acknowledging her significant contributions to the organization.

6. Approval of Articles of Amendment

John Wilkinson reported that as a final step to comply with Ontario's Not-for-Profit Corporations Act (ONCA), OMVIC must file Articles of Amendment to update the special provisions in its articles (formerly known as "letters patent"). He advised that this would complete OMVIC's transition to ONCA. John Wilkinson then provided an overview of the Articles of Amendment.

Members were provided an opportunity to ask questions regarding the Articles of Amendment. No questions were received.

UPON MOTION duly made, seconded and carried, it was

RESOLVED that the Articles of Amendment be approved as circulated.

7. Election of Directors

Industry Director

The Chair announced that the term of office for one industry director expired at the meeting. She advised that the Board's Governance and Nominating Committee conducted a public call for applications process for the industry position, and the following slate of candidates was presented:

- Michael BALL, Snow City Cycle Marine
- Luciano BUTERA, Northern Roads Auto Group
- François CAZA, Kolman's Wheelsport
- Freddie CHENG, Pfaff Leasing
- Daniel HANNA, Kings Auto Ltd.
- Puneet KHATTAR, Shadow Auto
- Wayne KWAN, Retired Finance Manager
- Rob LEGGAT, Team Honda Powerhouse of Milton
- Giuseppe MALFARA, Frank Malfara Service Station
- Kristopher MCFARLANE, Myers Kanata Nissan
- John NICHOLSON, Kia Sudbury Motors
- Martin PROULX, Lecours Motor Sales
- Siddharth RADHAKRISHNAN, Altair Engineering

The Chair announced that a vote was necessary due to the number of qualified candidates exceeding the available positions. The candidate receiving the most votes would be elected for a three-year term. She asked members to cast their votes and then proceeded with the remaining business of the meeting as DOTS tabulated the results.

Public Director

The Chair advised that the Board's Governance and Nominating Committee also conducted a public call for applications process for experienced leaders beyond the motor vehicle industry for the one public position. She announced the nomination of Ken Kawall, MBA, CPA, CMA, to serve as public director for a three-year term. Since there was one nominee for the single position, the Chair cast a ballot electing Ken Kawall to the Board for a three-year term.

8. Presentation of 2023 Audited Financial Statements

Sohail Ahmed presented OMVIC's financial statements for the year ended December 31, 2023, and the auditor's report. He noted an increase in the net operating deficit to \$4.9 million from \$4.7 million in 2022 due to reduced registration and transaction fee revenues and higher salaries and benefits from increased human resource investments initiated in 2022.

Sohail Ahmed noted that OMVIC maintained a strong cash position, though total reserves continued to decrease partly in response to the Auditor General's recommendations. The auditor's report from Hogg, Shain & Scheck confirmed that the financial statements accurately represented OMVIC's financial position and that its operations aligned with Canadian accounting standards for not-for-profit organizations.

9. Appointment of Auditors: Hogg, Shain & Scheck

The Chair explained that OMVIC's By-Law No. 1 required that members appoint an independent auditor and authorize the Board to fix the auditor's remuneration at each annual meeting. The Chair advised that the Board recommended Hogg, Shain & Scheck Professional Corporation as OMVIC's auditors for the year ending December 31, 2024.

Members were provided an opportunity to ask questions regarding the appointment of the auditors. No questions were received.

UPON MOTION duly made, seconded and carried, it was

RESOLVED that Hogg, Shain & Scheck Professional Corporation be appointed OMVIC's auditors and that the OMVIC Board of Directors be authorized to set the auditor's remuneration.

10. Election Results

The Chair announced that Rob Leggat was elected as an industry director for a three-year term based on the results tabulated by DOTS.

11. Adjournment

There being no further business, the meeting was adjourned at 3:30 pm.